

FRISBIE RICHARD D  
Form 4  
February 29, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Battery Ventures VIII lp

(Last) (First) (Middle)

C/O BATTERY VENTURES, 930  
WINTER STREET, SUITE 2500

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Bazaarvoice Inc [BV]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/29/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |       |                                    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------|------------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |       |                                    |
| Common Stock                    | 02/29/2012                           |  | C                              |   | 50,000  | A (1)  | 4,585,885   | I (2) | By Battery Ventures VIII, L.P. (2) |
| Common Stock                    | 02/29/2012                           |  | C                              |   | 3,309,306   | A (3)  | 7,895,191   | I (2) | By Battery Ventures VIII, L.P. (2) |
| Common Stock                    | 02/29/2012                           |  | C                              |   | 884,615   | A (4)  | 8,779,806   | I (2) | By Battery                         |

|              |            |   |         |   |               |                  |   |
|--------------|------------|---|---------|---|---------------|------------------|---|
| Common Stock | 02/29/2012 | S | 877,981 | D | \$ 12,790,825 | I <sup>(2)</sup> | Ventures VIII, L.P.<br><u>(2)</u><br>By Battery Ventures VIII, L.P.<br><u>(2)</u> |
|--------------|------------|---|---------|---|---------------|------------------|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities                   |           | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |              |           |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|---|----------------------------|--------------|-----------|
|  |  |                                      |  |                                | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |           |  | Title   | Amount or Number of Shares |              |           |
|  |  |                                      |  | Code                           | V  | (A)       | (D)  | Date Exercisable  | Expiration Date            |              |           |
| Series A Preferred Stock                   | <sup>(1)</sup>   | 02/29/2012                           |  | C                              |  | 50,000    |  | <sup>(1)</sup>  | <sup>(1)</sup>             | Common Stock | 50,000    |
| Series C Preferred Stock                   | <sup>(3)</sup>   | 02/29/2012                           |  | C                              |  | 3,309,306 |  | <sup>(3)</sup>  | <sup>(3)</sup>             | Common Stock | 3,309,306 |
| Series D Preferred Stock                   | <sup>(4)</sup>   | 02/29/2012                           |  | C                              |  | 884,615   |  | <sup>(4)</sup>  | <sup>(4)</sup>             | Common Stock | 884,615   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

|  |   |
|--|---|
| Battery Ventures VIII Ip<br>C/O BATTERY VENTURES<br>930 WINTER STREET, SUITE 2500<br>WALTHAM, MA 02451   | X |
| Battery Partners VIII, LLC<br>C/O BATTERY VENTURES<br>930 WINTER STREET, SUITE 2500<br>WALTHAM, MA 02451 | X |
| BROWN MICHAEL MAURICE<br>C/O BATTERY VENTURES<br>930 WINTER STREET, SUITE 2500<br>WALTHAM, MA 02451      | X |
| CROTTY THOMAS J<br>C/O BATTERY VENTURES<br>930 WINTER STREET, SUITE 2500<br>WALTHAM, MA 02451            | X |
| DHALIWAL SUNIL<br>C/O BATTERY VENTURES<br>930 WINTER STREET, SUITE 2500<br>WALTHAM, MA 02451             | X |
| FRISBIE RICHARD D<br>C/O BATTERY VENTURES<br>930 WINTER STREET, SUITE 2500<br>WALTHAM, MA 02451          | X |
| LAWLER KENNETH P<br>C/O BATTERY VENTURES<br>930 WINTER STREET, SUITE 2500<br>WALTHAM, MA 02451           | X |
| Lee Roger H<br>C/O BATTERY VENTURES<br>930 WINTER STREET, SUITE 2500<br>WALTHAM, MA 02451                | X |
| TABORS R DAVID<br>C/O BATTERY VENTURES<br>930 WINTER STREET, SUITE 2500<br>WALTHAM, MA 02451             | X |
| TOBIN SCOTT R<br>C/O BATTERY VENTURES<br>930 WINTER STREET, SUITE 2500<br>WALTHAM, MA 02451              | X |

## Signatures

/s/ Christopher Schiavo (as Attorney-in-Fact for Battery Ventures VIII,  
L.P.)

02/29/2012

\_\_Signature of Reporting Person

Date

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|  |            |
|--|------------|
| /s/ Christopher Schiavo (as Attorney-in-Fact for Battery Partners VIII, LLC) | 02/29/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Christopher Schiavo (as Attorney-in-Fact for Michael Brown)              | 02/29/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Christopher Schiavo (as Attorney-in-Fact for Thomas J. Crotty)           | 02/29/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Christopher Schiavo (as Attorney-in-Fact for Sunil Dhaliwal)             | 02/29/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Christopher Schiavo (as Attorney-in-Fact for Richard D. Frisbie)         | 02/29/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Christopher Schiavo (as Attorney-in-Fact for Kenneth P. Lawler)          | 02/29/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Christopher Schiavo (as Attorney-in-Fact for Roger H. Lee)               | 02/29/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Christopher Schiavo (as Attorney-in-Fact for R. David Tabors)            | 02/29/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Christopher Schiavo (as Attorney-in-Fact for Scott R. Tobin)             | 02/29/2012 |
| __Signature of Reporting Person  | Date       |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Series A Preferred Stock, which was convertible into shares of Common Stock on a one-for-one basis at any time and had no expiration date, converted into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering.

(2) The reported securities are owned directly by Battery Ventures VIII, L.P. The sole general partner of Battery Ventures VIII, L.P. is Battery Partners VIII, LLC. Neeraj Agrawal, Michael Brown, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and have voting and investment power over the shares held by Battery Ventures VIII, L.P. Each of Messrs. Agrawal, Brown, Crotty, Dhaliwal, Frisbie, Lawler, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(3) The Series C Preferred Stock, which was convertible into shares of Common Stock on a one-for-one basis at any time and had no expiration date, converted into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering.

(4) The Series D Preferred Stock, which was convertible into shares of Common Stock on a one-for-one basis at any time and had no expiration date, converted into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering.

### Remarks:

The reporting persons are part of a 13(d) group with beneficial ownership of more than 10% of a class of the Issuer's equity securities registered under Section 12 of the Exchange Act. Due to the limited number of joint filers that can be included on one form, Battery Ventures VIII, L.P., Battery Partners VIII, LLC, Neeraj Agrawal, Michael Brown, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin have filed two separate forms simultaneously, both of which relate to the same transactions involving the securities of the Issuer beneficially owned by such reporting persons.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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