



*Companies House*  
— for the record —

**AR01** (ef)

**Annual Return**



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*Company Name:* **Advanced Payment Solutions Limited**

*Company Number:* **04947027**

*Date of this return:* **29/10/2012**

*SIC codes:* **96090**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **6TH FLOOR  
ONE LONDON WALL  
LONDON  
UNITED KINGDOM  
EC2Y 5EB**

## Single Alternative Inspection Location (SAIL)

*The address for an alternative location to the company's registered office for the inspection of registers is:*

2 TEMPLE BACK EAST  
TEMPLE QUAY  
BRISTOL  
UNITED KINGDOM  
BS1 6EG

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*The following records have moved to the single alternative inspection location:*

Register of members (section 114)  
Register of directors (section 162)  
Register of secretaries (section 275)  
Records of resolutions and meetings (section 358)

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## Officers of the company

## *Company Secretary 1*

*Type:* **Person**  
*Full forename(s):* **ROBIN KEITH**

*Surname:* **DEAR**

*Former names:*

*Service Address:* **LEVEL 4 10 EASTCHEAP  
LONDON  
UNITED KINGDOM  
EC3M 1AJ**

*Company Director*    ***1***

*Type:*                                **Person**

*Full forename(s):*                **DONALD ROSS**

*Surname:*                         **DIXON**

*Former names:*

*Service Address:*                **LEVEL 4 10 EASTCHEAP  
LONDON  
UNITED KINGDOM  
EC3M 1AJ**

*Country/State Usually Resident:*    **UNITED STATES**

*Date of Birth:*    **19/08/1947**

*Nationality:*    **AMERICAN**

*Occupation:*    **DIRECTOR**

*Company Director* 2

*Type:* **Person**

*Full forename(s):* **JAMES GILBERT**

*Surname:* **JONES**

*Former names:*

*Service Address:* **LEVEL 4 10 EASTCHEAP  
LONDON  
UNITED KINGDOM  
EC3M 1AJ**

*Country/State Usually Resident:* **UNITED STATES**

*Date of Birth:* **19/09/1948**

*Nationality:* **AMERICAN**

*Occupation:* **INVESTOR**

*Company Director*    **3**

*Type:*                            **Person**

*Full forename(s):*            **SIMON TIMOTHY TALBOT**

*Surname:*                      **KNIGHT**

*Former names:*

*Service Address:*            **LEVEL 4 10 EASTCHEAP  
LONDON  
UNITED KINGDOM  
EC3M 1AJ**

*Country/State Usually Resident:*    **UNITED KINGDOM**

*Date of Birth:*    **19/03/1964**                            *Nationality:*    **BRITISH**

*Occupation:*    **COMPANY DIRECTOR**

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*Company Director* 4

*Type:* **Person**

*Full forename(s):* **RICHARD THOMAS**

*Surname:* **WAGNER**

*Former names:*

*Service Address:* **LEVEL 4 10 EASTCHEAP  
LONDON  
UNITED KINGDOM  
EC3M 1AJ**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **09/04/1964**

*Nationality:* **AMERICAN**

*Occupation:* **BANKING**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>361000</b>
		<i>Aggregate nominal value</i>	<b>361</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.001</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

UPON A SHOW OF HANDS EVERY HOLDER OF ORDINARY SHARES (BEING AN INDIVIDUAL ) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, SHALL HAVE ONE VOTE AND UPON A POLL, ONE VOTE FOR EVERY SHARE OF WHICH HE IS A REGISTERED HOLDER.

<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>469000</b>
		<i>Aggregate nominal value</i>	<b>469</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.053</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

UPON A SHOW OF HANDS EVERY HOLDER OF ORDINARY SHARES (BEING AN INDIVIDUAL ) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, SHALL HAVE ONE VOTE AND UPON A POLL, ONE VOTE FOR EVERY SHARE OF WHICH HE IS A REGISTERED HOLDER.

<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>119795</b>
		<i>Aggregate nominal value</i>	<b>119.795</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.45</b>
		<i>Amount unpaid per share</i>	<b>0</b>

### *Prescribed particulars*

UPON A SHOW OF HANDS EVERY HOLDER OF ORDINARY SHARES (BEING AN INDIVIDUAL ) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, SHALL HAVE ONE VOTE AND UPON A POLL, ONE VOTE FOR EVERY SHARE OF WHICH HE IS A REGISTERED HOLDER.

