



Companies House
— for the record —

AR01 (ef)

Annual Return



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Company Name: **MUZICALL LIMITED**

Company Number: **04964271**

Date of this return: **17/12/2011**

SIC codes: **61900**

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

Situation of Registered Office: **1ST FLOOR
BALFOUR HOUSE 46-54 GREAT TITCHFIELD STREET
LONDON
W1W 7QA**

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **ADRIEN**

Surname: **BULL**

Former names:

Service Address: **KEVANDRA HOUSE LITTLE HALLINGBURY
BISHOP'S STORTFORD
HERTFORDSHIRE
CM22 7PX**

Company Director 1

Type: **Person**
Full forename(s): **PATRICK**

Surname: **ALLAINGUILLAUME**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **FRANCE**

Date of Birth: **29/04/1962** Nationality: **FRENCH**

Occupation: **CEO CHIEF EXECUTIVE OFFICER**

Company Director 2

Type: **Person**

Full forename(s): **JEAN-JACQUES**

Surname: **BERTRAND**

Former names:

Service Address: **2 RUE FLECHER
PARIS
75009
FRANCE**

Country/State Usually Resident: **FRANCE**

Date of Birth: **07/01/1953** *Nationality:* **FRENCH**

Occupation: **VENTURE CAPITALIST**

Company Director **3**

Type: **Person**

Full forename(s): **MR VIKRANT**

Surname: **BHARGAVA**

Former names:

Service Address: **41 CORMORANT WHARF
QUEENS WAY QUAY
GIBRALTAR
GIBRALTAR**

Country/State Usually Resident: **GIBRALTAR**

Date of Birth: **14/12/1972** *Nationality:* **INDIAN**

Occupation: **INVESTOR**

Company Director 4

Type: **Person**

Full forename(s): **JEAN**

Surname: **BOURCEREAU**

Former names:

Service Address: **5/7 RUE DE MONTESSUY
75007
PARIS
FRANCE**

Country/State Usually Resident: **FRANCE**

Date of Birth: **27/07/1971** *Nationality:* **FRENCH**

Occupation: **VENTURE CAPITALIST**

Company Director **5**

Type: **Person**

Full forename(s): **CHRISTOPHER STEPHEN**

Surname: **BURKE**

Former names:

Service Address: **GREENMARSH FARM BIX
HENLEY ON THAMES
OXON
UNITED KINGDOM
RG9 4RY**

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

Date of Birth: **03/07/1960**

Nationality: **BRITISH/CANADIAN**

Occupation: **COMPANY DIRECTOR**

Company Director **6**

Type: **Person**
Full forename(s): **ANTTI SEPPO**

Surname: **KOKKINEN**

Former names:

Service Address: **HAARNISKAKUJA 4A**
 ESPOO
 02610
 FINLAND
 FOREIGN

Country/State Usually Resident: **FINLAND**

Date of Birth: **01/02/1964** *Nationality:* **FINNISH**
Occupation: **VENTURE CAPITALIST**

Company Director 7

Type: **Person**

Full forename(s): **SIGURDUR**

Surname: **SAEVARSSON**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **NORTHERN IRELAND**

Date of Birth: **24/12/1971**

Nationality: **ICELANDIC**

Occupation: **VENTURE CAPITALIST**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	5066574
		<i>Aggregate nominal value</i>	50665.74
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0.204547

Prescribed particulars

DIVIDEND RIGHTS SUBJECT TO THE PRIOR RIGHTS OF HOLDERS OF SERIES B PREFERRED SHARES AND SERIES A PREFERRED SHARES AT THE TIME OUTSTANDING HAVING PRIOR RIGHTS AS TO DIVIDENDS, THE HOLDERS OF THE ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE, WHEN, AS AND IF DECLARED BY THE BOARD OF DIRECTORS, OUT OF ANY ASSETS OF MUZICALL LIMITED LEGALLY AVAILABLE THEREFOR, ANY DIVIDENDS AS MAY BE DECLARED FROM TIME TO TIME BY THE BOARD OF DIRECTORS. LIQUIDATION RIGHTS UPON THE LIQUIDATION, DISSOLUTION OR WINDING UP OF MUZICALL LIMITED, THE ASSETS OF THE COMPANY SHALL BE DISTRIBUTED FIRST TO HOLDERS OF SERIES B PREFERRED SHARES, NEXT TO HOLDERS OF SERIES A PREFERRED SHARES AND LASTLY TO HOLDERS OF ORDINARY SHARES WHO SHALL RECEIVE AN AMOUNT PER SHARE EQUAL TO THE ORIGINAL ISSUE PRICE PAID TO MUZICALL LIMITED FOR SUCH ORDINARY SHARES. REDEMPTION THE ORDINARY SHARES ARE NOT REDEEMABLE AT THE OPTION OF THE HOLDER THEREOF. VOTING RIGHTS THE HOLDER OF EACH ORDINARY SHARE SHALL HAVE THE RIGHT TO ONE VOTE FOR EACH SUCH SHARE ON A POLL. THE HOLDERS OF OUTSTANDING ORDINARY SHARES SHALL BE ENTITLED TO ELECT TWO (2) DIRECTORS OF MUZICALL LIMITED, ONE OF WHOM SHALL BE THE CHIEF EXECUTIVE OFFICER OF THE COMPANY.

