

Answers CORP
Form 424B3
November 07, 2005

Filed Pursuant to Rule 424(b)(3)
File Number 333-123906

PROSPECTUS SUPPLEMENT NO. 12

**Prospectus Supplement No. 12 dated November 7, 2005
to Prospectus declared effective on April 21, 2005,
as supplemented by
Prospectus Supplement No. 1
dated May 11, 2005
Prospectus Supplement No. 2
dated May 12, 2005
Prospectus Supplement No. 3
dated May 17, 2005
Prospectus Supplement No. 4
dated July 19, 2005
Prospectus Supplement No. 5
dated July 28, 2005
Prospectus Supplement No. 6
dated July 28, 2005
Prospectus Supplement No. 7
dated August 25, 2005
Prospectus Supplement No. 8
dated September 12, 2005
Prospectus Supplement No. 9
dated September 20, 2005
Prospectus Supplement No. 10
Dated October 6, 2005
Prospectus Supplement No. 11
Dated November 3, 2005
(Registration No. 333-123906)**

ANSWERS CORPORATION

This Prospectus Supplement No. 12 supplements our Prospectus dated April 21, 2005, as supplemented by Prospectus Supplement No. 1 dated May 11, 2005, Prospectus Supplement No. 2 dated May 12, 2005, Prospectus Supplement No. 3 dated May 17, 2005, Prospectus Supplement No. 4 dated July 19, 2005, Prospectus Supplement No. 5 dated July 28, 2005, Prospectus Supplement No. 6 dated July 28, 2005, Prospectus Supplement No. 7 dated August 25, 2005, Prospectus Supplement No. 8 dated September 12, 2005, Prospectus Supplement No. 9 dated September 20, 2005, Prospectus Supplement No. 10 dated October 6, 2005 and Prospectus Supplement No. 11 dated November 3, 2005. The shares that are the subject of the Prospectus have been registered to permit their resale to the public by the selling stockholders named in the Prospectus. We are not selling any shares of common stock in this offering and therefore will not receive any proceeds from this offering, other than the exercise price, if any, to be received upon exercise of the warrants and options referred to in the Prospectus. You should read this Prospectus Supplement No. 12 together with the Prospectus and Prospectus Supplements Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11 thereto.

This Prospectus Supplement No. 12 includes the following documents, as filed by us with the Securities and Exchange Commission:

§The attached Quarterly Report on Form 10-QSB of Answers Corporation dated November 7, 2005.

Our common stock is listed on the Nasdaq National Market under the symbol “ANSW.”

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this Prospectus Supplement. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement No. 12 is November 7, 2005.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2005

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

COMMISSION FILE NUMBER 001-32255

ANSWERS CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

98-0202855
(I.R.S. EMPLOYER IDENTIFICATION NO.)

Jerusalem Technology Park
The Tower
Jerusalem 91481 Israel
(ADDRESS INCLUDING ZIP CODE OF PRINCIPAL EXECUTIVE OFFICES)

+972-2-649-5000
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Indicate by an (X) whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes NO

Indicate by an (X) whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes NO

As of November 1, 2005, the registrant had outstanding 7,198,902 shares of Common Stock, \$0.001 par value per share.

PART I. FINANCIAL INFORMATION

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Cautionary Note regarding Forward-Looking Statements

In addition to historical information, this Quarterly Report on Form 10-QSB contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Forward-looking statements are those that predict or describe future events or trends and that do not relate solely to historical matters. You can generally identify forward-looking statements as statements containing the words “believe,” “expect,” “will,” “anticipate,” “intend,” “estimate,” “project,” “assume” or other similar expressions, although not all forward-looking statements contain these identifying words. All statements in this report regarding our future strategy, future operations, projected financial position, estimated future revenues, projected costs, future prospects, and results that might be obtained by pursuing management’s current plans and objectives are forward-looking statements. You

