

Answers CORP
Form 4
June 12, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Redpoint Omega L P

(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)
06/10/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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.

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)

| 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 Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Sec (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | Disposed of (D) | | Date Exercisable | Expiration Date | Title |
|--|------------------------------|------------------|-----------------|----------------------|---------|------------------|-----------------|--------------|
| | | | | (Instr. 3, 4, and 5) | (A) | | | |
| Unit Warrant (right to buy) | \$ 100 | 06/10/2009 | X | | 68,075 | (1) | 06/16/2009 | Units (2) |
| Unit Warrant (right to buy) | \$ 100 | 06/10/2009 | X | | 1,925 | (1) | 06/16/2009 | Units (2) |
| Series B Convertible Preferred Stock | \$ 5.5 | 06/10/2009 | X | | 68,075 | (5) | (5) | Common Stock |
| Series B Convertible Preferred Stock | \$ 5.5 | 06/10/2009 | X | | 1,925 | (5) | (5) | Common Stock |
| Common Stock Purchase Warrant (right to buy) | \$ 6.05 | 06/10/2009 | X | | 618,864 | (1) | 06/10/2015 | Common Stock |
| Common Stock Purchase Warrant (right to buy) | \$ 6.05 | 06/10/2009 | X | | 17,500 | (1) | 06/10/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Redpoint Omega L P 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025 | | X | | |
| Redpoint Omega Associates, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 | | X | | |

MENLO PARK, CA 94025

Redpoint Omega, LLC
 3000 SAND HILL ROAD
 BUILDING 2, SUITE 290
 MENLO PARK, CA 94025

X

Signatures

/s/ William Allen Beasley, Managing Director of Redpoint Omega, LLC which is the general partner of Redpoint Omega, L.P. 06/12/2009

__Signature of Reporting Person Date

/s/ William Allen Beasley, Manager of Redpoint Omega Associates, LLC 06/12/2009

__Signature of Reporting Person Date

/s/ William Allen Beasley, Managing Director of Redpoint Omega, LLC 06/12/2009

__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) The Warrant is 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.

(3) 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 and possesses sole voting and investment control over the shares owned by RO LP and may be deemed to have indirect beneficial ownership of the shares held by RO LP. RO LLC disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. RO LLC owns no securities of the Issuer directly.

(4) The securities are owned by ROA LLC as nominee for its members.

(5) Each share of Series B 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 \$5.50 per share, subject to adjustment. The Series B Preferred Stock has no expiration date.

(6) The shares of Series B Preferred Stock and related Common Stock Purchase Warrants were issued upon exercise of the Unit Warrants for an aggregate exercise price of \$100 per Unit.

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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