Class of shares	SERIES A PREFERRED	<i>Number allotted</i>	3200000
		<i>Aggregate nominal value</i>	32000
<i>Currency</i>	GBP	<i>Amount paid</i>	1.25
		<i>Amount unpaid</i>	0

Prescribed particulars

DIVIDEND PROVISIONS AFTER PAYMENT OF DIVIDENDS TO THE HOLDERS OF SERIES B PREFERRED SHARES, THE HOLDERS OF SERIES A PREFERRED SHARES SHALL BE ENTITLED TO RECEIVE DIVIDENDS PRIOR AND IN PREFERENCE TO ANY DECLARATION OR PAYMENT OF ANY DIVIDEND ON THE ORDINARY SHARES, PAYABLE WHEN, AS AND IF DECLARED BY THE BOARD OF DIRECTORS. LIQUIDATION PREFERENCE IN THE EVENT OF A SALE, LIQUIDATION, DISSOLUTION OR WINDING-UP OF MUZICALL LIMITED, UPON COMPLETION OF THE DISTRIBUTION TO HOLDERS OF SERIES B PREFERRED SHARES, EACH HOLDER OF SERIES A PREFERRED SHARES SHALL BE ENTITLED TO RECEIVE AN AMOUNT PER SHARE EQUAL TO THE ORIGINAL PURCHASE PRICE OF THE SERIES A PREFERRED SHARES, PLUS DECLARED BUT UNPAID DIVIDENDS ON SUCH SHARE. REDEMPTION THE SERIES A PREFERRED SHARES ARE NOT REDEEMABLE AT THE OPTION OF THE HOLDER THEREOF. CONVERSION SERIES A PREFERRED SHARES SHALL BE CONVERTIBLE, AT THE OPTION OF THE HOLDER THEREOF OR, IN SOME CIRCUMSTANCES, AUTOMATICALLY, INTO SUCH NUMBER OF FULLY PAID ORDINARY SHARES AS IS DETERMINED BY A CALCULATION IN ACCORDANCE WITH THE ORIGINAL SUBSCRIPTION PRICE FOR THE SERIES A PREFERRED SHARES. VOTING RIGHTS EACH HOLDER OF SERIES A PREFERRED SHARES SHALL HAVE THE RIGHT TO ONE VOTE FOR EACH ORDINARY SHARE INTO WHICH THE SERIES A PREFERRED SHARES COULD BE CONVERTED. WITH RESPECT TO SUCH VOTE, SUCH HOLDER SHALL HAVE FULL VOTING RIGHTS AND POWERS EQUAL TO THE VOTING RIGHTS AND POWERS OF THE HOLDERS OF ORDINARY SHARES. AS LONG AS ANY SERIES A PREFERRED SHARES ARE OUTSTANDING, THE HOLDERS OF SUCH SERIES A PREFERRED SHARES SHALL BE ENTITLED TO ELECT TWO (2) DIRECTORS OF THE COMPANY AND TO REMOVE THE SAME AND REAPPOINT OTHERS IN THEIR PLACE. PROTECTIVE PROVISIONS THE SERIES A PREFERRED SHARES HAVE ATTACHED TO THEM PROVISIONS TO PROTECT THE RIGHTS OF THE HOLDERS THEREOF.