should not place undue reliance on our forward-looking statements because the matters they describe are subject to known and unknown risks, uncertainties and other unpredictable factors, many of which are beyond our control. Our forward-looking statements are based on the information currently available to us and speak only as of the date on which this report was filed with the SEC. We expressly disclaim any obligation to issue any updates or revisions to our forward-looking statements, even if subsequent events cause our expectations to change regarding the matters discussed in those statements. Over time, our actual results, performance or achievements will likely differ from the anticipated results, performance or achievements that are expressed or implied by our forward-looking statements, and such difference might be significant and materially adverse to our stockholders. Many important factors that could cause such a difference, including, but not limited to, our ability to increase the number of persons who use our products, our ability to increase the number of partners who will generate increased traffic to our sites, our ability to improve the monetization of our products, a decision by Google, Inc. to discontinue directing user traffic to www.answers.com through its definition link, and other risk factors identified from time to time in our SEC filings, are described in our most recent registration statement on Form SB-2 under the captions “Competition,” “Proprietary Rights” and “Risk Factors,” all of which you should review carefully. Please consider our forward-looking statements in light of those risks as you read this report.

Interim Consolidated Financial Statements as of September 30, 2005

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Answers Corporation (Formerly GuruNet Corporation)
and Subsidiary
(A Development Stage Enterprise)

Interim Consolidated Balance Sheets

	September 30 2005 \$ (Unaudited)	December 31 2004 \$ (Audited)
Assets		
Current assets:		
Cash and cash equivalents	2,635,071	1,565,415
Investment securities	16,250,000	5,850,000
Receivables	321,128	18,145
Prepaid expenses	248,832	259,674
Total current assets	19,455,031	7,693,234
Long-term deposits (restricted)	310,651	167,304
Deposits in respect of employee severance obligations	488,922	462,735
Property and equipment, net	583,771	305,804
Other assets:		
Intangible assets, net	107,861	111,289
Prepaid expenses, long-term	91,700	147,000
Deferred tax asset, long-term	17,078	19,817
Total other assets	216,639	278,106
Total assets	21,055,014	8,907,183

See accompanying notes to the interim consolidated financial statements.

Answers Corporation (Formerly GuruNet Corporation)
and Subsidiary
(A Development Stage Enterprise)

Interim Consolidated Balance Sheets (cont'd)

	September 30		December 31
	2005		2004
	\$		\$
	(Unaudited)		(Audited)
Liabilities and stockholders' equity			
Current liabilities:			
Accounts payable	405,270		172,029
Accrued expenses	382,576		422,465
Accrued compensation and benefits	394,828		259,872
Deferred revenues, short-term	68,282		150,147
Total current liabilities	1,250,956		1,004,513
Long-term liabilities:			
Liability in respect of employee severance obligations		568,729	531,224
b,c	2,994,447		
Tempo Acquisition, Sr. Unscd. Notes	6.75	6/1/25	1,205,000 ^c
USIS Merger Sub, Sr. Unscd. Notes	6.88	5/1/25	2,335,000 ^c
VHF Parent, Scd. Notes	6.75	6/15/22	1,805,000 ^c
York Risk Services Holding, Gtd. Notes	8.50	10/1/22	3,055,000 ^{b,c}
			43,077,189
Health Care - 11.4%			
Auris Luxembourg II, Sr. Scd. Bonds	EUR	8.00	1/15/23
			530,000 ^c
			665,447

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Description	Coupon Rate (%)	Maturity Date	Principal Amount (\$) ^a	Value (\$)
Bonds and Notes - 139.3% (continued)				
Health Care - 11.4% (continued)				
Auris Luxembourg II, Sr. Scd. Bonds	EUR 8.00	1/15/23	1,165,000	1,462,729
HCA, Gtd. Notes	7.50	2/15/22	5,470,000 ^b	6,167,425
Jaguar Holding Co II, Gtd. Notes	6.38	8/1/23	390,000 ^{b,c}	394,875
MPH Acquisition Holdings, Sr. Unscd. Notes	7.13	6/1/24	2,645,000 ^{b,c}	2,823,537
Polaris Intermediate, Sr. Unscd. Notes	8.50	12/1/22	2,925,000 ^c	3,042,000
Prestige Brands, Gtd. Notes	6.38	3/1/24	890,000 ^{b,c}	926,713
Synlab Unsecured Bondco, Gtd. Bonds	EUR 8.25	7/1/23	2,125,000	2,777,793
Tenet Healthcare, Sr. Unscd. Notes	8.13	4/1/22	2,235,000 ^b	2,282,494
Universal Hospital Services, Scd. Notes	7.63	8/15/20	1,100,000	1,105,500
Valeant Pharmaceuticals International, Gtd. Notes	7.50	7/15/21	1,850,000 ^{b,c}	1,889,312
Valeant Pharmaceuticals International, Gtd. Notes	5.88	5/15/23	710,000 ^{b,c}	659,413
Valeant Pharmaceuticals International, Gtd. Notes	6.13	4/15/25	1,155,000 ^{b,c}	1,061,156
Valeant Pharmaceuticals International, Gtd. Notes	9.00	12/15/25	2,235,000 ^c	2,334,904
Valeant Pharmaceuticals International, Sr. Scd. Notes	7.00	3/15/24	490,000 ^{b,c}	525,525
West Street Merger Sub, Sr. Unscd. Notes	6.38	9/1/25	1,115,000 ^c	1,123,363
				29,242,186
Industrials - 12.4%				
Ahern Rentals, Scd. Notes	7.38	5/15/23	1,385,000 ^{b,c}	1,308,825