<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>20000</b>
		<i>Aggregate nominal value</i>	<b>20</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.751</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

UPON A SHOW OF HANDS EVERY HOLDER OF ORDINARY SHARES (BEING AN INDIVIDUAL ) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, SHALL HAVE ONE VOTE AND UPON A POLL, ONE VOTE FOR EVERY SHARE OF WHICH HE IS A REGISTERED HOLDER.

<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>4588</b>
		<i>Aggregate nominal value</i>	<b>4.588</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.95</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

UPON A SHOW OF HANDS EVERY HOLDER OF ORDINARY SHARES (BEING AN INDIVIDUAL ) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, SHALL HAVE ONE VOTE AND UPON A POLL, ONE VOTE FOR EVERY SHARE OF WHICH HE IS A REGISTERED HOLDER.

<b>Class of shares</b>	<b>SERIES A CONVERTIBLE PREFERRED</b>	<i>Number allotted</i>	<b>2040000</b>
		<i>Aggregate nominal value</i>	<b>2040</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.049</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

UPON A SHOW OF HANDS EVERY HOLDER OF SERIES A CONVERTIBLE PREFERRED SHARES (BEING AN INDIVIDUAL ) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, SHALL HAVE ONE VOTE AND UPON A POLL, ONE VOTE FOR EVERY SHARE OF WHICH HE IS A REGISTERED HOLDER. WHERE SERIES A CONVERTIBLE PREFERRED SHARES ARE ELIGIBLE FOR CONVERSION BUT HAVE YET TO BE CONVERTED, THE NUMBER OF VOTES UPON A POLL SHALL EQUAL THE NUMBER OF VOTES HAD SUCH CONVERSION TAKEN PLACE.

<b>Class of shares</b>	<b>SERIES B PREFERRED</b>	<i>Number allotted</i>	<b>170000</b>
		<i>Aggregate nominal value</i>	<b>170</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.58824</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

UPON A SHOW OF HANDS EVERY HOLDER OF SERIES B PREFERRED SHARES (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, SHALL HAVE ONE VOTE AND UPON A POLL, ONE VOTE FOR EVERY SHARE OF WHICH HE IS A REGISTERED HOLDER.

<b>Class of shares</b>	<b>SERIES C CONVERTIBLE PREFERRED</b>	<i>Number allotted</i>	<b>407996</b>
		<i>Aggregate nominal value</i>	<b>407.996</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>7.353</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

UPON A SHOW OF HANDS EVERY HOLDER OF SERIES C CONVERTIBLE PREFERRED SHARES (BEING AN INDIVIDUAL ) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, SHALL HAVE ONE VOTE AND UPON A POLL ONE VOTE FOR EVERY SHARE OF WHICH HE IS A REGISTERED HOLDER. WHERE SERIES C CONVERTIBLE PREFERRED SHARES ARE ELIGIBLE FOR CONVERSION BUT HAVE YET TO BE CONVERTED THE NUMBER OF VOTES UPON A POLL SHALL EQUAL THE NUMBER OF VOTES HAD SUCH CONVERSION TAKEN PLACE.

<b>Class of shares</b>	<b>SERIES D CONVERTIBLE PREFERRED</b>	<i>Number allotted</i>	<b>663631</b>
		<i>Aggregate nominal value</i>	<b>663.631</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>4.577</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

UPON A SHOW OF HANDS EVERY MEMBER (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE, SHALL HAVE ONE VOTE AND UPON A POLL ONE VOTE FOR EVERY SHARE OF WHICH HE IS A REGISTERED HOLDER. WHERE SERIES D CONVERTIBLE PREFERRED SHARES ARE ELIGIBLE FOR CONVERSION BUT HAVE YET TO BE CONVERTED, THE NUMBER OF VOTES UPON A POLL SHALL EQUAL THE NUMBER OF VOTES HAD SUCH CONVERSION TAKEN PLACE.

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## Statement of Capital (Totals)

<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>4256010</b>
		<i>Total aggregate nominal value</i>	<b>4256.01</b>

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## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 29/10/2012 or that had ceased to be shareholders since the made up date of the previous Annual Return