Class of shares	SERIES B PREFERRED	<i>Number allotted</i>	52769181
		<i>Aggregate nominal value</i>	527691.81
<i>Currency</i>	GBP	<i>Amount paid</i>	0.2589
		<i>Amount unpaid</i>	0

Prescribed particulars

DIVIDEND PROVISIONS THE HOLDERS OF SERIES B PREFERRED SHARES SHALL BE ENTITLED TO RECEIVE DIVIDENDS PRIOR AND IN PREFERENCE TO ANY DECLARATION OR PAYMENT OF ANY DIVIDEND ON THE SERIES A PREFERRED SHARES AND THE ORDINARY SHARES, PAYABLE WHEN, AS AND IF DECLARED BY THE BOARD OF DIRECTORS. LIQUIDATION PREFERENCE IN THE EVENT OF A SALE, LIQUIDATION, DISSOLUTION OR WINDING-UP OF MUZICALL LIMITED, THE HOLDERS OF SERIES B PREFERRED SHARES SHALL BE ENTITLED TO RECEIVE, PRIOR AND IN PREFERENCE TO ANY DISTRIBUTION TO THE HOLDERS OF SERIES A PREFERRED SHARES AND ORDINARY SHARES BY REASON OF THEIR OWNERSHIP THEREOF, AN AMOUNT PER SHARE EQUAL TO THE ORIGINAL PURCHASE PRICE OF THE SERIES B PREFERRED SHARES, PLUS DECLARED BUT UNPAID DIVIDENDS ON SUCH SHARE. REDEMPTION THE SERIES B PREFERRED SHARES ARE NOT REDEEMABLE AT THE OPTION OF THE HOLDER THEREOF. CONVERSION SERIES B PREFERRED SHARES SHALL BE CONVERTIBLE, AT THE OPTION OF THE HOLDER THEREOF OR, IN SOME CIRCUMSTANCES, AUTOMATICALLY, INTO SUCH NUMBER OF FULLY PAID ORDINARY SHARES AS IS DETERMINED BY A CALCULATION IN ACCORDANCE WITH THE ORIGINAL SUBSCRIPTION PRICE FOR THE SERIES B PREFERRED SHARES. VOTING RIGHTS EACH HOLDER OF SERIES B PREFERRED SHARES SHALL HAVE THE RIGHT TO ONE VOTE FOR EACH ORDINARY SHARE INTO WHICH THE SERIES B PREFERRED SHARES COULD BE CONVERTED. WITH RESPECT TO SUCH VOTE, SUCH HOLDER SHALL HAVE FULL VOTING RIGHTS AND POWERS EQUAL TO THE VOTING RIGHTS AND POWERS OF THE ORDINARY SHARES. AS LONG AS ANY SERIES B PREFERRED SHARES ARE OUTSTANDING, THE HOLDERS OF SUCH SERIES B PREFERRED SHARES SHALL BE ENTITLED TO ELECT TWO (2) DIRECTORS OF THE COMPANY AND TO REMOVE THE SAME AND REAPPOINT OTHERS IN THEIR PLACE. PROTECTIVE PROVISIONS THE SERIES B PREFERRED SHARES HAVE ATTACHED TO THEM PROVISIONS TO PROTECT THE RIGHTS OF HOLDERS THEREOF.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	61035755
		<i>Total aggregate nominal value</i>	610357.55

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 17/12/2011 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>	: 250000 ORDINARY shares held as at the date of this return CH2M HILL
<i>Shareholding 2</i> <i>Name:</i>	: 141400 ORDINARY shares held as at the date of this return BRIAN COONEY
<i>Shareholding 3</i> <i>Name:</i>	: 861200 ORDINARY shares held as at the date of this return RICHARD JACKSON
<i>Shareholding 4</i> <i>Name:</i>	: 20800 ORDINARY shares held as at the date of this return ANDREW MACDONALD
<i>Shareholding 5</i> <i>Name:</i>	: 52000 ORDINARY shares held as at the date of this return MIKE REA
<i>Shareholding 6</i> <i>Name:</i>	: 31200 ORDINARY shares held as at the date of this return MICHAEL TAYLOR
<i>Shareholding 7</i> <i>Name:</i>	: 502200 ORDINARY shares held as at the date of this return JEFF OWEN
<i>Shareholding 8</i> <i>Name:</i>	: 2185400 ORDINARY shares held as at the date of this return MARK COLLINS
<i>Shareholding 9</i> <i>Name:</i>	: 160000 ORDINARY shares held as at the date of this return ROLAND MCGUIRE
<i>Shareholding 10</i> <i>Name:</i>	: 80000 ORDINARY shares held as at the date of this return AIDEN DUDDY
<i>Shareholding 11</i> <i>Name:</i>	: 40000 ORDINARY shares held as at the date of this return LESLIE STAFFORD
<i>Shareholding 12</i> <i>Name:</i>	: 20000 ORDINARY shares held as at the date of this return LINDA MCGUIRE
<i>Shareholding 13</i>	: 20000 ORDINARY shares held as at the date of this return