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BlueLine Rental, Scd. Notes	9.25	3/15/24	2,180,000 ^{b,c}	2,332,600
Bombardier, Sr. Unscd. Notes	7.75	3/15/20	425,000 ^{b,c}	458,469
Bombardier, Sr. Unscd. Notes	7.50	3/15/25	1,745,000 ^{b,c}	1,766,812
Brand Energy & Infrastructure Services, Sr. Unscd. Notes	8.50	7/15/25	2,525,000 ^c	2,657,562
Cemex, Sr. Scd. Notes	7.75	4/16/26	1,310,000 ^c	1,486,850
Engility, Gtd. Notes	8.88	9/1/24	2,075,000 ^b	2,225,437

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STATEMENT OF INVESTMENTS (Unaudited) (continued)

Description	Coupon Rate (%)	Maturity Date	Principal Amount (\$) ^a	Value (\$)
Bonds and Notes - 139.3% (continued)				
Industrials - 12.4% (continued)				
Gates Global, Gtd. Notes	6.00	7/15/22	2,175,000 ^{b,c}	2,234,812
GFL Environmental, Sr. Unscd. Notes	9.88	2/1/21	2,630,000 ^{b,c}	2,777,937
Grinding Media, Sr. Scd. Notes	7.38	12/15/23	2,330,000 ^{b,c}	2,507,546
RSI Home Products, Scd. Notes	6.50	3/15/23	1,270,000 ^{b,c}	1,336,675
Team Health Holdings, Sr. Unscd. Notes	6.38	2/1/25	2,080,000 ^c	1,866,800
Tutor Perini, Sr. Unscd. Notes	6.88	5/1/25	840,000 ^c	905,100
Welbilt, Sr. Unscd. Notes	9.50	2/15/24	1,600,000	1,830,000
WFS Global Holdings, Sr. Scd. Bonds	EUR 9.50	7/15/22	745,000	956,905
Wrangler Buyer, Sr. Unscd. Notes	6.00	10/1/25	405,000 ^c	419,175
XPO Logistics, Gtd. Notes	6.50	6/15/22	1,815,000 ^{b,c}	1,901,212
XPO Logistics, Gtd. Notes	6.13	9/1/23	495,000 ^{b,c}	525,319
Zachry Holdings, Sr. Unscd. Notes	7.50	2/1/20	2,300,000 ^{b,c}	2,346,000
				31,844,036
Information Technology - 11.9%				
Ascend Learning, Sr. Unscd. Notes	6.88	8/1/25	920,000 ^c	952,200
BMC Software Finance, Sr. Unscd. Notes	8.13	7/15/21	1,480,000 ^{b,c}	1,496,650
Dell International, Gtd. Notes	7.13	6/15/24	855,000 ^{b,c}	936,432
Everi Payments,				

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Gtd. Notes	10.00	1/15/22	750,000	808,594
Everi Payments,				
Gtd. Notes	7.50	12/15/25	1,085,000 ^c	1,078,219
Exela Intermediate,				
Sr. Scd. Notes	10.00	7/15/23	695,000 ^c	679,363
First Data,				
Gtd. Notes	7.00	12/1/23	4,450,000 ^{b,c}	4,717,000
Genesys Telecommunications				
Laboratories,				
Gtd. Notes	10.00	11/30/24	2,590,000 ^{b,c}	2,836,050
Infor Software Parent,				
Gtd. Notes	7.13	5/1/21	2,410,000 ^{b,c}	2,476,275
Infor US,				
Gtd. Notes	6.50	5/15/22	735,000 ^b	764,400

