

THORNTON JOHN D
Form 4
October 11, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may 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, 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 *
PACITTI CHRISTOPHER A

(Last) (First) (Middle)

300 WEST SIXTH STREET, SUITE 2300

(Street)

AUSTIN, TX 78701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Bazaarvoice Inc [BV]

3. Date of Earliest Transaction
(Month/Day/Year)
10/09/2012

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	10/09/2012		A		9,986 (1)	A	\$ 0
Common Stock					10,693,535	I	(2)

By Austin Ventures VIII, L.P.
(2)

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PACITTI CHRISTOPHER A 300 WEST SIXTH STREET, SUITE 2300 AUSTIN, TX 78701	X	X		
AUSTIN VENTURES VIII LP 300 WEST SIXTH STREET, SUITE 2300 AUSTIN, TX 78701		X		
AV PARTNERS VIII LP 300 WEST SIXTH STREET, SUITE 2300 AUSTIN, TX 78701		X		
ARAGONA JOSEPH C 300 WEST SIXTH STREET, SUITE 2300 AUSTIN, TX 78701		X		
DEANGELIS KENNETH P 300 WEST SIXTH STREET, SUITE 2300 AUSTIN, TX 78701		X		
THORNTON JOHN D 300 WEST SIXTH STREET, SUITE 2300 AUSTIN, TX 78701		X		

Signatures

/s/ Bryan C. Barksdale (As Attorney-in-Fact for Christopher A. Pacitti) 10/11/2012

**Signature of Reporting Person

Date

/s/ Bryan C. Barksdale (As Attorney-in-Fact for Austin Ventures VIII, L.P.) 10/11/2012

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<u>Signature of Reporting Person</u>	Date
/s/ Bryan C. Barksdale (As Attorney-in-Fact for AV Partners VIII, L.P.)	10/11/2012
<u>Signature of Reporting Person</u>	Date
/s/ Bryan C. Barksdale (As Attorney-in-Fact for Joseph C. Aragona)	10/11/2012
<u>Signature of Reporting Person</u>	Date
/s/ Bryan C. Barksdale (As Attorney-in-Fact for Kenneth P. DeAngelis)	10/11/2012
<u>Signature of Reporting Person</u>	Date
/s/ Bryan C. Barksdale (As Attorney-in-Fact for John D. Thornton)	10/11/2012
<u>Signature of Reporting Person</u>	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 grant of restricted stock was made pursuant to the Bazaarvoice, Inc. Outside Director Compensation Policy. One-fourth (1/4) of the shares vest on January 9, 2013, and an additional one-fourth (1/4) of the shares vest on the corresponding day of each three month period thereafter.
- The reported securities are owned directly by Austin Ventures VIII, L.P. The general partner of Austin Ventures VIII, L.P. is AV Partners VIII, L.P. Joseph C. Aragona, Kenneth P. DeAngelis, Christopher A. Pacitti and John D. Thornton are the general partners of
- (2) AV Partners VIII, L.P. and have voting and investment power over the shares held by Austin Ventures VIII, L.P. Such persons and entities disclaim beneficial ownership of the shares held by Austin Ventures VIII, L.P. except to the extent of any pecuniary interest therein.

Remarks:

Joseph C. Aragona, Kenneth P. DeAngelis, Christopher A. Pacitti and John D. Thornton are the general partners of AV Partners VIII, L.P. which serves as the general partner of Austin Ventures VIII, L.P. Each reporting person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such reporting person's pecuniary interest in such securities) other than any securities reported herein as being directly owned by such reporting person, and this report shall not be deemed an admission that such reporting person is the beneficial owner of any securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.