

Exhibit B

(Claim Deadline Notice)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re: : Chapter 11

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Velti Inc., *et al.*,¹ : Case No. 13-12878 (PJW)

:

: (Jointly Administered)

Debtors. :

: **Re: Docket No. ____**

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NOTICE OF EXTENDED DEADLINE FOR FILING PROOFS OF CLAIM

PLEASE TAKE NOTICE that on November 4, 2013 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that, on December 13, 2013, the Debtors filed their Schedules of Assets and Liabilities (the “Schedules”).

PLEASE TAKE FURTHER NOTICE that, on April 7, 2014, the Debtors filed the *Motion of Debtors and Debtors in Possession for Entry of an Order Establishing Extended Deadline for Filing Proofs of Claim* (the “Motion”).²

PLEASE TAKE FURTHER NOTICE that, on April 10, 2014, the Court, having jurisdiction over the Debtors’ chapter 11 cases, entered an order (the “Extended Deadline Order”): (i) establishing **May 12, 2014 at 5:00 p.m. (prevailing Eastern Time) (the “Extended Deadline”)** as the deadline for each Affected Creditor to file a proof of claim (“Proof of Claim”) against any of the Debtors for a claim that arose prior to the Petition Date.

AN AFFECTED CREDITOR SHOULD CONSULT AN ATTORNEY IF THE AFFECTED CREDITOR HAS ANY QUESTIONS, INCLUDING WHETHER TO FILE A PROOF OF CLAIM.

¹ The Debtors are the following six entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Velti Inc. (4475), Air2Web, Inc. (5572), Air2Web Interactive, Inc. (2364), Velti North America, Inc. (8900), Velti North America Holdings, Inc. (3953) and Velti US Holdings, Inc. (8299). The mailing address of each of the Debtors, solely for purposes of notices and communications, is 201 California Street, 14th Floor, San Francisco, California 94111.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

If you have any questions with respect to this notice (the “Extended Deadline Notice”), you may contact the Debtors’ claims agent, BMC Group, Inc. (“BMC”), by telephone at (888) 909-0100 or by email to BMC-Velti@bmcgroup.com.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a Proof of Claim if you have a claim that arose prior to the Petition Date, and it is not a claim described in Section 2 below. Acts or omissions of the Debtors that arose prior to the Petition Date may give rise to claims against the Debtors that must be filed by the Extended Deadline, notwithstanding that such claims may not have matured or become fixed or liquidated as of the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (i) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. WHO NEED NOT FILE A PROOF OF CLAIM

You need **NOT** file a Proof of Claim if:

- (a) You have **already** properly filed a Proof of Claim against a Debtor with the Clerk of the United States Bankruptcy Court for the District of Delaware or BMC in a form substantially similar to Official Form 10;
- (b) Your claim is listed on a Debtor’s Schedule D, E, or F, and (i) the claim is **not** described as “disputed,” “contingent,” or “unliquidated,” (ii) you agree with the amount, nature, and priority of the claim set forth in the Schedules, and (iii) you agree that the claim is an obligation of the specific Debtor that listed the claim in its Schedules;³
- (c) Your claim has been allowed by order of the Court entered on or before the applicable Claim Deadline;
- (d) Your claim has been satisfied in full prior to the applicable Claim Deadline;
- (e) You are an officer, director, or employee with a claim for indemnification, contribution, or reimbursement; **provided, however**, that you must file a

³ Should the Debtors amend or supplement the Schedules subsequent to entry of the order establishing the Extended Deadline, the Debtors will give notice of any amendment or supplement to the holders of the claims affected thereby, and such holders shall, except as otherwise set forth herein, be afforded thirty (30) days from the date on which such notice is given to file Proofs of Claims in respect of their claims.

Proof of Claim if you wish to assert any other claims against any of the Debtors, unless another exception identified herein applies;

- (f) Your claim is allowable under sections 503(b) (other than a Section 503(b)(9) Claim) or 507(a) of the Bankruptcy Code as an administrative expense of the Debtors' chapter 11 cases;
- (g) You hold an interest in any Debtor based **exclusively** upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; **provided, however**, that if you wish to assert any claim (as opposed to ownership interest) against any of the Debtors that arises out of or relates to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the security or interest, you must file a Proof of Claim on or before the applicable Claim Deadline, unless another exception identified herein applies; or
- (h) You are a holder of a claim for which the Court has already fixed a specific deadline to file a Proof of Claim.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST ANY OF THE DEBTORS.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.

3. CLAIMS ARISING UNDER EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you are a party to an executory contract or unexpired lease with a Debtor and assert a claim for amounts accrued and unpaid on the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim), you must file a Proof of Claim for such amounts on or before the Extended Deadline, unless an exception in Section 2 otherwise applies.

If in addition you hold a claim that arises from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection on or before the later of (i) the Extended Deadline, or (ii) the date that is thirty (30) days following service of notice of the effective date of such rejection (unless the order authorizing such rejection provides otherwise).