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Description	Coupon Rate (%)	Maturity Date	Principal Amount (\$)a	Value (\$)
Bonds and Notes - 139.3% (continued)				
Information Technology - 11.9% (continued)				
Olympus, Sr. Unscd. Notes	8.50	10/15/25	1,695,000 ^c	1,682,287
Rackspace Hosting, Sr. Unscd. Notes	8.63	11/15/24	1,960,000 ^{b,c}	2,097,200
Riverbed Technology, Gtd. Notes	8.88	3/1/23	1,274,000 ^{b,c}	1,207,115
RP Crown Parent, Sr. Scd. Notes	7.38	10/15/24	1,795,000 ^{b,c}	1,884,750
Sophia, Sr. Unscd. Notes	9.00	9/30/23	2,435,000 ^{b,c}	2,587,187
TTM Technologies, Gtd. Notes	5.63	10/1/25	1,250,000 ^c	1,284,375
ViaSat, Sr. Unscd. Notes	5.63	9/15/25	1,150,000 ^c	1,164,375
Western Digital, Gtd. Notes	10.50	4/1/24	1,585,000	1,840,581
				30,493,053
Materials - 26.5%				
AK Steel, Gtd. Notes	6.38	10/15/25	630,000	626,850
AK Steel, Gtd. Notes	7.00	3/15/27	1,850,000 ^b	1,891,625
Anglo American Capital, Gtd. Notes	9.38	4/8/19	2,535,000 ^c	2,755,125
ArcelorMittal, Sr. Unscd. Bonds	7.50	10/15/39	1,330,000 ^b	1,709,050
ARD Finance, Sr. Scd. Notes	7.13	9/15/23	2,000,000 ^b	2,095,000
Ardagh Packaging Finance, Gtd. Notes	7.25	5/15/24	3,490,000 ^{b,c}	3,812,825
Big River Steel, Sr. Scd. Notes	7.25	9/1/25	2,275,000 ^c	2,411,500
BWAY Holding, Sr. Unscd. Notes	7.25	4/15/25	3,260,000 ^c	3,374,100

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Chemours,				
Gtd. Notes	7.00	5/15/25	1,540,000 ^b	1,678,600
Consolidated Energy Finance,				
Sr. Unscd. Notes	6.88	6/15/25	1,225,000 ^c	1,301,563
Constellium,				
Sr. Unscd. Notes	6.63	3/1/25	1,930,000 ^{b,c}	2,038,562
CVR Partners,				
Scd. Notes	9.25	6/15/23	2,320,000 ^{b,c}	2,505,600
First Quantum Minerals,				
Gtd. Notes	7.25	4/1/23	2,750,000 ^{b,c}	2,970,000
FMG Resources August 2006,				
Sr. Scd. Notes	9.75	3/1/22	1,625,000 ^{b,c}	1,802,125

STATEMENT OF INVESTMENTS (Unaudited) (continued)

Description	Coupon Rate (%)	Maturity Date	Principal Amount (\$) ^a	Value (\$)
Bonds and Notes - 139.3% (continued)				
Materials - 26.5% (continued)				
Freeport-McMoRan, Gtd. Notes	5.45	3/15/43	1,145,000 ^b	1,149,294
Hillman Group, Gtd. Notes	6.38	7/15/22	1,265,000 ^{b,c}	1,268,163
Horizon Holdings I, Gtd. Notes	EUR 7.25	8/1/23	570,000 ^c	729,906
Horizon Parent Holdings, Sr. Scd. Bonds	EUR 8.25	2/15/22	1,735,000 ^c	2,227,392
Hudbay Minerals, Gtd. Notes	7.25	1/15/23	735,000 ^{b,c}	782,775
Hudbay Minerals, Gtd. Notes	7.63	1/15/25	2,700,000 ^{b,c}	2,970,000
Kleopatra Holdings I, Sr. Scd. Notes	EUR 8.50	6/30/23	1,480,000 ^c	1,815,683
Kraton Polymers, Gtd. Notes	10.50	4/15/23	3,577,000 ^{b,c}	4,059,895
Kraton Polymers, Gtd. Notes	7.00	4/15/25	1,480,000 ^{b,c}	1,591,000
Mercer International, Gtd. Notes	7.75	12/1/22	2,620,000 ^b	2,777,200
Mercer International, Sr. Unscd. Notes	6.50	2/1/24	255,000 ^b	271,575
Mercer International, Sr. Unscd. Notes	5.50	1/15/26	640,000 ^c	651,200
Novelis, Gtd. Notes	6.25	8/15/24	840,000 ^{b,c}	882,000
Novelis, Gtd. Notes	5.88	9/30/26	665,000 ^{b,c}	679,963
Peabody Energy, Sr. Scd. Notes	6.00	3/31/22	380,000 ^c	395,675
Peabody Energy, Sr. Scd. Notes	6.38	3/31/25	465,000 ^c	485,344
Platform Specialty Products,				

