

FRISBIE RICHARD D
Form 4
November 22, 2011

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 *
Battery Ventures VIII (AIV III), L.P.

(Last) (First) (Middle)

C/O BATTERY VENTURES, 930
WINTER STREET, SUITE 2500

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Angie's List, Inc. [ANGI]

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

11/22/2011

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/22/2011 | | C | 8,978,736 (1) | A \$ 0 (1) 8,978,736 | I | See Footnote (2) |
| Common Stock | 11/22/2011 | | S | 403,224 | D \$ 12.09 8,575,512 | I | See Footnote (2) |

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

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SEC 1474 (9-02)

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

| 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 Number Shares |
| Series B Convertible Preferred Stock | \$ 0 ⁽¹⁾ | 11/22/2011 | | C | 1,122,342 | ⁽¹⁾ | ⁽¹⁾ | Common Stock | 8,978, ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Battery Ventures VIII (AIV III), L.P. C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451 | | X | | |
| Battery Partners VIII (AIV III), LLC C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451 | | X | | |
| Agrawal Neeraj C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451 | | X | | |
| BROWN MICHAEL MAURICE C/O BATTERY VENTURES 930 WINTER STREET WALTHAM, MA 02451 | | X | | |
| CROTTY THOMAS J C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451 | | X | | |
| DHALIWAL SUNIL C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451 | | X | | |
| FRISBIE RICHARD D C/O BATTERY VENTURES | | X | | |

930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451

LAWLER KENNETH P
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500 X
WALTHAM, MA 02451

TABORS R DAVID
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500 X
WALTHAM, MA 02451

TOBIN SCOTT R
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500 X
WALTHAM, MA 02451

Signatures

| | |
|---|------------|
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Ventures VIII (AIV III), L.P.) | 11/22/2011 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Partners VIII (AIV III), LLC) | 11/22/2011 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Neeraj Agrawal) | 11/22/2011 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Michael M. Brown) | 11/22/2011 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Thomas J. Crotty) | 11/22/2011 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Sunil Dhaliwal) | 11/22/2011 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Richard D. Frisbie) | 11/22/2011 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Kenneth P. Lawler) | 11/22/2011 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of R. David Tabors) | 11/22/2011 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Scott R. Tobin) | 11/22/2011 |
| __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).

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- (1) Shares of Series B Convertible Preferred Stock automatically converted on an 8-for-1 basis into this number of shares of Common Stock immediately upon the closing of the Issuer's initial public offering. There was no expiration date.

The reported securities are owned directly by Battery Ventures VIII (AIV III), L.P. The sole general partner of Battery Ventures VIII (AIV III), L.P. is Battery Partners VIII (AIV III), LLC. The managing members of Battery Partners VIII (AIV III), LLC are Neeraj Agrawal, Michael M. Brown, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VIII (AIV III), 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)

Remarks:

The reporting persons are part of a 13(d) group owning more than 10% of the Issuer's outstanding equity securities. Due to the

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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