

AUSTIN VENTURES VIII LP
Form SC 13G
February 14, 2013

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. _____)*

Bazaarvoice, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

073271108

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index on Page 12

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NAME OF REPORTING

ISS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Austin Ventures VIII, L.P. ("AV VIII")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) " (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10,693,535 shares, except that AV Partners VIII, L.P. ("AVP VIII"), the general partner of AV VIII, may be deemed to have sole power to vote these shares, and Joseph C. Aragona ("Aragona"), Kenneth P. DeAngelis ("DeAngelis"), Christopher A. Pacitti ("Pacitti") and John D. Thornton ("Thornton"), the general partners of AVP VIII, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 10,693,535 shares, except that AVP VIII, the general partner of AV VIII, may be deemed to have sole power to dispose of these shares, and Aragona, DeAngelis, Pacitti and Thornton, the general partners of AVP VIII, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON 10,693,535

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 15.0%

12 TYPE OF REPORTING PERSON

PN

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NAME OF REPORTING

ISS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AV Partners VIII, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF SHARES 5 10,693,535 shares, all of which are directly owned by AV VIII. AVP VIII, the general partner of AV VIII, may be deemed to have the sole power to vote these shares, and Aragona, DeAngelis, Pacitti and Thornton, the general partners of AVP VIII, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 See response to row 5.

SOLE DISPOSITIVE POWER

7 10,693,535 shares, all of which are directly owned by AV VIII. AVP VIII, the general partner of AV VIII, may be deemed to have the sole power to dispose of these shares, and Aragona, DeAngelis, Pacitti and Thornton, the general partners of AVP VIII, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

8 See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 REPORTING PERSON 10,693,535

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 15.0%

TYPE OF REPORTING PERSON

12 PN

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NAME OF REPORTING

1 ISS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Joseph C. Aragona

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
-0-

NUMBER OF SHARED VOTING POWER

6 10,693,535 shares, all of which are directly owned by AV VIII. Aragona is a general partner of AVP VIII, the general partner of AV VIII, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
-0-

OWNED BY EACH

8 SHARED DISPOSITIVE POWER

10,693,535 shares, all of which are directly owned by AV VIII. Aragona is a general partner of AVP VIII, the general partner of AV VIII, and may be deemed to have shared power to dispose of these shares.

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON 10,693,535

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 15.0%

12 TYPE OF REPORTING PERSON

IN

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NAME OF REPORTING

1 ISS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Kenneth P. DeAngelis

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
-0-

NUMBER OF SHARED VOTING POWER

6 10,693,535 shares, all of which are directly owned by AV VIII. DeAngelis is a general partner of AVP VIII, the general partner of AV VIII, and may be deemed to have shared power to vote these shares.

BENEFICIALLY 7 SOLE DISPOSITIVE POWER
-0-

OWNED BY EACH

REPORTING 8 SHARED DISPOSITIVE POWER

10,693,535 shares, all of which are directly owned by AV VIII. DeAngelis is a general partner of AVP VIII, the general partner of AV VIII, and may be deemed to have shared power to dispose of these shares.

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON 10,693,535

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 15.0%

TYPE OF REPORTING PERSON

12 IN

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Christopher A. Pacitti

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
9,986 shares

NUMBER OF SHARED VOTING POWER
SHARES 6 10,693,535 shares, all of which are directly owned by AV VIII. Pacitti is a general partner of AVP VIII, the general partner of AV VIII, and may be deemed to have shared power to vote these shares.

BENEFICIALLY 7 SOLE DISPOSITIVE POWER
9,986 shares

OWNED BY EACH

REPORTING 8 SHARED DISPOSITIVE POWER
PERSON 10,693,535 shares, all of which are directly owned by AV VIII. Pacitti is a general partner of AVP VIII, the general partner of AV VIII, and may be deemed to have shared power to dispose of these shares.

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 10,703,521

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
10 EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11 15.0%

12 TYPE OF REPORTING PERSON
IN

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NAME OF REPORTING

1 ISS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John D. Thornton

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) " (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
-0-

NUMBER OF SHARED VOTING POWER

6 10,693,535 shares, all of which are directly owned by AV VIII. Thornton is a general partner of AVP VIII, the general partner of AV VIII, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
-0-

OWNED BY EACH

8 SHARED DISPOSITIVE POWER

10,693,535 shares, all of which are directly owned by AV VIII. Thornton is a general partner of AVP VIII, the general partner of AV VIII, and may be deemed to have shared power to dispose of these shares.

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON 10,693,535

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 15.0%

12 TYPE OF REPORTING PERSON

IN

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ITEM 1(A).

NAME OF ISSUER

Bazaarvoice, Inc.

ITEM 1(B).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

3900 N. Capital of Texas Highway, Suite 300

Austin, Texas 78746

ITEM 2(A).

NAME OF PERSONS FILING

This Statement is filed by Austin Ventures VIII, L.P., a Delaware limited partnership ("AV VIII"), AV Partners VIII, L.P., a Delaware limited partnership ("AVP VIII"), Joseph C. Aragona ("Aragona"), Kenneth P. DeAngelis ("DeAngelis"), Christopher A. Pacitti ("Pacitti") and John D. Thornton ("Thornton"). Aragona, DeAngelis, Pacitti and Thornton are the general partners of AVP VIII. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

AVP VIII, the general partner of AV VIII, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by AV VIII. Aragona, DeAngelis, Pacitti and Thornton are general partners of AVP VIII and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by AV VIII.

ITEM 2(B).

ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

c/o Austin Ventures

300 West Sixth Street, Suite 2300

Austin, Texas 78701

ITEM 2(C).

CITIZENSHIP

AV VIII and AVP VIII are Delaware limited partnerships. Aragona, DeAngelis, Pacitti and Thornton are United States citizens.

ITEM 2(D) AND (E).

TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock

CUSIP # 073271108

ITEM 3.

Not Applicable.

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ITEM 4.

OWNERSHIP

The following information with respect to the ownership of the Common Stock of the issuer by the person filing this Statement is provided as of December 31, 2012.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

- (iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreement of AV VIII, the general and limited partners of AV VIII may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by AV VIII.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2013

AUSTIN VENTURES VIII, L.P. /s/ Kevin Kunz
By AV Partners VIII, L.P., Signature
Its General Partner

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

AV PARTNERS VIII, L.P. /s/ Kevin Kunz
Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

JOSEPH C. ARAGONA /s/ Kevin Kunz
Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

KENNETH P. DeANGELIS /s/ Kevin Kunz
Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

CHRISTOPHER A. PACITTI /s/ Kevin Kunz
Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

JOHN D. THORNTON /s/ Kevin Kunz
Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

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EXHIBIT INDEX

Exhibit	Found on
	Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	13
Exhibit B: Power of Attorney	15

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Dated: February 14, 2013

AUSTIN VENTURES VIII, L.P. /s/ Kevin Kunz
By AV Partners VIII, L.P., Signature
Its General Partner

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

AV PARTNERS VIII, L.P. /s/ Kevin Kunz
Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

JOSEPH C. ARAGONA /s/ Kevin Kunz
Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

KENNETH P. DeANGELIS /s/ Kevin Kunz
Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

CHRISTOPHER A. PACITTI /s/ Kevin Kunz
Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

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JOHN D. THORNTON /s/ Kevin Kunz
Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

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EXHIBIT B

Power of Attorney

Kevin Kunz has signed this Schedule 13G as Attorney-in-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.