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Sr. Unscd. Notes	5.88	12/1/25	1,800,000 ^c	1,788,750
Ply Gem Industries,				
Gtd. Notes	6.50	2/1/22	435,000 ^b	452,944
Reynolds Group Issuer,				
Gtd. Notes	7.00	7/15/24	2,620,000 ^{b,c}	2,810,932
Signode Industrial Group,				
Gtd. Notes	6.38	5/1/22	2,520,000 ^{b,c}	2,642,850
Summit Materials,				
Gtd. Notes	8.50	4/15/22	2,030,000 ^b	2,258,375
Teck Resources,				
Gtd. Notes	8.50	6/1/24	830,000 ^c	939,975
Teck Resources,				
Gtd. Notes	6.25	7/15/41	880,000 ^b	1,012,000
Tronox Finance,				
Gtd. Notes	7.50	3/15/22	975,000 ^{b,c}	1,021,313

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Description	Coupon Rate (%)	Maturity Date	Principal Amount (\$) ^a	Value (\$)
Bonds and Notes - 139.3% (continued)				
Materials - 26.5% (continued)				
Univar USA, Gtd. Notes	6.75	7/15/23	1,200,000 ^{b,c}	1,260,000
				67,896,729
Real Estate - 1.1%				
Greystar Real Estate, Sr. Scd. Notes	5.75	12/1/25	1,270,000 ^c	1,311,275
Uniti Group, Gtd. Notes	8.25	10/15/23	1,450,000 ^b	1,402,875
				2,714,150
Telecommunications - 18.9%				
Altice Financing, Sr. Scd. Bonds	7.50	5/15/26	790,000 ^{b,c}	843,325
Altice Finco, Gtd. Notes	7.63	2/15/25	705,000 ^{b,c}	719,981
Altice Finco, Scd. Notes	8.13	1/15/24	1,900,000 ^{b,c}	1,995,000
Altice Luxembourg, Gtd. Notes	7.75	5/15/22	2,330,000 ^{b,c}	2,286,312
Altice Luxembourg, Gtd. Notes	7.63	2/15/25	2,060,000 ^{b,c}	1,980,175
CB Escrow, Sr. Unscd. Notes	8.00	10/15/25	1,270,000 ^c	1,295,400
CenturyLink, Sr. Unscd. Notes, Ser. W	6.75	12/1/23	2,915,000 ^b	2,867,631
Crystal Almond, Sr. Scd. Bonds	EUR 10.00	11/1/21	1,150,000	1,538,720
CSC Holdings, Sr. Unscd. Notes	10.13	1/15/23	4,900,000 ^{b,c}	5,530,875
Digicel, Gtd. Notes	6.75	3/1/23	615,000 ^c	606,950
Digicel Group, Sr. Unscd. Notes	8.25	9/30/20	3,175,000 ^c	3,131,502
Digicel Group, Sr. Unscd. Notes	7.13	4/1/22	1,425,000 ^c	1,324,922

