

BAZAARVOICE INC

FORM 8-K (Current report filing)

Filed 09/01/17 for the Period Ending 08/31/17

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|-------------|--|
| Address | 10901 STONELAKE BLVD. AUSTIN, TX, 78759 |
| Telephone | 512-551-6000 |
| CIK | 0001330421 |
| Symbol | BV |
| SIC Code | 7372 - Prepackaged Software |
| Industry | Software |
| Sector | Technology |
| Fiscal Year | 04/30 |

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

August 31, 2017

BAZAARVOICE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-35433
(Commission File Number)

20-2908277
(IRS Employer
Identification No.)

10901 Stonelake Blvd.
Austin, Texas 78759
(Address of principal executive offices, including zip code)

(512) 551-6000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws

On August 31, 2017, the Board of Directors of Bazaarvoice, Inc. (the “ *Company* ”) approved an amendment to the Amended and Restated Bylaws of the Company (the “ *Bylaws Amendment* ”), which became effective immediately. The Bylaws Amendment added a new Article XI that designates the state and federal courts located within the state of Delaware as the sole and exclusive forum for certain legal action, unless the Company consents in writing to the selection of an alternative forum. The foregoing description of the Bylaws Amendment is only a summary, does not purport to be complete, and is qualified in its entirety by reference to the Bylaws Amendment, a copy of which is attached as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|------------------------|--|
| 3.1 | Amendment to the Amended and Restated Bylaws of the Company. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BAZAARVOICE, INC.

By: /s/ Kin Gill

Kin Gill

Chief Legal Officer, General Counsel and Secretary

Date: September 1, 2017

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| <u>3.1</u> | <u>Amendment to the Amended and Restated Bylaws of the Company.</u> |

**AMENDMENT TO AMENDED AND RESTATED BYLAWS OF
BAZAARVOICE, INC**

Pursuant to a resolution duly adopted by the Board of Directors of Bazaarvoice, Inc., a Delaware corporation, effective August 31, 2017, the Amended and Restated Bylaws of Bazaarvoice, Inc. were amended to insert Article XI to read as follows:

**“ ARTICLE XI
FORUM FOR ADJUDICATION OF DISPUTES**

Unless the corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer or other employee of the corporation to the corporation or the corporation’s stockholders, (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, or (iv) any action asserting a claim governed by the internal affairs doctrine (each, an “Action”) shall be a state or federal court located within the state of Delaware (a “Chosen Court”), in all cases subject to the court’s having personal jurisdiction over the indispensable parties named as defendants.”