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8 **STATE OF WASHINGTON**
9 **DEPARTMENT OF FINANCIAL INSTITUTIONS**
10 **SECURITIES DIVISION**

11 IN THE MATTER OF DETERMINING) Order No.: S-15-1764-16-AG01
12 whether there has been a violation of the)
13 Securities Act of Washington by:) STIPULATION AND ORDER OF DISMISSAL AS TO
14 FlikMedia, Inc.; Flikdate, Inc.; Nicola "Nick") FLIKMEDIA, INC.; FLIKDATE, INC.; NICOLA
15 Bicanic; and Arben Kryeziu,) "NICK" BICANIC; AND ARBEN KRYEZIU
16 Respondents.)
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18 **I. STIPULATION**

19 On December 10, 2015, the Securities Administrator of the State of Washington issued Statement of
20 Charges and Notice of Intent to Enter Order to Cease and Desist, to Impose Fines, and to Charge Costs
21 Order Number S-15-1764-15-SC01, hereinafter referred to as "Statement of Charges." Respondents
22 FlikMedia, Inc.; Flikdate, Inc.; Nicola "Nick" Bicanic; and Arben Kryeziu each separately and timely
23 requested an adjudicative proceeding.

24 The dispute regarding the Statement of Charges was adjudicated before Administrative Law Judge
25 Lisa N. W. Dublin of the Washington State Office of Administrative Hearings. On December 1, 2016, Judge
Dublin issued an Initial Order that found the Department of Financial Institutions and the Washington State
Office of Administrative Hearings lack personal jurisdiction over all respondents and recommended a
dismissal of all charges against FlikMedia, Inc.; Flikdate, Inc.; Nicola "Nick" Bicanic; and Arben Kryeziu
as a matter of law.

1 Pursuant to RCW 34.05.464 and WAC 10-08-211, either party to the adjudicative proceeding has the
2 right to file a Petition for Review with the Director of the Department of Financial Institutions within twenty
3 (20) days of the date of service of the Initial Order. Neither party has filed a Petition for Review.

4 Respondents FlikMedia, Inc.; Flikdate, Inc.; Nicola "Nick" Bicanic; and Arben Kryeziu, and the
5 Department of Financial Institutions, Securities Division, by and through their attorneys of record, hereby
6 waive their right to file a Petition for Review of the Initial Order and to judicial review of this matter
7 pursuant to RCW 21.20.440 and Chapter 34.05 RCW, and stipulate to the following Order.

8 Signed by:
9 RYAN, SWANSON, & CLEVELAND, PLLC

10 /s/ _____ Date: 12/15/16
11 John A. Bender, WSBA #19540
12 Kristin Nealey Meier, WSBA #33562
13 Attorneys for Respondents

14 Signed by:
15 ROBERT W. FERGUSON
16 Attorney General

17 /s/ _____ Date: 12/15/16
18 Jong Lee, WSBA #38975
19 Assistant Attorney General
20 Attorney for Department of Financial Institutions

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II. ORDER

IT IS HEREBY ORDERED, that the above-captioned proceeding and all charges arising therefrom are hereby dismissed with prejudice with respect to Respondents FlikMedia, Inc.; Flikdate, Inc.; Nicola "Nick" Bicanic; and Arben Kryeziu for lack of jurisdiction.

SIGNED and ENTERED this 5th day of January 2017.



William M. Beatty
Securities Administrator

Presented by:

ROBERT W. FERGUSON
Attorney General

/s/

JONG LEE, WSBA #38975
Assistant Attorney General
Attorney for Department of Financial Institutions

Approved as to form

RYAN, SWANSON, AND CLEVELAND, PLLC

/s/

John A. Bender, WSBA#19540
Kristin Nealey Meier, WSBA #33562
Attorney for Respondents

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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

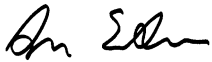
- 19 1. The vested and unvested stock as described above constitutes a security as defined in RCW 21.20.005(17).
20 2. Respondents were in violation of RCW 21.20.010 when they unilaterally repurchased Employee's vested
21 stock because in connection with the offer, sale, or purchase of any securities, 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