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DISH DBS,				
Gtd. Notes	7.75	7/1/26	4,320,000 ^b	4,557,600
Hughes Satellite Systems,				
Gtd. Notes	7.63	6/15/21	3,010,000 ^b	3,337,337
Intelsat Jackson Holdings,				
Gtd. Notes	7.50	4/1/21	1,170,000	1,070,550
Intelsat Jackson Holdings,				
Sr. Unscd. Notes	9.75	7/15/25	810,000 ^c	781,650
Sable International Finance,				
Gtd. Notes	6.88	8/1/22	2,385,000 ^{b,c}	2,534,062
Sprint,				
Gtd. Notes	7.63	2/15/25	375,000 ^b	393,750

STATEMENT OF INVESTMENTS (Unaudited) (continued)

Description	Coupon Rate (%)	Maturity Date	Principal Amount (\$) ^a	Value (\$)
Bonds and Notes - 139.3% (continued)				
Telecommunications - 18.9% (continued)				
Sprint Capital,				
Gtd. Notes	8.75	3/15/32	800,000 ^b	910,000
Sprint Communications,				
Gtd. Notes	9.00	11/15/18	1,175,000 ^{b,c}	1,238,274
Sprint Communications,				
Sr. Unscd. Notes	11.50	11/15/21	5,325,000 ^b	6,456,562
T-Mobile USA,				
Gtd. Bonds	6.84	4/28/23	2,840,000 ^b	2,982,000
				48,382,578
Utilities - 2.2%				
Dynergy,				
Gtd. Notes	7.63	11/1/24	1,495,000	1,610,863
NRG Energy,				
Gtd. Notes	7.25	5/15/26	1,400,000	1,531,236
NRG Energy,				
Gtd. Notes	6.63	1/15/27	950,000 ^b	1,009,375
The Williams Companies,				
Sr. Unscd. Notes	7.88	9/1/21	1,335,000 ^b	1,548,600
				5,700,074
Total Bonds and Notes				
(cost \$345,920,927)				356,810,300
Floating Rate Loan Interests - 3.0%				
Energy - .4%				
Granite Acquisition,				
Second Lien Term B Loan, LIBOR +				
7.25%	8.58	10/14/22	1,125,000 ^d	1,132,875
Financials - 1.6%				
Asurion,				
Term Loan, LIBOR + 6.00%	7.57	7/14/25	2,810,000 ^d	2,893,415
Capital Automotive,				
Term Loan, LIBOR + 6.00%	7.57	3/21/25	1,115,000 ^d	1,148,450
				4,041,865

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Information Technology - 1.0%

Almonde,

Second Lien Term Loan, LIBOR + 7.25%	8.73	4/28/25	1,510,000 ^d	1,518,305
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Paysafe Group,

Second Lien Term Loan, LIBOR + 7.25%	8.64	12/20/25	935,000 ^d	935,000
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2,453,305

Total Floating Rate Loan Interests

(cost \$7,585,441)

7,628,045

Short-Term Investments - .1%

U. S. Treasury Bills

(cost \$259,529)	1.11	3/1/18	260,000 ^e	259,469
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Description	Shares	Value (\$)
Other Investment - 2.1%		
Registered Investment Company;		
Dreyfus Institutional Preferred		
Government Plus Money Market Fund		
(cost \$5,406,487)	5,406,487 ^f	5,406,487
Total Investments (cost \$359,172,384)	144.5 %	370,104,301
Liabilities, Less Cash and Receivables	(44.5 %)	(113,941,835)
Net Assets	100.0 %	256,162,466

LIBOR—London Interbank Offered Rate

EUR—Euro

GBP—British Pound

^a Amount stated in U.S. Dollars unless otherwise noted above.

^b Security, or portion thereof, on collateral for Revolving Credit and Security Agreement.

^c Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At December 31, 2017, these securities were valued at \$219,783,137 or 85.8% of net assets.

^d Variable rate security—rate shown is the interest rate in effect at period end.

^e Held by a broker as collateral for open forward currency exchange contracts.

^f Investment in affiliated money market mutual fund.

