

Answers CORP
Form 4
June 18, 2008

FORM 4

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

OMB APPROVAL

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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 *
Beasley William Allen

(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)
06/16/2008

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 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 | 06/16/2008 | A | 58,350 | (1)(2) | (1) | Common Stock | 1,296 |
| Series A Convertible Preferred Stock | \$ 4.5 | 06/16/2008 | A | 1,650 | (1)(2) | (1) | Common Stock | 36,000 |
| Common Stock Purchase Warrants (right to buy) | \$ 4.95 | 06/16/2008 | A | 648,334 | (2)(6) | 06/16/2014 | Common Stock | 648,334 |
| Common Stock Purchase Warrants (right to buy) | \$ 4.95 | 06/16/2008 | A | 18,333 | (2)(6) | 06/16/2014 | Common Stock | 18,333 |
| Unit Warrant (right to buy) | \$ 100 | 06/16/2008 | A | 68,075 | (7) | 06/16/2009 | Units (8) | 68,075 |
| Unit Warrant (right to buy) | \$ 100 | 06/16/2008 | A | 1,925 | (7) | 06/16/2009 | Units (8) | 1,925 |
| Stock Option (right to buy) | \$ 3.9 | 06/16/2008 | A | 28,700 | (9) | 06/16/2014 | Common Stock | 28,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Beasley William Allen 3000 SAND HILL ROAD | X | X | | |

BUILDING 2, SUITE 290
MENLO PARK, CA 94025

Signatures

/s/ William Allen
Beasley

06/18/2008

__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 Convertible Preferred Stock (the "Series A Preferred Stock") has a stated value of \$100 and is initially convertible into Common Stock at the election of the holder based on a conversion price of \$4.50 per share, subject to adjustment and subject to the further limitations described in footnote (2). The Series A Preferred Stock has no expiration date, but is redeemable at the option of the holders of a majority of the outstanding shares of Series A Preferred Stock at anytime on or after June 16, 2014.

(2) The holders' ability to convert the shares of Series A Preferred Stock and exercise the Class A Warrants is limited as follows: the holders of the securities and any persons whose beneficial ownership would be aggregated with such holders for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") are prohibited from owning more than 19.999% of the outstanding shares of the Issuer's Common Stock unless and until the Issuer's stockholders approve such issuances ("Stockholder Approval"). In addition, pursuant to the terms of the Issuer's Certificate of Incorporation, until Stockholder Approval has been obtained, the conversion price of the Series A Preferred Stock shall not be adjusted below \$3.82 per share.

(3) The aggregate purchase price of the Series A Preferred Stock, Common Stock Purchase Warrants and Unit Warrants was \$6,000,000.

(4) 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 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.

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

(6) Immediately exercisable.

(7) Immediately exercisable. However, the holders' ability to exercise the Unit Warrants is limited as follows: the holders of the Unit Warrants and any persons whose beneficial ownership would be aggregated with such holders for purposes of Section 13(d) of the Exchange Act are prohibited from owning more than 19.999% of the outstanding shares of the Issuer's Common Stock unless and until the Issuer's stockholders approve such issuances. In addition, pursuant to the terms of the Issuer's Certificate of Incorporation, until Stockholder Approval has been obtained, the conversion price of the Series B Preferred Stock shall not be adjusted below \$4.45 per share.

(8) Each Unit consists of (i) one share of the Issuer's Series B Convertible Preferred Stock (the "Series B Preferred Stock") with a stated value of \$100, which is initially convertible into Common Stock at the election of the holder based on a conversion price of \$5.50 per share, subject to adjustment, and (ii) one warrant to purchase that number of shares of Common Stock equal to 50% of the number of shares of Common Stock issuable upon conversion of a share of Series B Preferred Stock, with an exercise price equal to \$6.05 per share.

(9) The option vests as to twenty-five percent (25%) of the shares subject to the option on the first anniversary of the date of grant, and the balance of the option vests in a series of 36 successive equal monthly installments.

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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