

Edgar Filing: Answers CORP - Form SC 13G

Answers CORP
Form SC 13G
December 23, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.
20549

Under the Securities Exchange Act of 1934

SCHEDULE 13G

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Answers Corporation (formerly GuruNet Corporation)

(Name of Issuer)

Common Stock, 0.0001 par value

(Title of Class of Securities)

036 62X 10 0

(CUSIP Number)

December 1, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

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SCHEDULE 13G

CUSIP No. 036 62X 10 0 _____ Page 2 of 10 Pages

1) NAME OF REPORTING PERSON:
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

BRAINBOOST PARTNERSHIP

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

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(b) |_ |

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER	5)	SOLE VOTING POWER
OF		0
SHARES		
BENEFICIALLY	6)	SHARED VOTING POWER
OWNED BY		439,000
EACH		
REPORTING	7)	SOLE DISPOSITIVE POWER
PERSON		0
WITH		
	8)	SHARED DISPOSITIVE POWER
		439,000*

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

439,000*

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

| - |

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.7%

12) TYPE OF REPORTING PERSON

PN

*The shares have been escrowed to ensure the indemnification of various representations, warranties, and other obligations of Brainboost Partnership and its partners to the issuer. In addition to the escrow restrictions, Brainboost Partnership and its partners' ability to dispose of the shares is limited pursuant to a lock-up and subject to forfeiture under certain conditions.

SCHEDULE 13G

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1) NAME OF REPORTING PERSON:
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

ASSAF ROZENBLATT

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |_ |

(b) |_ |

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3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5) SOLE VOTING POWER

NUMBER OF
SHARES 0

6) SHARED VOTING POWER

OWNED BY EACH 439,000

REPORTING PERSON 7) SOLE DISPOSITIVE POWER

WITH 0

8) SHARED DISPOSITIVE POWER

439,000*

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

439,000*

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐ - ☐

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.7%

12) TYPE OF REPORTING PERSON

IN

*The shares have been escrowed to ensure the indemnification of various representations, warranties, and other obligations of Brainboost Partnership and its partners to the issuer. In addition to the escrow restrictions, Brainboost Partnership and its partners' ability to dispose of the shares is limited pursuant to a lock-up and subject to forfeiture under certain conditions.

SCHEDULE 13G

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1) NAME OF REPORTING PERSON:

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

EDO SEGAL

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

3) SEC USE ONLY

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4) CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

NUMBER 5) SOLE VOTING POWER

OF 0

SHARES

BENEFICIALLY 6) SHARED VOTING POWER

OWNED BY

EACH 439,000

REPORTING

PERSON 7) SOLE DISPOSITIVE POWER

WITH

0

8) SHARED DISPOSITIVE POWER

439,000*

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

439,000*

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐ - ☐

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.7%

12) TYPE OF REPORTING PERSON

IN

*The shares have been escrowed to ensure the indemnification of various representations, warranties, and other obligations of Brainboost Partnership and its partners to the issuer. In addition to the escrow restrictions, Brainboost Partnership and its partners' ability to dispose of the shares is limited pursuant to a lock-up and subject to forfeiture under certain conditions.

SCHEDULE 13G

CUSIP No. 036 62X 10 0 Page 5 of 10 Pages

1) NAME OF REPORTING PERSON:

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

JONATHAN MEDVED

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

3) SEC USE ONLY

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4) CITIZENSHIP OR PLACE OF ORGANIZATION

US

	5)	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0		
	6)	SHARED VOTING POWER	
	439,000		
	7)	SOLE DISPOSITIVE POWER	
	0		
	8)	SHARED DISPOSITIVE POWER	
	439,000*		
<hr/>			
9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
439,000*			
<hr/>			
10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
		-	
<hr/>			
11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
5.7%			
<hr/>			
12) TYPE OF REPORTING PERSON			
IN			

*The shares have been escrowed to ensure the indemnification of various representations, warranties, and other obligations of Brainboost Partnership and its partners to the issuer. In addition to the escrow restrictions, Brainboost Partnership and its partners' ability to dispose of the shares is limited pursuant to a lock-up and subject to forfeiture under certain conditions.

