

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Redpoint Omega L P		(Month/Day/Year)	Answers CORP [ANSW]	
(Last)	(First)	(Middle)	06/16/2008	
3000 SAND HILL ROAD,Â BUILDING 2, SUITE 290			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MENLO PARK,Â CAÂ 94025			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<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)
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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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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

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	Â	Â X	Â	Â

Signatures

by /s/ William Allen Beasley, Managing Director

06/18/2008

__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, 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.

(2) 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

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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 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.
- (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.
- (7) 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.