4. WHEN AND WHERE TO FILE A PROOF OF CLAIM

All proofs of Claim must be filed so as to be received on or before the Extended Deadline at the following addresses (the "Velti Claims Processing Center"):

By regular US Mail:

BMC Group, Inc.
Attn: Velti Inc. Claims Processing
PO Box 3020
Chanhassen, MN 55317-3020

By messenger or overnight delivery:

BMC Group, Inc.
Attn: Velti Inc. Claims Processing
18675 Lake Drive East
Chanhassen, MN 55317

Proofs of Claims will be deemed timely filed only if actually received by the Velti Claims Processing Center on or before the Extended Deadline. If a Proof of Claim is filed by submission of a hard copy by mail, messenger or overnight courier, such Proof of Claim must be submitted with an original signature before the Extended Deadline. Proofs of Claims may not be delivered by facsimile, telecopy, or electronic mail transmission.

5. HOW TO FILE A PROOF OF CLAIM

Attached hereto is a copy of Official Form 10. Additional copies of Official Form 10 may be obtained at <http://www.uscourts.gov/bkforms> or <http://bmcgroup.com/velti>.

If you wish to file a Proof of Claim, you must complete a claim form substantially in the form of Official Form 10. Your filed Proof of Claim must (i) be signed with an original signature by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) include supporting documentation (if voluminous, attach a summary) or explanation as to why documentation is not available; (iii) be in the English language; and (iv) be denominated in united States currency.

Any holder of a claim against more than one Debtor must file a separate Proof of Claim against each Debtor and all holders of claims must identify on their Proof of Claim the specific Debtor against which such claim is asserted and the case number of that Debtor's bankruptcy case. The Debtors' names and case numbers are set forth above.

If you file a Proof of Claim and wish to receive a file-stamped receipt copy by return mail, you must include with your Proof of Claim an additional copy of your Proof of Claim and a self-addressed, postage-paid envelope.

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH YOUR CLAIM IS BASED.

6. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed in the Schedules as the holder of a claim against the Debtors.

Interested parties may examine copies of the Schedules at <http://bmcgroup.com/velti> or on the Court's electronic docket at <http://ecf.deb.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at <http://pacer.psc.uscourts.gov>).

If you rely on the Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules.

As set forth above, if you agree with the nature, amount, and status of your claim as listed in the Schedules, and if you do not dispute that your claim is only against the Debtor specified, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the Extended Deadline in accordance with the procedures set forth in this Extended Deadline Notice.

If the Debtors amend or supplement the Schedules subsequent to the date hereof, and if an amendment to the Schedules reduces the liquidated amount of a scheduled claim, or reclassifies a scheduled, undisputed, liquidated, non-contingent claim as disputed, unliquidated, or contingent and you have not filed a Proof of Claim, you may file a Proof of Claim on the later of (i) the applicable Extended Deadline or (ii) the first business day following thirty (30) calendar days after the mailing of the notice of such amendment in accordance with Bankruptcy Rule 1009(a). In the case of any amendment to the Schedules after Extended Deadline where you did not file a Proof of Claim prior to the Extended Deadline, you may only file a Proof of Claim to the extent such Proof of Claim does not exceed the amount scheduled for such claim prior to such amendment. Further, you are not entitled to an extension of the Extended Deadline with respect to a claim scheduled as undisputed, liquidated and non-contingent if an amendment to the Schedules increases the scheduled amount of your claim.

7. EFFECT OF SUBSEQUENT NOTICE

If the Debtors determine after the mailing date of this Extended Deadline Notice that an additional party or parties should appropriately receive the Extended Deadline Notice, the date by which a proof of claim must be filed by such party or parties shall be the later of (i) the Extended Deadline or (ii) the first business day that is thirty (30) days from the mailing date of an amended notice to such additional party or parties.

Notwithstanding the above, the last day for any entity asserting a claim arising from the recovery of a voidable transfer will be the later of (i) the Extended Deadline or (ii) the first business day that is at least forty-five (45) calendar days after payment in full satisfaction of the order approving the avoidance and recovery of the transfer.

Dated: _____, 2014
Wilmington, Delaware

Respectfully submitted,

/s/ Stuart M. Brown
Stuart M. Brown (DE 4050)
DLA PIPER LLP (US)
1201 North Market Street, Suite 2100
Wilmington, Delaware 19801
Telephone: (302) 468-5700
Facsimile: (302) 394-2341
Email: stuart.brown@dlapiper.com

-and-

Richard A. Chesley (IL 6240877)
Matthew M. Murphy (IL 6257958)
Chun I. Jang (DE 4790)
DLA PIPER LLP (US)
203 N. LaSalle Street, Suite 1900
Chicago, Illinois 60601
Telephone: (312) 368-4000
Facsimile: (312) 236-7516
Email: richard.chesley@dlapiper.com
matt.murphy@dlapiper.com
chun.jang@dlapiper.com

ATTORNEYS FOR DEBTORS AND DEBTORS IN
POSSESSION