

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of The Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

BLUCORA, INC.

(Name of Registrant as Specified in Its Charter)

ANCORA CATALYST INSTITUTIONAL, LP
ANCORA CATALYST, LP
ANCORA MERLIN INSTITUTIONAL, LP
ANCORA MERLIN, LP
ANCORA ALTERNATIVES LLC
ANCORA ADVISORS, LLC
ANCORA FAMILY WEALTH ADVISORS, LLC
THE ANCORA GROUP INC.
INVERNESS HOLDINGS LLC
ANCORA HOLDINGS INC.
FREDERICK D. DISANTO
CINDY SCHULZE FLYNN
ROBERT D. MACKINLAY
KIMBERLY SMITH SPACEK

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
-

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Ancora Catalyst Institutional, LP, together with the other participants named herein (collectively, “Ancora”), has filed a definitive proxy statement and accompanying WHITE proxy card with the Securities and Exchange Commission (“SEC”) to be used to solicit votes for the election of its slate of highly-qualified director nominees at the 2021 annual meeting of stockholders of Blucora, Inc., a Delaware corporation (the “Company”).

Item 1: On April 6, 2021, Ancora issued the following press release:

Ancora Comments on Blucora’s Misleading Letter to Stockholders

Believes the Board of Directors is Now Pinning its Campaign on Personalized Attacks and Offensive Innuendo

Contents that a High-Functioning and Well-Governed Board of Directors Would Not Resort to Attacking a Sizable Stockholder’s Character

Releases Supplemental Slides to Ensure Stockholders Know the Real Frederick D. DiSanto – Not the Caricature Constructed by Blucora

CLEVELAND--(BUSINESS WIRE)--Ancora Holdings, Inc. (together with its affiliates, “Ancora” or “we”), which collectively with the other participants in its solicitation beneficially owns approximately 3.4% of the outstanding common stock of Blucora, Inc. (NASDAQ: BCOR) (“Blucora” or the “Company”), today issued the following supplemental slides in response to the recent attempts to smear nominee Frederick D. DiSanto: www.abetterblucora.com/stockholder-resources.

In addition, Ancora issued the following statement:

“Ancora is disappointed that Blucora’s Board of Directors has decided to continue spending stockholders’ resources on a highly-personalized, low-road campaign to smear Mr. DiSanto. In this morning’s letter, Blucora once again attacked Mr. DiSanto’s character, distorted his attempts to avert a contest and used innuendo to imply he is not attuned to the modern boardroom environment. We categorically reject Blucora’s depiction of Mr. DiSanto, who has a three-decade track record defined by collegiality, ethics and openness. We hope investors recognize that a high-functioning and well-governed Board would not be resorting to character assassination as a means of mitigating change.

As previously noted, we urge stockholders to focus on the actions, decisions and financial results that the Board of Directors has presided over. Do not allow Blucora to use distractions and diversions to deflect attention away from what matters in this contest: the incumbents’ boardroom decisions and professional records.

Each of our nominees, including Mr. DiSanto, look forward to putting this election contest behind them and working in a collaborative manner with the remaining incumbents. Stockholders have our nominees’ pledge that they will not allow the acrimony of this campaign to impact them. Our slate will build bridges in the Blucora boardroom, much like they have done throughout their careers.”

As a reminder, Ancora is seeking to reconstitute Blucora's 10-member Board of Directors at the Company's Annual Meeting of Stockholders on April 21, 2021 by removing four incumbent directors and electing four highly-qualified financial services industry experts: Mr. DiSanto, Cindy Schulze Flynn, Robert D. MacKinlay and Kimberly Smith Spacek.

Ancora encourages Blucora's stockholders and stakeholders to vote on the **WHITE Proxy Card** by signing, dating and returning each **WHITE Proxy Card** they receive. Please visit www.ABetterBlucora.com to download the [Ancora slate's presentation](#) and obtain important information, including instructions for how to vote on the **WHITE Proxy Card** to elect our four-member slate.

About Ancora

Ancora Holdings, Inc. is an employee owned, Cleveland, Ohio based holding company which wholly owns four separate and distinct SEC Registered Investment Advisers and a broker dealer. Ancora Advisors LLC specializes in customized portfolio management for individual investors, high net worth investors, investment companies (mutual funds), and institutions such as pension/profit sharing plans, corporations, charitable & "Not-for Profit" organizations, and unions. Ancora Family Wealth Advisors, LLC is a leading, regional investment and wealth advisor managing assets on behalf families and high net-worth individuals. Ancora Alternatives LLC specializes in pooled investments (hedge funds/investment limited partnerships). Ancora Retirement Plan Advisors, Inc. specializes in providing non-discretionary investment guidance for small and midsize employer sponsored retirement plans. Inverness Securities, LLC is a FINRA registered Broker Dealer.

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Item 2: Also on April 6, 2021, Ancora issued a supplemental presentation and posted it to www.ABetterBlucora.com, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 3: Also on April 6, 2021, the following materials were posted by Ancora to www.ABetterBlucora.com:



Important Materials

- [Supplemental Slides: Frederick D'Ganto](#) | April 6, 2021
- [Ancora Comments on Blucora's Misleading Letter to Stockholders](#) | April 6, 2021
- [Supplemental Slides](#) | April 5, 2021
- [Ancora Issues Letter to Blucora Stockholders to Address the Board's Attack-Filled, Misleading Presentation](#) | April 5, 2021
- [Ancora Releases Presentation Detailing the Case for Urgent Change Atop Blucora](#) | March 30, 2021
- [Presentation: The Need for Stockholder-Driven Change in Blucora's Boardroom](#) | March 29, 2021
- [Ancora Issues Important Letter to Blucora Stockholders](#) | March 26, 2021
- [Letter to Blucora Stockholders: Ancora Director Candidate Q&As](#) | March 22, 2021
- [Ancora Releases Q&As With its Four Director-Candidates Standing for Election at Blucora's Upcoming Annual Meeting](#) | March 22, 2021
- [Ancora Issues Open Letter to Advisors Affiliated With Blucora's Avantax Business](#) | March 17, 2021
- [Ancora Files Proxy Supplement](#) | March 10, 2021
- [Letter to Blucora Stockholders](#) | March 10, 2021
- [Ancora Files Definitive Proxy Statement and Sends Letter to Blucora Stockholders](#) | March 10, 2021



- [Ancora Files Definitive Proxy Statement and Sends Letter to Blucora Stockholders](#) | March 10, 2021
- [Ancora Nominates Four Highly-Qualified Candidates for Election to the Board of Blucora, Inc.](#) | February 25, 2021
- [Ancora Sends Letter to Stockholders of Blucora, Inc.](#) | February 25, 2021

Recent News Coverage

- [Charges fly as \\$8 billion RIA tries to upend \\$83 billion Blucora board alleging mismanagement](#) | *RMBlr* | March 24, 2021
- [Rare Proxy Fight Erupts in Independent Firm Universe](#) | *AdvisorHub* | March 19, 2021
- [Activist shareholder goes after Avantax parent Blucora in bid to shake up management](#) | *Financial Planning* | March 17, 2021
- [Activist Investor Ancora Seeks Changes in Blucora Board](#) | *Wealth Management* | March 17, 2021
- [Ancora Nominates Blucora Directors, Pushes for Tax Business Sale](#) | *Bloomberg* | February 25, 2021
- [Ancora Nominates Directors at Wealth, Tax Adviser Blucora](#) | *The Deal* | February 25, 2021
- [Ancora nominates 4 at Blucora](#) | *Activist Insight* | February, 25 2021

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