*A full list of shareholders for the company are shown below*

<i>Shareholding 1</i> <i>Name:</i>	<b>: 1938 ORDINARY shares held as at the date of this return</b> <b>MIRANDA JANE BALL</b>
<i>Shareholding 2</i> <i>Name:</i>	<b>: 840 ORDINARY shares held as at the date of this return</b> <b>DUNCAN BATCHELOR</b>
<i>Shareholding 3</i> <i>Name:</i>	<b>: 12918 ORDINARY shares held as at the date of this return</b> <b>GARY CHASE</b>
<i>Shareholding 4</i> <i>Name:</i>	<b>: 11090 ORDINARY shares held as at the date of this return</b> <b>STEVE COX</b>
<i>Shareholding 5</i> <i>Name:</i>	<b>: 125 ORDINARY shares held as at the date of this return</b> <b>AIMEE CURTIS</b>
<i>Shareholding 6</i> <i>Name:</i>	<b>: 188520 ORDINARY shares held as at the date of this return</b> <b>WILLIAM PAUL DARNELL</b>
<i>Shareholding 7</i> <i>Name:</i>	<b>: 118000 ORDINARY shares held as at the date of this return</b> <b>ROBIN DEAR</b>
<i>Shareholding 8</i> <i>Name:</i>	<b>: 1088 ORDINARY shares held as at the date of this return</b> <b>ANDREW FANNER</b>
<i>Shareholding 9</i> <i>Name:</i>	<b>: 878 ORDINARY shares held as at the date of this return</b> <b>REBECCA FREEBODY</b>
<i>Shareholding 10</i> <i>Name:</i>	<b>: 35084 ORDINARY shares held as at the date of this return</b> <b>PHILIP HARRISON</b>
<i>Shareholding 11</i> <i>Name:</i>	<b>: 400 ORDINARY shares held as at the date of this return</b> <b>MARK LIGHT</b>
<i>Shareholding 12</i>	<b>: 3725 ORDINARY shares held as at the date of this return</b>

*Name:* SARAH MAYALL

*Shareholding 13* : 14000 ORDINARY shares held as at the date of this return  
*Name:* ROBERT PAYNE

*Shareholding 14* : 10960 ORDINARY shares held as at the date of this return  
*Name:* LINCOLN ROBERTS

*Shareholding 15* : 467 ORDINARY shares held as at the date of this return  
*Name:* JONATHAN SECKER

*Shareholding 16* : 45500 ORDINARY shares held as at the date of this return  
*Name:* STEPHEN AND LINDA GALASSO TRUST

*Shareholding 17* : 30750 ORDINARY shares held as at the date of this return  
*Name:* THE JAMES G & MARIA F JONES REVOCABLE TRUST

*Shareholding 18* : 494000 ORDINARY shares held as at the date of this return  
*Name:* RICHARD THOMAS WAGNER

*Shareholding 19* : 4100 ORDINARY shares held as at the date of this return  
*Name:* STUART WOOLLEY

*Shareholding 20* : 13783 SERIES A CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* CHRIS CALLERO

*Shareholding 21* : 17229 SERIES A CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* DAVID CUST

*Shareholding 22* : 17229 SERIES A CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* RICHARD GORDON

*Shareholding 23* : 20676 SERIES A CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* THE JAMES G & MARIA F JONES REVOCABLE TRUST

*Shareholding 24* : 1877589 SERIES A CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* TRIDENT CAPITAL FUND VI LP

*Shareholding 25* : 72818 SERIES A CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* TRIDENT CAPITAL FUND VI PRINCIPALS FUND LLC

*Shareholding 26* : 20676 SERIES A CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* HATIM TYABJI

*Shareholding 27* : 170000 SERIES B PREFERRED shares held as at the date of this return

*Name:* THE JAMES G & MARIA F JONES REVOCABLE TRUST

*Shareholding 28* : 1654 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* CHRIS CALLERO

*Shareholding 29* : 2067 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* DAVID CUST

*Shareholding 30* : 2067 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* RICHARD GORDON

*Shareholding 31* : 26571 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* THE JAMES G & MARIA F JONES REVOCABLE TRUST

*Shareholding 32* : 346132 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* TRIDENT CAPITAL FUND VI LP

*Shareholding 33* : 13424 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* TRIDENT CAPITAL FUND VI PRINCIPALS FUND LLC

*Shareholding 34* : 2481 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* HATIM TYABJI

*Shareholding 35* : 13600 SERIES C CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* RICHARD THOMAS WAGNER

*Shareholding 36* : 1648 SERIES D CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* PAUL SCHOOLEY

*Shareholding 37* : 44956 SERIES D CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* THE JAMES G & MARIA F JONES REVOCABLE TRUST

*Shareholding 38* : 585561 SERIES D CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* TRIDENT CAPITAL FUND VI LP

*Shareholding 39* : 22709 SERIES D CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* TRIDENT CAPITAL FUND VI PRINCIPALS FUND LLC

*Shareholding 40* : 8757 SERIES D CONVERTIBLE PREFERRED shares held as at the date of this return  
*Name:* RICHARD THOMAS WAGNER

## *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.