

Answers CORP  
Form 3  
June 12, 2009

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

Â DYAL R THOMAS

(Last) (First) (Middle)

3000 SAND HILL  
ROAD,Â BUILDING 2, SUITE  
290

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

06/10/2009

3. Issuer Name **and** Ticker or Trading Symbol  
Answers CORP [ANSW]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

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

5. 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 Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

Date Expiration  
Exercisable Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title Amount or  
Number of

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)

6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,296,667	\$ 4.5	I	By Fund (2)
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	36,667	\$ 4.5	I	By LLC (3)
Common Stock Purchase Warrants (right to buy)	Â (4)	06/16/2014	Common Stock	648,334	\$ 4.95	I	By Fund (2)
Common Stock Purchase Warrants (right to buy)	Â (4)	06/16/2014	Common Stock	18,333	\$ 4.95	I	By LLC (3)
Unit Warrant (right to buy)	Â (4)	06/16/2009	Units (5)	68,075	\$ 100	I	By Fund (2)
Unit Warrant (right to buy)	Â (4)	06/16/2009	Units (5)	1,925	\$ 100	I	By LLC (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DYAL R THOMAS 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025	Â X	Â X	Â	Â

## Signatures

/s/ R. Thomas  
Dyal

06/12/2009

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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. 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 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.

(3) 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.

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(4) Immediately exercisable.

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.

(5)

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.