

Angie's List, Inc.
Form 4
November 22, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
BV Capital GP II, LLC

(Last) (First) (Middle)

C/O BV CAPITAL, 600
MONTGOMERY STREET, 43RD
FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Angie's List, Inc. [ANGI]

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2011

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) ___X___ Other (specify below)
Former 10% owner

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/22/2011 | | C | | 853,792 | A | 11 | 3,002,872 | I | By BV Capital GMBH & Co Beteiligungs KG No. 1 (2) |
| Common Stock | 11/22/2011 | | S | | 300,288 | D | \$ 12.09 (3) | 2,702,584 | I | By BV Capital GMBH & Co Beteiligungs |

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| | | | | | | | | KG No. 1 ⁽²⁾ | |
|--------------|------------|--|---|---------|---|---------------|-----------|-------------------------|--|
| Common Stock | 11/22/2011 | | C | 650,760 | A | <u>(1)</u> | 2,288,800 | I | By BV Capital Fund II, L.P. ⁽⁴⁾ |
| Common Stock | 11/22/2011 | | S | 228,880 | D | \$ <u>(3)</u> | 2,059,920 | I | By BV Capital Fund II, L.P. ⁽⁴⁾ |
| Common Stock | 11/22/2011 | | C | 128,536 | A | <u>(1)</u> | 452,072 | I | By BV Capital Fund II - A, L.P. ⁽⁵⁾ |
| Common Stock | 11/22/2011 | | S | 45,208 | D | \$ <u>(3)</u> | 406,864 | I | By BV Capital Fund II - A, L.P. ⁽⁵⁾ |

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 (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Convertible Preferred Stock | <u>(1)</u> | 11/22/2011 | | C | 106,724 | <u>(1)</u> | <u>(1)</u> | Common Stock | 853,792 |
| Series A Convertible Preferred Stock | <u>(1)</u> | 11/22/2011 | | C | 81,345 | <u>(1)</u> | <u>(1)</u> | Common Stock | 650,760 |
| Series A Convertible Preferred Stock | <u>(1)</u> | 11/22/2011 | | C | 16,067 | <u>(1)</u> | <u>(1)</u> | Common Stock | 128,536 |

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| BV Capital GP II, LLC C/O BV CAPITAL 600 MONTGOMERY STREET, 43RD FLOOR SAN FRANCISCO, CA 94111 | | | | Former 10% owner |
| BV Capital Gmbh & Co Beteiligungs KG No. 1 C/O BV CAPITAL 600 MONTGOMERY STREET, 43RD FLOOR SAN FRANCISCO, CA 94111 | | | | Former 10% owner |
| BV Capital Fund II, L.P. C/O BV CAPITAL 600 MONTGOMERY STREET, 43RD FLOOR SAN FRANCISCO, CA 94111 | | | | Former 10% owner |
| BV Capital Fund II-A, L.P. C/O BV CAPITAL 600 MONTGOMERY STREET, 43RD FLOOR SAN FRANCISCO, CA 94111 | | | | Former 10% owner |

Signatures

| | |
|---|------------|
| BV CAPITAL GMBH & CO BETEILIGUNGS KG NO. 1, By: BV Capital Management, LLC, Its: Managing Limited Partner, By: /s/ Mathias Schilling, Managing Member | 11/18/2011 |
| __Signature of Reporting Person | Date |
| BV Capital Management, LLC, By: /s/ Mathias Schilling, Managing Member | 11/18/2011 |
| __Signature of Reporting Person | Date |
| BV CAPITAL FUND II, L.P. , By: BV Capital GP II, LLC, Its: General Partner, By: /s/ Mathias Schilling, Managing Member | 11/18/2011 |
| __Signature of Reporting Person | Date |
| BV CAPITAL FUND II-A, L.P., By: BV Capital GP II, LLC, Its: General Partner, By: /s/ Mathias Schilling, Managing Member | 11/18/2011 |
| __Signature of Reporting Person | Date |
| BV Capital GP II, LLC, /s/ Mathias Schilling, Managing Member | 11/18/2011 |
| __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) Each share of Series A Preferred Stock automatically converted on an 8-for-1 basis into this number of shares of Common Stock upon the closing of the Issuer's initial public offering of Common Stock and had no expiration date.
- (2)

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The securities are owned by BV Capital GMBH & Co Beteiligungs KG No. 1 ("BV KG"). BV Capital Management, LLC ("BV Management") serves as the Managing Limited Partner of BV KG. As such, BV Management possesses sole voting and investment control over the shares owned by BV KG and may be deemed to have indirect beneficial ownership of the shares held by BV KG. BV Management, which is under common control with BV GP II (defined in footnote 4), owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

- (3) The reporting entity was a selling stockholder under the Registration Statement on Form S-1 of the Issuer. This price represents the initial public offering price of \$13.00 less the underwriters' discount.

- (4) The securities are owned by BV Capital Fund II, L.P. ("BV II"). BV Capital GP II, LLC ("BV GP II") serves as the General Partner of BV II. As such, BV GP II possesses sole voting and investment control over the shares owned by BV II and may be deemed to have indirect beneficial ownership of the shares held by BV II. BV GP II owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

- (5) The securities are owned by BV Capital Fund II - A, L.P. ("BV II-A"). BV GP II serves as the General Partner of BV II-A. As such, BV GP II possesses sole voting and investment control over the shares owned by BV II-A and may be deemed to have indirect beneficial ownership of the shares held by BV II-A. BV GP II owns no securities of the Issuer directly. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of its 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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