Name: PAUL FOLGER

Shareholding 14 : 16000 ORDINARY shares held as at the date of this return
Name: ANDREW TAN

Shareholding 15 : 12000 ORDINARY shares held as at the date of this return
Name: JM FINN

Shareholding 16 : 8000 ORDINARY shares held as at the date of this return
Name: BEN SIMONS

Shareholding 17 : 8000 ORDINARY shares held as at the date of this return
Name: PETER OWEN

Shareholding 18 : 4000 ORDINARY shares held as at the date of this return
Name: PHILIP ROWAN

Shareholding 19 : 4000 ORDINARY shares held as at the date of this return
Name: KEVIN CONSTABLE

Shareholding 20 : 40625 ORDINARY shares held as at the date of this return
Name: BARRY COGHLAN

Shareholding 21 : 92563 ORDINARY shares held as at the date of this return
Name: JULIE BRET LAND

Shareholding 22 : 19500 ORDINARY shares held as at the date of this return
Name: JULIE GIBSON

Shareholding 23 : 247300 ORDINARY shares held as at the date of this return
Name: AM LAND LIMITED

Shareholding 24 : 51250 ORDINARY shares held as at the date of this return
Name: JACOB DAYAN

Shareholding 25 : 15000 ORDINARY shares held as at the date of this return
Name: JENNIE RAINSFORD

Shareholding 26 : 10000 ORDINARY shares held as at the date of this return
Name: STEVEN CAMPFIELD

Shareholding 27 : 10000 ORDINARY shares held as at the date of this return
Name: NEELAM CHOHAN

Shareholding 28 : 10000 ORDINARY shares held as at the date of this return

Name: PHILIP BIRD

Shareholding 29 : 45000 ORDINARY shares held as at the date of this return
Name: JULIAN SWALLOW

Shareholding 30 : 53625 ORDINARY shares held as at the date of this return
Name: SIVAN PORAT

Shareholding 31 : 18750 ORDINARY shares held as at the date of this return
Name: VIDEL BAR-KAR

Shareholding 32 : 5416 ORDINARY shares held as at the date of this return
Name: YARON GUR ARI

Shareholding 33 : 2916 ORDINARY shares held as at the date of this return
Name: FLORYNE COHEN

Shareholding 34 : 3540 ORDINARY shares held as at the date of this return
Name: KAYT MANN

Shareholding 35 : 9897 ORDINARY shares held as at the date of this return
Name: DALIT YOGEV

Shareholding 36 : 4372 ORDINARY shares held as at the date of this return
Name: KEREN SEGEV

Shareholding 37 : 4998 ORDINARY shares held as at the date of this return
Name: AVI BUZAGLO

Shareholding 38 : 5622 ORDINARY shares held as at the date of this return
Name: YARON YOGODA

Shareholding 39 : 21915389 SERIES B PREFERRED shares held as at the date of this return
Name: BLUERUN VENTURES, LP

Shareholding 40 : 6980237 SERIES B PREFERRED shares held as at the date of this return
Name: BRU II VENTURE CAPITAL FUND, SCA, SICAR

Shareholding 41 : 9901535 SERIES B PREFERRED shares held as at the date of this return
Name: ETMP III FCPR

Shareholding 42 : 1738234 SERIES B PREFERRED shares held as at the date of this return
Name: GP BULLHOUND SIDECAR FUND LP

Shareholding 43 : 2329483 SERIES B PREFERRED shares held as at the date of this return

Name: **BENTWORTH HOLDINGS LIMITED**

Shareholding 44 : **9904303 SERIES B PREFERRED shares held as at the date of this return**

Name: **FCPR VENTECH CAPITAL III**

Shareholding 45 : **2600000 SERIES A PREFERRED shares held as at the date of this return**

Name: **BLUERUN VENTURES, LP**

Shareholding 46 : **600000 SERIES A PREFERRED shares held as at the date of this return**

Name: **BRU II VENTURE CAPITAL FUND, SCA, SICAR**

Authorisation

Authenticated

This form was authorised by one of the following:

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