

KRAMER LAWRENCE S

Form 4

April 18, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAMER LAWRENCE S

(Last) (First) (Middle)

**C/O ANSWERS
CORPORATION, 237 WEST 35TH
STREET SUITE 1101**

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Answers CORP [ANSW]

3. Date of Earliest Transaction
(Month/Day/Year)

04/14/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price \$
Common Stock	04/14/2011		S		2,500	D	10.5 (1)

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 16.93	04/14/2011		D	28,700	<u>(2)</u>	05/10/2015	Common Stock <u>(1)</u>	28,700
Option to Purchase Common Stock	\$ 13.78	04/14/2011		D	7,175	<u>(2)</u>	07/13/2015	Common Stock <u>(1)</u>	7,175
Option to Purchase Common Stock	\$ 9.65	04/14/2011		D	7,175	<u>(2)</u>	06/21/2012	Common Stock <u>(1)</u>	7,175
Option to Purchase Common Stock	\$ 12.62	04/14/2011		D	6,726	<u>(2)</u>	06/26/2013	Common Stock <u>(1)</u>	6,726
Option to Purchase Common Stock	\$ 12.62	04/14/2011		D	449	<u>(3)</u>	06/26/2013	Common Stock <u>(1)</u>	449
Option to Purchase Common Stock	\$ 5.77	04/14/2011		D	4,633	<u>(2)</u>	09/09/2014	Common Stock <u>(1)</u>	4,633
Option to Purchase Common Stock	\$ 5.77	04/14/2011		D	2,542	<u>(3)</u>	09/09/2014	Common Stock <u>(1)</u>	2,542
Option to Purchase Common Stock	\$ 7.91	04/14/2011		D	2,840	<u>(2)</u>	09/09/2015	Common Stock <u>(1)</u>	2,840
Option to Purchase Common Stock	\$ 7.91	04/14/2011		D	4,335	<u>(3)</u>	09/09/2015	Common Stock <u>(1)</u>	4,335

Option to Purchase Common Stock	\$ 5.71	04/14/2011	D	7,175	<u>(3)</u>	09/15/2016	Common Stock <u>(1)</u>	7,175
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMER LAWRENCE S C/O ANSWERS CORPORATION 237 WEST 35TH STREET SUITE 1101 NEW YORK, NY 10001	X			

Signatures

/s/ Lawrence S.
Kramer

04/18/2011

 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) Represents shares of the common stock, par value \$0.001 per share ("Common Stock"), of Answers Corporation ("Answers.com").

Represents vested options to purchase shares of Common Stock (1) which were cancelled upon completion of the merger (the "Merger") in accordance with that certain Agreement and Plan of Merger, dated as of February 2, 2011, among Answers.com, AFCV Holdings, LLC ("AFCV") and A-Team Acquisition Sub, Inc., a Delaware corporation and an indirect wholly-owned subsidiary of AFCV (the "Merger Agreement") in exchange for a cash payment equal to the excess (if any) of (i) the product of (A) the number of shares of Common Stock subject to such vested options multiplied by (B) \$10.50 over (ii) the aggregate exercise price of such vested option, without interest and less any deductions and required withholding taxes as specified in the Merger Agreement.

Represents unvested options to purchase shares of Common Stock immediately prior to the Merger which, pursuant to the Merger Agreement, were accelerated and cancelled upon completion of the Merger in exchange for a cash payment equal to the excess (if any) of (i) the product of (A) the number of shares of Common Stock subject to such unvested options, multiplied by (B) \$10.50 over (ii) the aggregate exercise price of such unvested option, without interest and less any deductions and required withholding taxes as specified in the Merger Agreement.

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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