STATEMENT OF INVESTMENTS
Dreyfus High Yield Strategies Fund
December 31, 2017 (Unaudited)

The following is a summary of the inputs used as of December 31, 2017 in valuing the fund's investments:

	Level 1 - Unadjusted Quoted Prices	Level 2 - Other Significant Observable Inputs	Level 3 - Significant Unobservable Inputs	Total
Assets (\$)				
Investments in Securities:				
Corporate Bonds [†]	-	356,810,300	-	356,810,300
Floating Rate Loan Interests [†]	-	7,628,045	-	7,628,045
Registered Investment				
Company	5,406,487	-	-	5,406,487
U.S. Treasury	-	259,469	-	259,469
Other Financial Instruments:				
Forward Foreign Currency				
Exchange Contracts ^{††}	-	36,666	-	36,666
Liabilities (\$)				
Other Financial Instruments:				
Forward Foreign Currency				
Exchange Contracts ^{††}	-	(392,794)	-	(392,794)

[†] See Statement of Investments for additional detailed categorizations.

^{††} Amount shown represents unrealized appreciation (depreciation) at period end.

STATEMENT OF FORWARD FOREIGN CURRENCY EXCHANGE
CONTRACTS

Dreyfus High Yield Strategies Fund

December 31, 2017 (Unaudited)

Counterparty/ Purchased Currency	Purchased Currency Amounts	Currency Sold	Sold Currency Amounts	Settlement Date	Unrealized Appreciation (Depreciation)(\$)
Barclays Bank					
		United States			
Euro	1,440,000	Dollar	1,694,674	1/31/18	36,666
United States					
Dollar	3,272,098	British Pound	2,450,000	1/31/18	(39,581)
Commonwealth Bank of Australia					
United States					
Dollar	5,024,433	Euro	4,270,000	1/31/18	(109,471)
Goldman Sachs International					
United States					
Dollar	4,201,487	Euro	3,570,000	1/31/18	(90,793)
United States					
Dollar	3,885,412	British Pound	2,910,000	1/31/18	(48,052)
Morgan Stanley Capital Services					
United States					
Dollar	4,836,635	Euro	4,110,000	1/31/18	(104,897)
Gross Unrealized Appreciation					36,666
Gross Unrealized Depreciation					(392,794)

See notes to financial statements.

NOTES

The Financial Accounting Standards Board (“FASB”) Accounting Standards Codification is the exclusive reference of authoritative U.S. generally accepted accounting principles (“GAAP”) recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission (“SEC”) under authority of federal laws are also sources of authoritative GAAP for SEC registrants. The fund’s financial statements are prepared in accordance with GAAP, which may require the use of management estimates and assumptions. Actual results could differ from those estimates.

The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price). GAAP establishes a fair value hierarchy that prioritizes the inputs of valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

Additionally, GAAP provides guidance on determining whether the volume and activity in a market has decreased significantly and whether such a decrease in activity results in transactions that are not orderly. GAAP requires enhanced disclosures around valuation inputs and techniques used during annual and interim periods.

Various inputs are used in determining the value of the fund’s investments relating to fair value measurements. These inputs are summarized in the three broad levels listed below:

Level 1—unadjusted quoted prices in active markets for identical investments.

Level 2—other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.).

Level 3—significant unobservable inputs (including the fund’s own assumptions in determining the fair value of investments).

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

Changes in valuation techniques may result in transfers in or out of an assigned level within the disclosure hierarchy. Valuation techniques used to value the fund’s investments are as follows: Registered investment companies that are not traded on an exchange are valued at their net asset value and are generally categorized within Level 1 of the fair value hierarchy.

Investments in securities, excluding short-term investments (other than U.S. Treasury Bills), financial futures and forward foreign currency exchange contracts (“forward contracts”) are valued each business day by an independent pricing service (the “Service”) approved by the fund’s Board Members (the “Board”). Investments for which quoted bid prices are readily available and are representative of the bid side of the

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market in the judgment of the Service are valued at the mean between the quoted bid prices (as obtained by the Service from dealers in such securities) and asked prices (as calculated by the Service based upon its evaluation of the market for such securities). Other investments (which constitute a majority of the portfolio securities) are valued as determined by the Service, based on methods which include consideration of the following: yields or prices of securities of comparable quality, coupon, maturity and type; indications as to values from dealers; and general market conditions. These securities are generally categorized within Level 2 of the fair value hierarchy.

U.S. Treasury Bills are valued at the mean price between quoted bid prices and asked prices by the Service. These securities are generally categorized within Level 2 of the fair value hierarchy.

The Service is engaged under the general supervision of the Board.

