

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**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**300 WEST SIXTH STREET, SUITE 2300**

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

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

(Street)  
**AUSTIN, TX 78701**

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

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)    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
| Common Stock                    | 10/09/2012                           |  | A                              | (A) or (D)<br>9,986<br>(1)  | \$ 0 9,986  | D  |                                      |
| Common Stock                    |                                      |  |                                |   | 10,693,535  | I (2)  | By Austin Ventures VIII, L.P.<br>(2) |

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

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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

**Reporting Owners**

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