

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 *
Redpoint Omega L P

(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)
04/14/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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)	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 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				Code	V (A) (D)				
Series A Convertible Preferred Stock	\$ 4.5	04/14/2011	S	58,350	(2)	(2)	Common Stock <u>(1)</u>	1,322	
Series A Convertible Preferred Stock	\$ 4.5	04/14/2011	S	1,650	(2)	(2)	Common Stock <u>(1)</u>	37,3	
Series B Convertible Preferred Stock	\$ 5.5	04/14/2011	S	68,075	(3)	(3)	Common Stock <u>(1)</u>	1,240	
Series B Convertible Preferred Stock	\$ 5.5	04/14/2011	S	1,925	(3)	(3)	Common Stock <u>(1)</u>	35,0	
Series A Common Stock Purchase Warrants (right to buy)	\$ 4.95	04/14/2011	D	684,334	(4)	06/16/2014	Common Stock <u>(1)</u>	648,	
Series A Common Stock Purchase Warrants (right to buy)	\$ 4.95	04/14/2011	D	18,333	(4)	06/16/2014	Common Stock <u>(1)</u>	18,3	
Series B Common Stock Purchase Warrants (right to buy)	\$ 6.05	04/14/2011	D	618,864	(4)	06/10/2015	Common Stock <u>(1)</u>	618,	
Series B Common Stock	\$ 6.05	04/14/2011	D	17,500	(4)	06/10/2015	Common Stock <u>(1)</u>	17,5	

Purchase
Warrants
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Redpoint Omega L P 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		
Redpoint Omega Associates, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		

Signatures

/s/ William Allen Beasley, Managing Director of Redpoint Omega, LLC which is the general partner of Redpoint Omega, L.P. 04/18/2011

__Signature of Reporting Person

Date

/s/ William Allen Beasley, Manager of Redpoint Omega Associates, LLC 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 \$0.01 per share ("Common Stock"), of Answers Corporation ("Answers.com").
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 (the "Merger") certain Agreement and Plan of Merger, dated as of February 2, 2011, among Answers.com, AFCV Holdings, LLC ("AFCV") and A-Team Acquisition Sub, Inc., a Delaware corporation and an indirect wholly-owned subsidiary of AFCV (the "Merger Agreement"). The Series A convertible preferred stock has no expiration date.
- (2) 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.
- (3) 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 and possesses sole voting and investment control over the shares owned by RO LP and may be deemed to have indirect beneficial ownership of the shares held by RO LP. RO LLC disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. RO LLC owns no securities of the Issuer directly.
- (4) The securities are owned by ROA LLC as nominee for its members.

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.