

TEBBE MARK
Form 4
April 18, 2011

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 *
TEBBE MARK

(Last) (First) (Middle)

C/O ANSWERS CORPORATION, 237 WEST 35TH STREET SUITE 1101

(Street)

NEW YORK, NY 10001

(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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price \$ |
| Common Stock | 04/14/2011 | | S | | 40,062 | D | 10.50 <u>(1)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Purchase Common Stock | \$ 4.6 | 04/14/2011 | | D | | (2) 01/08/2014 | Common Stock (1) | 23,947 | |
| Option to Purchase Common Stock | \$ 9.65 | 04/14/2011 | | D | | (2) 06/21/2012 | Common Stock (1) | 7,175 | |
| Option to Purchase Common Stock | \$ 12.91 | 04/14/2011 | | D | | (2) 04/12/2013 | Common Stock (1) | 15,000 | |
| Option to Purchase Common Stock | \$ 12.62 | 04/14/2011 | | D | | (2) 06/26/2013 | Common Stock (1) | 6,726 | |
| Option to Purchase Common Stock | \$ 12.62 | 04/14/2011 | | D | | (3) 06/26/2013 | Common Stock (1) | 449 | |
| Option to Purchase Common Stock | \$ 7.03 | 04/14/2011 | | D | | (2) 09/06/2013 | Common Stock (1) | 6,718 | |
| Option to Purchase Common Stock | \$ 7.03 | 04/14/2011 | | D | | (3) 09/06/2013 | Common Stock (1) | 782 | |
| Option to Purchase Common Stock | \$ 5.77 | 04/14/2011 | | D | | (2) 09/09/2014 | Common Stock (1) | 4,633 | |
| Option to Purchase Common Stock | \$ 5.77 | 04/14/2011 | | D | | (3) 09/09/2014 | Common Stock (1) | 2,542 | |

| | | | | | | | | |
|---------------------------------|----------|------------|---|-------|------------|------------|-------------------------|-------|
| Option to Purchase Common Stock | \$ 13.78 | 04/14/2011 | D | 7,175 | <u>(2)</u> | 07/13/2015 | Common Stock <u>(1)</u> | 7,175 |
| Option to Purchase Common Stock | \$ 7.91 | 04/14/2011 | D | 2,840 | <u>(2)</u> | 09/09/2015 | Common Stock <u>(1)</u> | 2,840 |
| Option to Purchase Common Stock | \$ 7.91 | 04/14/2011 | D | 4,335 | <u>(3)</u> | 09/09/2015 | Common Stock <u>(1)</u> | 4,335 |
| Option to Purchase Common Stock | \$ 5.71 | 04/14/2011 | D | 7,175 | <u>(3)</u> | 09/15/2016 | Common Stock <u>(1)</u> | 7,175 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TEBBE MARK C/O ANSWERS CORPORATION 237 WEST 35TH STREET SUITE 1101 NEW YORK, NY 10001 | X | | | |

Signatures

/s/ Mark Tebbe 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).

Represents shares of the common stock, par value \$0.01 per share ("Common Stock"), of Answers Corporation ("Answers.com") acquired by AFCV Holdings, LLC, a Delaware limited liability company ("AFCV"), pursuant to a merger which occurred on the (1) transaction date indicated above (the "Merger") in accordance with an Agreement and Plan of Merger, dated as of February 2, 2011, among Answers.com, AFCV and A-Team Acquisition Sub, Inc., a Delaware corporation and an indirect wholly-owned subsidiary of AFCV (the "Merger Agreement").

(2) Represents vested options to purchase shares of Common Stock which were canceled upon completion of the Merger pursuant to the Merger Agreement in exchange for a cash payment equal to the excess (if any) of (i) the product of (A) the number of shares of Common Stock subject to such vested multiplied by (B) \$10.50 over (ii) the aggregate exercise price of such vested option, without interest and less any deductions and required withholding taxes as specified in the Merger Agreement.

(3) Represents unvested options to purchase shares of Common Stock which, pursuant to the Merger Agreement, were canceled upon completion of the Merger and converted into the right to receive, on the same terms and conditions (except as specifically provided in the Merger Agreement) as were applicable to such unvested options, on each date (each, a "Vesting Event") in which shares of Common Stock subject to each such unvested option would have become vested and exercisable, so long as the holder thereof is still employed by Answers.com or AFCV on such date, a cash payment equal to the excess (if any) of (i) the product of (A) the number of shares of

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Common Stock subject to such unvested option that would have otherwise vested on such Vesting Event, multiplied by (B) \$10.50 over (ii) the aggregate exercise price of such unvested option, without interest and less any deductions and required withholding taxes as specified in the Merger Agreement.

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.