Schedule 13G

Item 1(a). Name of Issuer:

Answers Corporation (formerly GuruNet Corporation)

Item 1(b). Address of Issuer's Principal Executive Offices:

Jerusalem Technology Park
The Tower
Jerusalem, Israel 91481

Item 2(a). Name of Persons Filing:

- (i) Brainboost Partnership
- (ii) Assaf Rozenblatt

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- (iii) Edo Segal
- (iv) Jonathan Medved

(collectively, the "Reporting Persons" and each a "Reporting Person")

Item 2(b). Address of Principal Business Office or, if None, Residence:

For Brainboost Partnership, Mr. Rosenblatt and Mr. Segal, the address is
60 West 68th Street, 10G New York, NY 10023

For Mr. Medved, the address is
Beit Hatayelet, 3rd Floor,
2 Beitar Street, Jerusalem 93386, Israel

Item 2(c). Citizenship or Place of Organization:

- (i) Brainboost Partnership - New York
- (ii) Assaf Rozenblatt - US
- (iii) Edo Segal - Israel
- (iv) Jonathan Medved - US

Item 2(d). Title of Class of Securities:

Common Stock, \$0.0001 par value per share

Item 2(e). CUSIP Number: 036 62X 10 0

Item 3. If this statement is filed pursuant to ss.ss. 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or Dealer Registered Under Section 15 of the Act (15 U.S.C. 78o)
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)

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- (c) ☐ Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d) ☐ Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) ☐ Investment Adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E)
- (f) ☐ Employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F)
- (g) ☐ Parent Holding Company or control person in accordance with ss.240.13d-1(b)(ii)(G)

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- (h) ☐ Savings Association as defined in ss.3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) ☐ Church plan that is excluded from the definition of an investment company under ss.3(c)(15) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) ☐ Group, in accordance with ss.240.13d-1(b)(ii)(J)

Item 4. Ownership.

(i) As of December 1, 2005, Brainboost Partnership became the owner of record of 439,000 shares of common stock, \$0.0001 par value per share, of Answers Corporation (formerly GuruNet Corporation)(1)

- (a) Amount beneficially owned: 439,000
- (b) Percent of class: 5.7%(2)
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 439,000
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 439,000

(1) Assaf Rozenblatt, Edo Segal and Jonathan Medved are all general partners of Brainboost Partnership

(2) Percentages are based on 7,664,969 outstanding shares of Common Stock (which the issuer's management has informed the Reporting Persons is an updated figure from the 7,140,152 set forth in the issuer's most recent 10-QSB filed on November 7, 2005).

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(ii) Assaf Rozenblatt, in his capacity as a general partner of Brainboost Partnership may be deemed beneficially to own all of the shares held of record by Brainboost Partnership.

- (a) Amount beneficially owned: 439,000
- (b) Percent of class: 5.7%(2)
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 439,000

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(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of:
439,000

(iii) Edo Segal, in his capacity as a general partner of Brainboost Partnership may be deemed beneficially to own all of the shares held of record by Brainboost Partnership.

(a) Amount beneficially owned: 439,000

(b) Percent of class: 5.7%(2)

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 439,000

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of:
439,000

(iv) Jonathan Medved, in his capacity as a general partner of Brainboost Partnership may be deemed beneficially to own all of the shares held of record by Brainboost Partnership.

(a) Amount beneficially owned: 439,000

(b) Percent of class: 5.7%(2)

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 439,000

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of:
439,000

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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

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Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

By signing below the undersigned certifies that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

BRAINBOOST PARTNERSHIP

Dated as of December 20, 2005

By: /S/ Assaf Rozenblatt

Name: Assaf Rozenblatt

Title: General Partner

Dated as of December 20, 2005

/S/ Assaf Rozenblatt

Assaf Rozenblatt

Dated as of December 20, 2005

/S/ Edo Segal

Edo Segal

Dated as of December 20, 2005

/S/ Jonathan Medved

Jonathan Medved

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Exhibit A

Agreement of Joint Filing

Pursuant to 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby confirm the agreement by and among them to join in the filing on behalf of each of them of a Statement on Schedule 13G and any and all amendments thereto, and that this Agreement be included as an Exhibit to such filing.

This Agreement may be executed in any number of counterparts each of which shall be deemed to be an original and all of which together shall be deemed to constitute one and the same Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Agreement.

BRAINBOOST PARTNERSHIP

Dated as of December 20, 2005

By: /S/ Assaf Rozenblatt

Name: Assaf Rozenblatt
Title: General Partner

Dated as of December 20, 2005

/S/ Assaf Rozenblatt

Assaf Rozenblatt

Dated as of December 20, 2005

/S/ Edo Segal

Edo Segal

Dated as of December 20, 2005

/S/ Jonathan Medved

Jonathan Medved