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**STATE OF WASHINGTON  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
SECURITIES DIVISION**

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IN THE MATTER OF DETERMINING ) Order No.: S-15-1764-15-SC01  
Whether there has been a violation of the )  
Securities Act of Washington by: ) STATEMENT OF CHARGES AND NOTICE OF INTENT  
) TO ENTER ORDER TO CEASE AND DESIST, TO  
FlikMedia, Inc.; Flikdate, Inc.; Nicola "Nick" ) IMPOSE FINES AND TO CHARGE COSTS  
Bicanic; and Arben Kryeziu, )  
)  
Respondents. )

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**THE STATE OF WASHINGTON TO:** **FlikMedia, Inc.**  
**Flikdate, Inc.**  
**Nicola "Nick" Bicanic**  
**Arben Kryeziu**

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**STATEMENT OF CHARGES**

Please take notice that the Securities Administrator of the state of Washington has reason to believe that Respondents, FlikMedia, Inc.; Flikdate, Inc.; Nicola "Nick" Bicanic, and Arben Kryeziu, have each violated the Securities Act of Washington and that their violations justify the entry of an order of the Securities Administrator under RCW 21.20.390 against each to cease and desist from such violations and to charge costs, and under RCW 21.20.395 to impose a fine. The Securities Administrator finds as follows:

**TENTATIVE FINDINGS OF FACT**

Respondents

1. FlikMedia, Inc. ("FlikMedia") was incorporated in Nevada on July 29, 2009 under the name Go Green Directories, Inc. On January 15, 2014, Go Green Directories changed its name to Crossbox, Inc. On July 24, 2014, Crossbox changed its name to FlikMedia in a reverse merger with Flikdate, Inc. FlikMedia's principal executive offices are located at 905 Pacific Ave, Venice, CA 90291.

2. Flikdate, Inc. ("Flikdate") was incorporated in Delaware on November 28, 2012. Flikdate developed a dating software application called FlikDate. Flikdate's primary place of business was located in Kahului, HI.

3. Nick Bicanic is the Chief Executive Officer and Director of FlikMedia. Prior to the reverse merger, Bicanic was Chief Executive Officer of Flikdate.

4. Arben Kryeziu is the Chief Technology Officer of FlikMedia. Prior to the reverse merger, Kryeziu was the Chief Technology Officer of Flikdate.

Nature of the Offering

5. On or about January 17, 2013, Flikdate entered into a stock purchase agreement with one of its employees (hereinafter, "Employee"). Pursuant to this stock purchase agreement, Employee purchased 315,000 shares of unvested Flikdate common stock for \$31.50. Flikdate held the right to repurchase all of Employee's unvested shares.

1 6. Employee's shares vested at different intervals. The first 25% of Employee's shares vested at the time of the  
2 signing of the stock purchase agreement. The remaining 75% of Employee's shares vested at a rate of 2.0833% per  
3 completed month of continuous employment. On or about December 20, 2013, Employee stopped working for  
4 Flikdate. Employee vested an additional 22.92% for her 11 months of continued employment with Flikdate. By the  
5 time Employee resigned from Flikdate, Employee had vested a total of approximately 47.92% of her 315,000 shares  
of Flikdate stock, roughly 151,000 shares. These vested shares were no longer subject to Flikdate's right of  
repurchase.

6 7. On May 12, 2014, FlikMedia entered into an agreement and plan of merger with Flikdate. Around this time,  
7 Flikdate began to tidy up the ownership of Flikdate stock in preparation for the pending merger.

8 8. In or around May 2014, Bicanic sent a letter on behalf of Flikdate to Employee. Employee received this letter  
9 when she was a resident of Washington State. In this letter, Bicanic misrepresented to Employee that none of  
10 Employee's shares had vested. Bicanic told Employee that Flikdate was exercising its right to repurchase all 315,000  
11 of Employee's shares of Flikdate common stock for \$31.50. Bicanic enclosed with this letter a check signed by  
Kryeziu made payable to Employee for \$31.50. Bicanic misrepresented to Employee that she no longer held any  
stockholder rights.

12 9. Employee never cashed the check for \$31.50. Respondents failed to disclose to Employee that even if  
13 Employee did not accept the Respondents' offer to repurchase shares and cash the check for \$31.50, Respondents  
would still unilaterally force the repurchase of shares and strip the Employee of her vested stock.

14 10. On or about July 24, 2014, all outstanding shares of Flikdate common stock were exchanged for common  
15 stock of FlikMedia; each share of Flikdate common stock was exchanged for approximately 2.17 shares of FlikMedia  
16 common stock. Employee did not receive any FlikMedia stock from this merger.

17 Based upon the above Findings of Fact, the following Conclusions of Law are made:

18 **CONCLUSIONS OF LAW**

- 19 1. The vested and unvested stock as described above constitutes a security as defined in RCW 21.20.005(17).  
20 2. Respondents were in violation of RCW 21.20.010 when they unilaterally repurchased Employee's vested  
21 stock because in connection with the offer, sale, or purchase of any securities, Respondents engaged in a course of  
22 business which operated as a fraud or deceit upon Employee and Respondents made misstatements of material facts or  
omitted to state material facts necessary in order to make the statements made, in light of circumstances, under which  
they were made, not misleading.

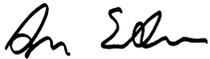


Signed and Entered this 10th day of December 2015.



William M. Beatty  
Securities Administrator

Approved by:



Suzanne Sarason  
Chief of Enforcement

Presented by:



Brian J. Guerard  
Financial Legal Examiner

Reviewed by:



Jack McClellan  
Financial Legal Examiner Supervisor