

Bazaarvoice Inc
Form SC TO-I/A
August 03, 2016

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

Amendment No. 3 to
SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

BAZAARVOICE, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Shares of Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

073271108

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(CUSIP Number of Class of Securities Underlying Common Stock)

Kin Gill
Chief Legal Officer
Bazaarvoice, Inc.
10901 Stonelake Blvd.
Austin, Texas 78759
(512) 551-6000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:
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DLA Piper LLP (US)
401 Congress Avenue, Suite 2500
Austin, Texas 78701
(512) 457-7000

CALCULATION OF FILING FEE

| Transaction valuation* | Amount of filing fee |
|-------------------------------|-----------------------------|
| \$4,060,529 | \$408.90 |

* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 877,621 shares of Common Stock of Bazaarvoice, Inc. having an aggregate value of \$4,060,529 as of June 24, 2016 will be exchanged or cancelled pursuant to this offer. The aggregate value of such securities was calculated based on the

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Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$100.70 for each \$1,000,000 of the value of this transaction.

- x Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

| | |
|---------------------------|---------------------------|
| Amount Previously Paid: | \$408.90 |
| Form or Registration No.: | Schedule TO-I / 005-87043 |
| Filing party: | Bazaarvoice, Inc. |
| Date filed: | July 5, 2016 |

- .. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- .. third party tender offer subject to Rule 14d-1.
- x issuer tender offer subject to Rule 13e-4.
- .. going-private transaction subject to Rule 13e-3.
- .. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. x

This Amendment No. 3 (**Amendment No. 3**) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the **SEC**) on July 5, 2016, as previously amended on July 14, 2016 and July 28, 2016 (the **Schedule TO**) by Bazaarvoice, Inc., a Delaware corporation (**Bazaarvoice** or the **Company**), related to the Company's offer to exchange (the **Exchange Offer**) certain outstanding options (the **Eligible Options**) to purchase shares of the Company's common stock, whether vested or unvested, that (i) have an exercise price equal to or greater than \$6.11 per share, (ii) are held by an Eligible Participant (as defined in the Schedule TO) and (iii) remain outstanding and unexercised as of the expiration of the Exchange Offer, except as otherwise described in the Offer to Exchange (as defined in the Schedule TO).

Only those items amended are reported in this Amendment No. 3. Except as specifically provided herein, the information contained in the Schedule TO, as amended, remains unchanged and this Amendment No. 3 does not modify any of the information previously reported on the Schedule TO.

Item 4. Terms of the Transaction

(a) Material Terms.

Item 4 of the Schedule TO is hereby amended to add the following information:

The Exchange Offer expired on August 2, 2016 at 11:00 p.m., Central Time. A total of 113 Eligible Participants participated in the Exchange Offer. Pursuant to the terms and conditions of the Exchange Offer, the Company accepted for exchange Eligible Options to purchase 599,517 shares of the Company's common stock, representing approximately 68.3% of the total shares of common stock underlying the Eligible Options. All surrendered options were cancelled, and immediately thereafter, the Company granted a total of 241,399 Replacement Options in exchange therefor, pursuant to the terms of the Exchange Offer and the Company's 2012 Equity Incentive Plan.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 3 to Schedule TO is true, complete and correct.

BAZAARVOICE, INC.

/s/ Kin Gill

Kin Gill

Chief Legal Officer, General Counsel and
Secretary

Date: August 3, 2016

INDEX TO EXHIBITS

- (a)(1)(A)* Offer to Exchange Certain Outstanding Options for New Options, dated July 5, 2016.
- (a)(1)(B)* Launch Announcement.
- (a)(1)(C)* Election Form.
- (a)(1)(D)* Withdrawal Form.
- (a)(1)(E)* Form of Confirmation E-mail.
- (a)(1)(F)* Form of Reminder E-mail.
- (a)(1)(G)* Form of Expiration Notice.
- (a)(1)(H)* Screenshots from Offer Website.
- (a)(1)(I)* Employee Presentation.
- (a)(1)(J)* Form of Communication Regarding Grant Date Closing Stock Price.
- (a)(1)(K)* Form of E-mail to All Eligible Participants from Gene Austin, disseminated on July 28, 2016
- (b) Not applicable.
- (d)(1) Bazaarvoice, Inc. 2005 Stock Plan, as amended, incorporated herein by reference from Exhibit 10.2 to the Company's Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on February 9, 2012, File No. 333-176506.
- (d)(2) Bazaarvoice, Inc. 2012 Equity Incentive Plan, incorporated herein by reference from Exhibit 10.5 to the Company's Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on February 9, 2012, File No. 333-176506.
- (d)(3) Form of Stock Option Award Agreement under 2012 Equity Incentive Plan, incorporated herein by reference from Exhibit 10.6 to the Company's Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on February 9, 2012, File No. 333-176506.
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.