

# **BAZAARVOICE INC**

Reported by  
**ROHRLICH JOE**

## **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

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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 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>Rohrlich Joe</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>General Manager EMEA</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>10901 STONELAKE BLVD.</b>			<b>2/1/2018</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>AUSTIN, TX 78759</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(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	293486	D	
Common Stock	2/1/2018		D		53274 (2)	D	\$5.50	240212	D	
Common Stock	2/1/2018		D		240212 (3)	D	(3)	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)	\$6.58	2/1/2018		D		7500	(4)	5/24/2021	Common Stock	7500	\$0.00 (4)	0	D		
Stock Options (Right to Buy)	\$4.13	2/1/2018		D		2250	(5)	3/16/2013	Common Stock	2250	\$1.37 (5)	0	D		
Stock Options (Right to Buy)	\$4.14	2/1/2018		D		3967	(5)	8/2/2023	Common Stock	3967	\$1.36 (5)	3966	D		
Stock Options (Right to Buy)	\$4.14	2/1/2018		D		3966	(6)	8/2/2023	Common Stock	3966	(6)	0	D		
Stock Options (Right to Buy)	\$3.94	2/1/2018		D		20834	(5)	6/7/2023	Common Stock	20834	\$1.56 (5)	29168	D		
Stock Options (Right to Buy)	\$3.94	2/1/2018		D		29168	(6)	6/7/2023	Common Stock	29168	(6)	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 ("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.
- 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.

- (6) 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Rohrlich Joe</b> <b>10901 STONELAKE BLVD.</b> <b>AUSTIN, TX 78759</b>			<b>General Manager EMEA</b>	

**Signatures**

/s/ Kin Gill (as attorney-in-fact for Mr. Rohrlich)

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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