

ALLISON GARY G
Form 4
February 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
ALLISON GARY G

(Last) (First) (Middle)
10901 STONELAKE BLVD.

(Street)

AUSTIN, TX 78759

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP, Engineering

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/01/2018		A		68,003 (1)	A	\$ 0 321,353 D
Common Stock	02/01/2018		D		96,066 (2)	D	\$ 5.5 225,287 D
Common Stock	02/01/2018		D		225,287 (3)	D	(3) 0 D

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

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SEC 1474 (9-02)

number.

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 7.53	02/01/2018		D	35,500	<u>(4)</u>	06/10/2024	Common Stock	35,500
Stock Options (Right to Buy)	\$ 7.18	02/01/2018		D	180,000	<u>(4)</u>	12/16/2023	Common Stock	180,000
Stock Options (Right to Buy)	\$ 6.42	02/01/2018		D	133,100	<u>(4)</u>	06/17/2025	Common Stock	133,100
Stock Options (Right to Buy)	\$ 3.94	02/01/2018		D	37,502	<u>(5)</u>	06/07/2023	Common Stock	37,502
Stock Options (Right to Buy)	\$ 3.94	02/01/2018		D	52,502	<u>(6)</u>	06/07/2023	Common Stock	52,502

Reporting Owners

Reporting Owner Name / Address	Relationships
ALLISON GARY G 10901 STONELAKE BLVD. AUSTIN, TX 78759	Director 10% Owner Officer Executive VP, Engineering

Signatures

/s/ Kin Gill (as attorney-in-fact for Mr. Allison) 02/02/2018

__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).

The reporting person was previously granted restricted stock units that would vest upon the satisfaction of certain performance criteria,

- (1) which criteria were deemed satisfied at 100% of target in accordance with the Merger Agreement (as defined below), resulting in the deemed vesting of the reported shares.

Disposed of pursuant to the Agreement and Plan of Merger, by and among BV Parent, LLC, BV Merger Sub, Inc. and Bazaarvoice, Inc. (the "Issuer"), dated November 26, 2017 (as amended, the "Merger Agreement"), whereby each outstanding share of the Issuer's common stock was cancelled at the effective time (the "Effective Time") of the merger (the "Merger") and converted into the right to receive a cash payment of \$5.50 per share.

- (2)

Disposed of pursuant to the Merger Agreement whereby such unvested restricted stock units ("Unvested RSUs") were cancelled at the Effective Time and converted into the right to receive a consideration equal to the value of the product of \$5.50 and the number of Unvested RSUs granted to such ELT Member (the "RSU Consideration"), whereby (i) 20% of the RSU Consideration was paid in cash, (ii) 40% of the RSU Consideration was paid through the issuance of one Class A Preferred Unit of MEP-BV Topco, LP ("Topco") and one Class B Common Unit of Topco for each whole dollar in value of such percentage, and (iii) 40% of the RSU Consideration was paid through the issuance of one Class B Common Unit of Topco for each whole dollar in value of such percentage, where such Class B Common Unit of Topco shall be profits interests and vest over a period of five (5) years from the Effective Time.

- (3)

- (4) Pursuant to the terms of the Merger Agreement, options with an exercise price greater than \$5.50 per share were cancelled without consideration.

Disposed of pursuant to the Merger Agreement, whereby such vested options were cancelled at the Effective Time and converted into the right to receive a total amount in cash, equal to the product of (x) excess of \$5.50 over the exercise price per share of each stock option and (y) the number of shares underlying such stock option.

- (5)

Disposed of pursuant to the Merger Agreement, whereby such unvested options were cancelled at the Effective Time and converted into the right to receive consideration equal to the value of the product of the (x) excess of \$5.50 over the exercise price per share of each stock option and (y) the number of shares underlying such stock options (the "Option Consideration"), whereby (i) 20% of the Option Consideration was paid in cash, (ii) 40% of the Option Consideration was paid through the issuance of one Class A Preferred Unit of Topco and one Class B Common Unit of Topco for each whole dollar in value of such percentage, and (iii) 40% of the Option Consideration was paid through the issuance of one Class B Common Unit of Topco for each whole dollar in value of such percentage, where such Class B Common Unit of Topco shall be deemed profits interests and vest over a period of five (5) years from the Effective Time.

- (6)

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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