

**BAZAARVOICE INC**  
Reported by  
**RITZCOVAN ELIZABETH**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/05/18 for the Period Ending 02/01/18

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

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Ritzcovan Elizabeth</b>			<b>Bazaarvoice Inc [ BV ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Revenue Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>10901 STONELAKE BLVD.</b>			<b>2/1/2018</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<b>AUSTIN, TX 78759</b>								
(City) (State) (Zip)								

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/1/2018		A		60003 (1)	A	\$0.00	265982	D	
Common Stock	2/1/2018		D		50145 (2)	D	\$5.50	215837	D	
Common Stock	2/1/2018		D		215837 (3)	D	\$5.50	0	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy)	\$4.36	2/1/2018		D		143229	(4)	12/8/2025	Common Stock	143229	\$1.14 (4)	131771	D		
Stock Options (Right to Buy)	\$4.36	2/1/2018		D		131771	(5)	12/8/2025	Common Stock	131771	\$1.14 (5)	0	D		
Stock Options (Right to Buy)	\$3.94	2/1/2018		D		20834	(4)	6/7/2023	Common Stock	20834	\$1.56 (4)	29169	D		
Stock Options (Right to Buy)	\$3.94	2/1/2018		D		29169	(5)	6/7/2023	Common Stock	29169	\$1.56 (5)	0	D		

### Explanation of Responses:

- The reporting person was previously granted restricted stock units that would vest upon the satisfaction of certain performance criteria, 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.
- Disposed of pursuant to the Merger Agreement, whereby such unvested restricted stock units ("RSUs") were cancelled at the Effective Time in exchange for the right to receive future cash payments in the amount of \$5.50 per terminated RSU (the "RSU Payment"). Pursuant to the Merger Agreement, 30% of the RSU Payment was paid in cash and 70% of the RSU Payment will be paid in accordance with the RSU's original vesting schedule.
- 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.
- Disposed of pursuant to the Merger Agreement whereby such unvested 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) the excess, if any, of \$5.50 over the exercise price per share of each such unvested option, and (y) the number of shares underlying such unvested options (the "Unvested Option Payment"). Pursuant to the Merger Agreement, 30% of the Unvested Option Payment was paid in cash and 70% of the Unvested Option Payment will be paid pursuant to the unvested options original vesting schedule.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Ritzcovan Elizabeth</b> <b>10901 STONELAKE BLVD.</b> <b>AUSTIN, TX 78759</b>			<b>Chief Revenue Officer</b>	

**Signatures**/s/ Kin Gill (as attorney-in-fact for Ms. Ritzcovan)2/2/2018

\*\*Signature of Reporting Person

Date

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

\* 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).

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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