

Answers CORP
Form 4
June 12, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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, 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 *
DYAL R THOMAS

(Last) (First) (Middle)

3000 SAND HILL ROAD, BUILDING 2, SUITE 290

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Answers CORP [ANSW]

3. Date of Earliest Transaction
(Month/Day/Year)
06/10/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| | | | | | Price | | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Sec (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | Disposed of (D) | | Date Exercisable | Expiration Date | Title |
|--|------------------------------|------------------|-----------------|----------------------|---------|------------------|-----------------|--------------|
| | | | | (Instr. 3, 4, and 5) | (D) | | | |
| Unit Warrant (right to buy) | \$ 100 | 06/10/2009 | X | (A) | 68,075 | (1) | 06/16/2009 | Units (2) |
| Unit Warrant (right to buy) | \$ 100 | 06/10/2009 | X | (A) | 1,925 | (1) | 06/16/2009 | Units (2) |
| Series B Convertible Preferred Stock | \$ 5.5 | 06/10/2009 | X | (A) | 68,075 | (5) | (5) | Common Stock |
| Series B Convertible Preferred Stock | \$ 5.5 | 06/10/2009 | X | (A) | 1,925 | (5) | (5) | Common Stock |
| Common Stock Purchase Warrant (right to buy) | \$ 6.05 | 06/10/2009 | X | (A) | 618,864 | (1) | 06/10/2015 | Common Stock |
| Common Stock Purchase Warrant (right to buy) | \$ 6.05 | 06/10/2009 | X | (A) | 17,500 | (1) | 06/10/2015 | Common Stock |
| Stock Option (right to buy) | \$ 8.2 | 06/10/2009 | A | (A) | 28,700 | (7) | 06/10/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DYAL R THOMAS 3000 SAND HILL ROAD BUILDING 2, SUITE 290 | X | X | | |

MENLO PARK, CA 94025

Signatures

/s/ R. Thomas
Dyal

06/12/2009

__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 Warrant is immediately exercisable.

Each Unit consists of (i) one share of the Issuer's Series B Convertible Preferred Stock (the "Series B Preferred Stock") with a stated value of \$100, which is initially convertible into Common Stock at the election of the holder based on a conversion price of \$5.50 per share, subject to adjustment, and (ii) one warrant to purchase that number of shares of Common Stock equal to 50% of the number of shares of Common Stock issuable upon conversion of a share of Series B Preferred Stock, with an exercise price equal to \$6.05 per share.

(2) The securities are owned by Redpoint Omega, L.P. ("RO LP"), which is under common control with Redpoint Omega Associates, LLC ("ROA LLC"). Redpoint Omega, LLC ("RO LLC") is the general partner of RO LP. The Reporting Person is a Managing Director of RO LLC. As such, the Reporting Person shares voting and investment power over the shares held by RO LP and may be deemed to have indirect beneficial ownership of the shares held by RO LP. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.

(3) The securities are owned by ROA LLC as nominee for its members. The Reporting Person is a Manager of ROA LLC. As such, the Reporting Person shares voting and investment power over the shares held by ROA LLC and may be deemed to have indirect beneficial ownership of the shares held by ROA LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.

(4) Each share of Series B Preferred Stock has a stated value of \$100 and is initially convertible into Common Stock at the election of the holder based on a conversion price of \$5.50 per share, subject to adjustment. The Series B Preferred Stock has no expiration date.

(5) The shares of Series B Preferred Stock and related Common Stock Purchase Warrants were issued upon exercise of the Unit Warrants for an aggregate exercise price of \$100 per Unit.

(6) The option vests as to twenty-five percent (25%) of the shares subject to the option on the first anniversary of the date of grant, and the balance of the option vests in a series of 36 successive equal monthly installments.

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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