Answers CORP Form 3 June 18, 2008

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 *

A Redpoint Omega L P

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

06/16/2008

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Answers CORP [ANSW]

3000 SAND HILL

ROAD, Â BUILDING 2, SUITE

290

(Street)

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

Director Officer

X 10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

_ Form filed by More than One

Reporting Person

MENLO PARK. CAÂ 94025

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned

(Instr. 4)

3. Ownership

(I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership

(Instr. 5) Form: Direct (D) or Indirect

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

Amount or

4. 5 Conversion or Exercise

Ownership Form of Derivative

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Price of Derivative Security: Security Direct (D)

Exercisable

Expiration Date

Title

(Instr. 4)

Number of

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				Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	(1)(2)	(1)	Common Stock	1,296,667	\$ 4.5	D (3)	Â
Series A Convertible Preferred Stock	(1)(2)	(1)	Common Stock	36,667	\$ 4.5	D (4)	Â
Common Stock Purchase Warrants (right to buy)	(2)(5)	06/16/2014	Common Stock	648,334	\$ 4.95	D (3)	Â
Common Stock Purchase Warrants (right to buy)	(2)(5)	06/16/2014	Common Stock	18,333	\$ 4.95	D (4)	Â
Unit Warrant (right to buy)	(6)	06/16/2009	Units (7)	68,075	\$ 100	D (3)	Â
Unit Warrant (right to buy)	(6)	06/16/2009	Units (7)	1,925	\$ 100	D (4)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
Transfer and the same	Director	10% Owner	Officer	Other		
Redpoint Omega L P 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025	Â	ÂX	Â	Â		

Signatures

by /s/ William Allen Beasley, Managing
Director

06/18/2008

**Signature of Reporting Person

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).
- 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, subject to adjustment and subject to the further limitations described in footnote (2). 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.

Date

- The Reporting Persons' ability to convert the shares of Series A Preferred Stock and exercise the Class A Warrants is limited as follows: the holders of the securities and any persons whose beneficial ownership would be aggregated with such holders for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") are prohibited from owning more than 19.999% of the outstanding shares of the Issuer's Common Stock unless and until the Issuer's stockholders approve such issuances ("Stockholder Approval"). In addition, pursuant to the terms of the Issuer's Certificate of Incorporation, until Stockholder Approval has been obtained, the conversion price of the Series A Preferred Stock shall not be adjusted below \$3.82 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

Reporting Owners 2

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Issuer directly.

- (4) The securities are owned by ROA LLC as nominee for its members.
- (5) Immediately exercisable.
 - Immediately exercisable. However, the Reporting Persons' ability to exercise the Unit Warrants is limited as follows: the holders of the Unit Warrants and any persons whose beneficial ownership would be aggregated with such holders for purposes of Section 13(d) of the
- (6) Exchange Act are prohibited from owning more than 19.999% of the outstanding shares of the Issuer's Common Stock unless and until the Issuer's stockholders approve such issuances. In addition, pursuant to the terms of the Issuer's Certificate of Incorporation, until Stockholder Approval has been obtained, the conversion price of the Series B Preferred Stock shall not be adjusted below \$4.45 per share.
- 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.

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.