

Agrawal Neeraj  
Form 3  
February 23, 2012

**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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Agrawal Neeraj		(Month/Day/Year)	Bazaarvoice Inc [BV]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/23/2012		
(Check all applicable)				
C/O BATTERY VENTURES,Â 930 WINTER STREET, SUITE 2500			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
	(Street)		<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
WALTHAM,Â MAÂ 02451			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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)
Common Stock	4,535,885	I <sup>(1)</sup>	By Battery Ventures VIII, L.P. <sup>(1)</sup>

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

SEC 1473 (7-02)

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**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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Edgar Filing: Agrawal Neeraj - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	50,000	\$ (2)	I (1)	By Battery Ventures VIII, L.P. (1)
Series C Preferred Stock	Â (3)	Â (3)	Common Stock	3,309,306	\$ (3)	I (1)	By Battery Ventures VIII, L.P. (1)
Series D Preferred Stock	Â (4)	Â (4)	Common Stock	884,615	\$ (4)	I (1)	By Battery Ventures VIII, L.P. (1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Agrawal Neeraj C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451	Â X	Â X	Â	Â

## Signatures

/s/ Christopher Schiavo (as Attorney-in-Fact for Neeraj Agrawal)

02/23/2012

\_\_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).

The reported securities are owned directly by Battery Ventures VIII, L.P. The sole general partner of Battery Ventures VIII, L.P. is Battery Partners VIII, LLC. Neeraj Agrawal, Michael Brown, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, (1) Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and have voting and investment power over the shares held by Battery Ventures VIII, L.P. Each of Messrs. Agrawal, Brown, Crotty, Dhaliwal, Frisbie, Lawler, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(2) The Series A Preferred Stock is convertible into Common Stock on a one-for-one basis at any time and has no expiration date. The Series A Preferred Stock will automatically convert into Common Stock immediately prior to the closing of the Issuer's initial public offering.

(3) The Series C Preferred Stock is convertible into Common Stock on a one-for-one basis at any time and has no expiration date. The Series C Preferred Stock will automatically convert into Common Stock immediately prior to the closing of the Issuer's initial public offering.

(4) The Series D Preferred Stock is convertible into Common Stock on a one-for-one basis at any time and has no expiration date. The Series D Preferred Stock will automatically convert into Common Stock immediately prior to the closing of the Issuer's initial public offering.

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### Remarks:

The reporting person is part of a 13(d) group with beneficial ownership of more than 10% of a

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registered under Section 12 of the Exchange Act. Due to the limited number of joint filers that Ventures VIII, L.P., Battery Partners VIII, LLC, Neeraj Agrawal, Michael Brown, Thomas J. Crotty, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin have filed two separate reports relate to the same securities of the Issuer beneficially owned by such reporting persons.

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.