When market quotations or official closing prices are not readily available, or are determined to not accurately reflect fair value, such as when the value of a security has been significantly affected by events after the close of the exchange or market on which the security is principally traded (for example, a foreign exchange or market), but before the fund calculates its net asset value, the fund may value these investments at fair value as determined in accordance with the procedures approved by the Board. Certain factors may be considered when fair valuing investments such as: fundamental analytical data, the nature and duration of restrictions on disposition, an evaluation of the forces that influence the market in which the securities are purchased and sold, and public trading in similar securities of the issuer or comparable issuers. These securities are either categorized within Level 2 or 3 of the fair value hierarchy depending on the relevant inputs used.

For restricted securities where observable inputs are limited, assumptions about market activity and risk are used and are generally categorized within Level 3 of the fair value hierarchy.

Investments denominated in foreign currencies are translated to U.S. dollars at the prevailing rates of exchange.

Financial futures, which are traded on an exchange, are valued at the last sales price on the securities exchange on which such securities are primarily traded or at the last sales price on the national securities market on each business day and are generally categorized within Level 1 of the fair value hierarchy. Forward contracts are valued at the forward rate and are generally categorized within Level 2 of the fair value hierarchy.

Derivatives: A derivative is a financial instrument whose performance is derived from the performance of another asset. Each type of derivative instrument that was held by the fund at December 31, 2017 is discussed below.

Forward Foreign Currency Exchange Contracts: The fund enters into forward contracts in order to hedge its exposure to changes in foreign currency exchange rates on its foreign portfolio holdings, to settle foreign currency transactions or as a part of its

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investment strategy. When executing forward contracts, the fund is obligated to buy or sell a foreign currency at a specified rate on a certain date in the future. With respect to sales of forward contracts, the fund incurs a loss if the value of the contract increases between the date the forward contract is opened and the date the forward contract is closed. The fund realizes a gain if the value of the contract decreases between those dates. With respect to purchases of forward contracts, the fund incurs a loss if the value of the contract decreases between the date the forward contract is opened and the date the forward contract is closed. The fund realizes a gain if the value of the contract increases between those dates. Any realized or unrealized gains or losses which occurred during the period are reflected in the Statement of Operations. The fund is exposed to foreign currency risk as a result of changes in value of underlying financial instruments. The fund is also exposed to credit risk associated with counterparty nonperformance on these forward contracts, which is generally limited to the unrealized gain on each open contract. This risk may be mitigated by Master Agreements, if any, between the fund and the counterparty and the posting of collateral, if any, by the counterparty to the fund to cover the fund's exposure to the counterparty.

At December 31, 2017, accumulated net unrealized appreciation on investments was \$10,931,917, consisting of \$14,575,058 gross unrealized appreciation and \$3,643,141 gross unrealized depreciation.

At December 31, 2017, the cost of investments for federal income tax purposes was substantially the same as the cost for financial reporting purposes (see the Statement of Investments).

Additional investment related disclosures are hereby incorporated by reference to the annual and semi-annual reports previously filed with the SEC on Form N-CSR.

Item 2. Controls and Procedures.

(a) The Registrant's principal executive and principal financial officers have concluded, based on their evaluation of the Registrant's disclosure controls and procedures as of a date within 90 days of the filing date of this report, that the Registrant's disclosure controls and procedures are reasonably designed to ensure that information required to be disclosed by the Registrant on Form N-Q is recorded, processed, summarized and reported within the required time periods and that information required to be disclosed by the Registrant in the reports that it files or submits on Form N-Q is accumulated and communicated to the Registrant's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

(b) There were no changes to the Registrant's internal control over financial reporting that occurred during the Registrant's most recently ended fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

Item 3. Exhibits.

(a) Certifications of principal executive and principal financial officers as required by Rule 30a-2(a) under the Investment Company Act of 1940.

FORM N-Q

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dreyfus High Yield Strategies Fund

By: /s/ Bradley J. Skapyak

Bradley J. Skapyak

President

Date: February 16, 2018

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By: /s/ Bradley J. Skapyak

Bradley J. Skapyak

President

Date: February 16, 2018

By: /s/ James Windels

James Windels

Treasurer

Date: February 16, 2018

EXHIBIT INDEX

(a) Certifications of principal executive and principal financial officers as required by Rule 30a-2(a) under the Investment Company Act of 1940. (EX-99.CERT)