



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

May 30, 2013

Via E-mail

Alessandro Sodi  
Chief Executive Officer  
Diligent Board Member Services, Inc.  
39 West 37<sup>th</sup> Street, 8<sup>th</sup> Floor  
New York, NY 10018

**Re: Diligent Board Member Services, Inc.  
Revised Preliminary Proxy Statement on Schedule 14A  
Filed May 24, 2013  
File No. 000-53205**

Dear Mr. Sodi:

We have reviewed your revised proxy statement and response letter and have the following comment.

Proposal Four, Ratification of our Past Board Remuneration, page 35

1. In response to prior comment 3 of our letter dated May 17, 2013, you state that ratification of past board remuneration will not cure the identified breach of the NZSX rules and may result in fines being issued against the Company. Please revise your proxy statement to disclose this information.

Please contact Ivan Griswold, Staff Attorney, at (202) 551-3853 or, in his absence, me at (202) 551-3457 with any questions. If you require further assistance, please contact Barbara C. Jacobs at (202) 551-3735.

Sincerely,

/s/ Maryse Mills-Apenteng

Maryse Mills-Apenteng  
Special Counsel

cc: Via E-mail  
Marita A. Makinen, Esq.  
Lowenstein Sandler LLP