

FRISBIE RICHARD D
Form 4
July 23, 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, STE. 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)
07/23/2012

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	07/23/2012		S	2,084,674 D \$ 14.6608	5,817,151	I <u>(1)</u>	By Battery Ventures VIII, L.P. <u>(1)</u>

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Battery Ventures VIII Ip C/O BATTERY VENTURES 930 WINTER STREET, STE. 2500 WALTHAM, MA 02451		X		
Battery Partners VIII, LLC C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
BROWN MICHAEL MAURICE C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
CROTTY THOMAS J C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
DHALIWAL SUNIL C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
FRISBIE RICHARD D C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		

LAWLER KENNETH P
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451 X

Lee Roger H
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451 X

TABORS R DAVID
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451 X

TOBIN SCOTT R
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451 X

Signatures

/s/ Christopher Schiavo (as Attorney-in-Fact for Battery Ventures VIII,
L.P.) 07/23/2012

 **Signature of Reporting Person Date

/s/ Christopher Schiavo (as Attorney-in-Fact for Battery Partners VIII,
LLC) 07/23/2012

 **Signature of Reporting Person Date

/s/ Christopher Schiavo (as Attorney-in-Fact for Michael Brown) 07/23/2012

 **Signature of Reporting Person Date

/s/ Christopher Schiavo (as Attorney-in-Fact for Thomas J. Crotty) 07/23/2012

 **Signature of Reporting Person Date

/s/ Christopher Schiavo (as Attorney-in-Fact for Sunil Dhaliwal) 07/23/2012

 **Signature of Reporting Person Date

/s/ Christopher Schiavo (as Attorney-in-Fact for Richard D. Frisbie) 07/23/2012

 **Signature of Reporting Person Date

/s/ Christopher Schiavo (as Attorney-in-Fact for Kenneth P. Lawler) 07/23/2012

 **Signature of Reporting Person Date

/s/ Christopher Schiavo (as Attorney-in-Fact for Roger H. Lee) 07/23/2012

 **Signature of Reporting Person Date

/s/ Christopher Schiavo (as Attorney-in-Fact for David R. Tabors) 07/23/2012

 **Signature of Reporting Person Date

/s/ Christopher Schiavo (as Attorney-in-Fact for Scott R. Tobin) 07/23/2012

 **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 sole general partner of Battery Ventures VIII, L.P. is Battery Partners VIII, LLC, and its investment advisor is Battery Management Corp. (together with Battery Partners VIII, LLC, the "Battery Companies"). 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 or officers of the Battery Companies 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.

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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