

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â DYAL R THOMAS</p> <p>(Last) (First) (Middle)</p> <p>3000 SAND HILL ROAD,Â BUILDING 2, SUITE 290</p> <p>(Street)</p> <p>MENLO PARK,Â CAÂ 94025</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/10/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Answers CORP [ANSW]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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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)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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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 ("ROA LLC") is the general partner of RO LP. The Reporting Person is a Managing Director of ROA 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

- (5) 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.

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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