

**Exhibit 3**

**Ballot for Holders of GSO Deficiency Claims in Class 3b**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
 In re: : Chapter 11  
 :  
 Velti Inc., *et al.*,<sup>1</sup> : Case No. 13-12878 (PJW)  
 :  
 : (Jointly Administered)  
 Debtors. :  
 :  
 -----X

**INDIVIDUAL BALLOT FOR HOLDERS OF GSO DEFICIENCY CLAIMS**

By order dated April 10, 2014 (the "Disclosure Statement Order"), the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") approved the *Disclosure Statement for the Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* (the "Disclosure Statement"). Pursuant to the Disclosure Statement Order, Velti Inc., and certain of its affiliates (together, the "Debtors") are soliciting votes with respect to *The Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* (the "Proposed Plan") from the holders of certain impaired claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please contact the Debtors' counsel by telephone at (312) 368-7234 or by emailing jim.irving@dlapiper.com.

**THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF GSO DEFICIENCY CLAIMS AGAINST THE DEBTORS.**

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT FOR HOLDERS OF GSO DEFICIENCY CLAIMS IN CLASS 3b**

**You should review the Disclosure Statement and the Proposed Plan before you vote. You may wish to seek legal advice concerning the Proposed Plan and your classification and treatment under the Proposed Plan. Your claim has been placed in Class 3b under the Proposed Plan. The tabulation procedures for the Ballots can be found in Paragraph 22 of the Disclosure Statement Order.**

<sup>1</sup> 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.

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan.

**PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

2. The Proposed Plan will be accepted by Class 3b if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 3b voting on the Proposed Plan. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors, including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan, will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. To properly complete this Ballot, you must follow the procedures described below:
  - a. make sure to supply the information requested in **Item 1** below;
  - b. cast a vote to accept or reject the Proposed Plan by checking the appropriate box in **Item 2** below;
  - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing. You may be requested to provide satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
  - d. if you believe that you have received the wrong Ballot, please contact the Debtors' counsel by telephone at (312) 368-7234, or by emailing [jim.irving@dlapiper.com](mailto:jim.irving@dlapiper.com);
  - e. fill in all of the information sought under **Item 4** below including your name and mailing address;
  - f. sign and date your Ballot where indicated in **Item 4** below; and
  - g. return your Ballot, with an **original signature**, using the enclosed pre-addressed return envelope or by hand delivery or overnight courier to the Debtors' voting agent (the "**Voting Agent**") at the following address so that it is received no later than **May 20, 2014 at 5:00 p.m. (EDT)** (the "**Voting Deadline**"):

*By regular US Mail:*

BMC Group, Inc.  
Attn: Velti Inc. Vote Processing  
PO Box 3020

Chanhassen, MN 55317-3020

*By messenger or overnight delivery:*

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

**Ballots will NOT be accepted by e-mail, telecopy, facsimile, or other electronic means of transmission.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH THIS BALLOT, IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT, PROPOSED PLAN OR DISCLOSURE STATEMENT ORDER, OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' COUNSEL AT (312) 368-7234 OR BY EMAIL TO JIM.IRVING@DLAPIPER.COM. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. PLEASE ALSO NOTE THAT DEBTORS' COUNSEL IS NOT PERMITTED TO GIVE YOU LEGAL ADVICE REGARDING THE BALLOT.

**PLEASE COMPLETE THE FOLLOWING:**

**Item 1. Amount of GSO Deficiency Claims.** The undersigned hereby certifies that it holds GSO Deficiency Claims against the Debtors referenced below in the following amount:  
\$ \_\_\_\_\_.

**Item 2. Vote on the Proposed Plan.** The undersigned holder of GSO Deficiency Claims identified in Item 1 above hereby votes to:

**Check One Box Only**

**Accept the Proposed Plan**

**Reject the Proposed Plan**

**Item 3. Releases.** If you do not check the box below, you are consenting to grant the release provided for in Article IX.B. of the Plan.

**Check the box:  I do not wish to grant the releases described in Article IX.B. of the Plan.**

**Item 4. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement and the Proposed Plan, including all exhibits thereto, as well as notice of the hearing to consider

confirmation of the Proposed Plan. The undersigned certifies that (i) it is the holder of the GSO Deficiency Claims identified in Item 1 above as of the Voting Record Date and (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

**Print or Type Name of Claimant** \_\_\_\_\_  
**Social Security No./Federal Tax I.D. No.** \_\_\_\_\_  
**Street Address** \_\_\_\_\_  
\_\_\_\_\_  
**City, State and Zip Code** \_\_\_\_\_  
**Telephone Number** \_\_\_\_\_  
**Email Address** \_\_\_\_\_  
**Signature** \_\_\_\_\_  
**Name of Signatory (if different than claimant)** \_\_\_\_\_  
**If by Authorized Agent, Title of Agent** \_\_\_\_\_  
**Date Completed** \_\_\_\_\_

*Please check one or both of the below boxes, if the above address for the claimant is a change of address for the purpose(s) of:*

- future notice mailings; AND/OR*
- distribution payments*