

Answers CORP
Form 4
April 18, 2011

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 *
DYAL R THOMAS

(Last) (First) (Middle)

C/O ANSWERS CORPORATION, 237 WEST 35TH STREET SUITE 1101

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/14/2011

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date
Series A Convertible Preferred Stock	\$ 4.5	04/12/2011	S		58,350	(4)	(4)	Common Stock (1)	1,322
Series A Convertible Preferred Stock	\$ 4.5	04/12/2011	S		1,650	(4)	(4)	Common Stock (1)	37,3
Series B Convertible Preferred Stock	\$ 5.5	04/12/2011	S		68,075	(5)	(5)	Common Stock (1)	1,240
Series B Convertible Preferred Stock	\$ 5.5	04/12/2011	S		1,925	(5)	(5)	Common Stock (1)	35,0
Series A Common Stock Purchase Warrants (right to buy)	\$ 4.95	04/12/2011	D		648,334	(6)	06/16/2014	Common Stock (1)	648,
Series A Common Stock Purchase Warrants (right to buy)	\$ 4.95	04/12/2011	D		18,333	(6)	06/16/2014	Common Stock (1)	18,3
Series B Common Stock Purchase Warrants (right to buy)	\$ 6.05	04/14/2011	D		618,864	(6)	06/10/2015	Common Stock (1)	618,
Series B Common Stock	\$ 6.05	04/14/2011	D		17,500	(6)	06/10/2015	Common Stock (1)	17,5

Purchase Warrants (right to buy)

Option to Purchase Common Stock

\$ 8.2

04/12/2011

D

13,154

(2)

06/10/2015

Common Stock (1)

13,154

Option to Purchase Common Stock

\$ 8.2

04/12/2011

D

15,546

(3)

06/10/2015

Common Stock (1)

15,546

Option to Purchase Common Stock

\$ 7.91

04/12/2011

D

2,840

(2)

09/09/2015

Common Stock (1)

2,840

Option to Purchase Common Stock

\$ 7.91

04/12/2011

D

4,335

(3)

09/09/2015

Common Stock (1)

4,335

Option to Purchase Common Stock

\$ 5.71

04/12/2011

D

7,175

(3)

09/15/2016

Common Stock (1)

7,175

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DYAL R THOMAS
C/O ANSWERS CORPORATION
237 WEST 35TH STREET SUITE 1101
NEW YORK, NY 10001

X

Signatures

/s/ R. Thomas
Dyal

04/18/2011

**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) Represents shares of the common stock, par value \$0.001 per share ("Common Stock"), of Answers Corporation ("Answers.com").

(2) Represents vested options to purchase shares of Common Stock (1) which were cancelled upon completion of the merger (the "Merger") in accordance with that certain Agreement and Plan of Merger, dated as of February 2, 2011, among Answers.com, AFCV Holdings, LLC

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("AFCV") and A-Team Acquisition Sub, Inc., a Delaware corporation and an indirect wholly-owned subsidiary of AFCV (the "Merger Agreement") in exchange for a cash payment equal to the excess (if any) of (i) the product of (A) the number of shares of Common Stock subject to such vested options multiplied by (B) \$10.50 over (ii) the aggregate exercise price of such vested option, without interest and less any deductions and required withholding taxes as specified in the Merger Agreement.

Represents unvested options to purchase shares of Common Stock immediately prior to the Merger which, pursuant to the Merger Agreement, were accelerated and cancelled upon completion of the Merger in exchange for a cash payment equal to the excess (if any) of

- (3) (i) the product of (A) the number of shares of Common Stock subject to such unvested options, multiplied by (B) \$10.50 over (ii) the aggregate exercise price of such unvested option, without interest and less any deductions and required withholding taxes as specified in the Merger Agreement.
- (4) Represents shares of the Series A convertible preferred stock, par value \$0.01 per share, of Answers.com acquired by AFCV pursuant to the Merger in accordance with the Merger Agreement. The Series A convertible preferred stock has no expiration date.
- (5) Represents shares of the Series B convertible preferred stock, par value \$0.01 per share, of Answers.com acquired by AFCV pursuant to the Merger in accordance with the Merger Agreement. The Series B convertible preferred stock has no expiration date.

- Represents warrants to purchase shares of Common Stock that were terminated upon the effective time of the Merger in exchange for the right to receive, following the effective time and upon surrender of the certificate representing each such warrant, only an amount of cash, without interest, equal to the product of (x) the number of shares of Common Stock issuable upon exercise of such warrant multiplied by (y) an amount equal to the excess, if any, of \$10.50 over the per share exercise price in effect for such Warrant.
- (6)

- 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
- (7) 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.

- The securities are owned by ROA LLC as nominee for its members. The Reporting Person is a Manager of ROA LLC. As such, the
- (8) 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.

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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