

Exhibit 5

Notice of Non-Voting Status to Holders of Other Secured Claims in Class 2

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)

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: (Jointly Administered)

Debtors. :

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**NOTICE OF NON-VOTING STATUS TO
HOLDERS OF OTHER SECURED CLAIMS IN CLASS 2**

Approval of Disclosure Statement. 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”). The Disclosure Statement Order authorizes Velti Inc., and certain of its affiliates (together, the “Debtors”) to solicit votes to accept or reject *The Debtors’ Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* (the “Proposed Plan”).

The Disclosure Statement Order authorizes the Debtors to solicit votes to accept or reject the Proposed Plan, a copy of which is annexed as Exhibit A to the Disclosure Statement. Interested parties may review and download the Proposed Plan, Disclosure Statement, Disclosure Statement Order and related documents free of charge at <http://www.bmcgroup.com/velti>, or by requesting a paper copy by calling the Debtors’ counsel at (312) 368-7234 or by emailing jim.irving@dlapiper.com.

UNDER THE TERMS OF THE PROPOSED PLAN, YOUR CLAIM IS NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(f) OF THE BANKRUPTCY CODE, YOU (I) ARE DEEMED TO HAVE ACCEPTED THE PROPOSED PLAN AND (II) ARE NOT ENTITLED TO VOTE ON THE PROPOSED PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIMS, OR YOU WANT TO REQUEST A COPY OF THE PROPOSED PLAN AND

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.

DISCLOSURE STATEMENT, YOU SHOULD CONTACT THE DEBTORS' COUNSEL BY TELEPHONE AT (312) 368-7234 OR BY EMAIL TO JIM.IRVING@DLAPIPER.COM. PLEASE NOTE THAT THE DEBTORS' COUNSEL IS NOT PERMITTED TO GIVE LEGAL ADVICE TO YOU REGARDING THE PROPOSED PLAN.

Dated: _____, 2014
Wilmington, Delaware

Respectfully submitted,

/s/ Stuart M. Brown
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