

MEMORANDUM

TO: File

FROM: Shaheen Haji Zuver
Special Counsel
Office of the Chief Counsel, Division of Trading and Markets
U.S. Securities and Exchange Commission

RE: Meeting with Representatives from Cmp.ly

DATE: June 12, 2013

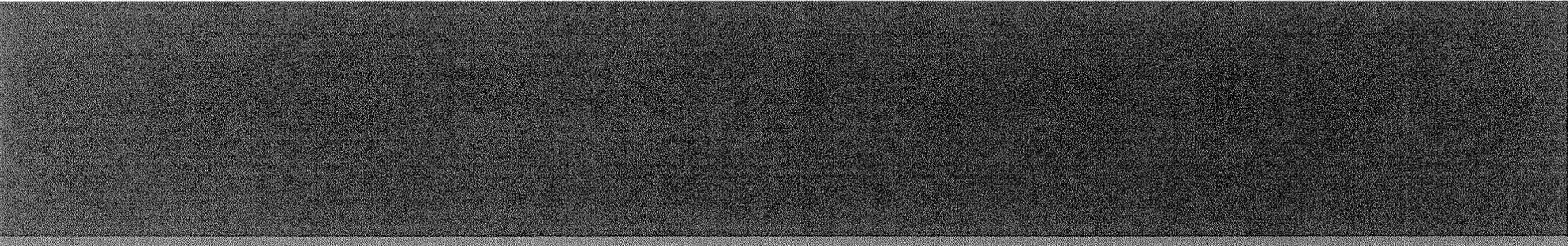
On June 12, 2013, Commission staff met with representatives from Cmp.ly to discuss issues regarding the implementation of Title III of the Jumpstart Our Business Startups Act.

The following Commission representatives participated in the meeting: Leila Bham, Timothy White, Shaheen Zuver, Jordan Friedland and Alexander Zozos from the Division of Trading and Markets; Sebastian Gomez Abero and Jessica Dickerson, from the Division of Corporation Finance.

The following Cmp.ly representatives participated in the meeting: Tom Chernaik, Chief Executive Officer, and Brian Knight, Chief Operating Officer.

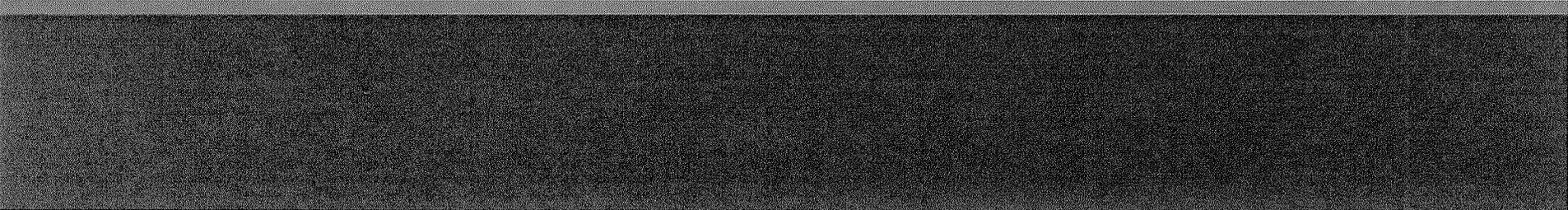
The meeting materials provided by the Cmp.ly representatives are attached.

Attachment



CMP.LY

Presentation to the SEC
June, 2013



Introduction

CMP.LY

CMP.LY

- CMP.LY (pronounced “comply”) offers commercial solutions to gather intelligence and manage risk in social and digital channels
- Leading companies use our products to power a broad range of programs, from enterprise-wide, cross-platform monitoring to one hour Twitter contests – and everything in between.

COMMANDPOST

- Our proprietary platform to manage, monitor and measure social programs
- Available in Oversight, Insight or Combined implementations



Our Value

Addressing the big challenges in social media marketing:

- Visibility: *who* is actually doing *what* in *which* channels?
- Independence: are we *restricted* by use, location, content or app?
- Scale: how can we *grow* the size and/or number of our programs?
- Optimization: how can we *improve* the ROI of our programs?
- Risk Mitigation: real time, do we know if we are *compliant*?

**We make social media programs
effective, accountable and scalable**

Roots in Compliance

CMP.LY

A comprehensive advocate management platform

- Dynamically filterable, program-specific metrics
- Concrete performance data beyond the initial audience
- Universal applicability: not tied to an app, content, location or use
- The only system for disclosure & compliance in social media
- Documentation, content archive and audit trail

**Providing a complete view of what employees
and/or affiliates are (and are not) doing**

CommandPost in Context

CMP.LY

- **FTC .Com Disclosure update**
 - Guidance on social and mobile disclosure
 - Significant detail on use of technology
 - If disclosure does not fit in message, do not use platform
- **SEC Report on Netflix / update on Regulation FD**
 - Guidance for the use of social media as official channels
 - Same level of scrutiny applies as in other media
 - Follow 2008 guidance on electronic channels
- **FFIEC draft guidance to commercial banks**
 - Include same disclosures required in other media
 - Implement monitoring technology



Use Cases

- Measurement, management and compliance for nearly any social initiative

- Influencer and advocate networks
- Ambassador programs
- Affiliate networks
- Contests and promotions
- Corp Comm
- IR
- Employee programs

The image shows a collage of social media posts:

- Ingrid Influencer:** "ACME's new line of widgets are easy to use. Great colors too! sponsored-po.st/AbC789" (4 hours ago)
- Adam Advocate:** "One of the perks of being an ACME Ambassador is that I got to try the new widget today. I love it so far - more reports later!" (26 minutes ago)
- Adam Advocate:** "Check out ACME's new line of widgets. I've tried them for a few days now and really dig the new design. http://sponsored-po.st/jkl678" (26 minutes ago)
- Bob Blogger:** "Don't forget ACME March Madness sweeps start on Tues. \$10K to the winner! rul.es/6e4c2a" (includes Follow button)
- ACME:** "Stay tuned for our year-end earnings report next week" (4 hours ago)
- Earl Employee:** "Check out the new widget ACME launched this week. It's easy to use and I love the slim design. employee-po.st/6e4c2a" (includes Reply, Retweet, Favorite, More buttons)

Key Considerations

	Regulatory & Oversight	Management	Measurement
Corp Com PR IR	<ul style="list-style-type: none"> • SM policies, process & guidelines • Disclosure requirements <ul style="list-style-type: none"> - disclosures - disclaimers - offer terms, etc. 	<ul style="list-style-type: none"> • Manage at scale • Searchable content archive • Recordkeeping • Admin notes 	<ul style="list-style-type: none"> • Content/message performance • Consolidated reporting <ul style="list-style-type: none"> - across platforms - across branded channels
Employee Advocacy	<ul style="list-style-type: none"> • SM policies, process & guidelines • Disclosure & monitoring requirements • Privacy considerations • Truthfulness/Accuracy • Confidential/Insider information 	<ul style="list-style-type: none"> • Manage at scale • Network communications • Searchable content archive • Recordkeeping • Admin notes 	<ul style="list-style-type: none"> • Organic vs. canned content • Individual performance • Consolidated reporting <ul style="list-style-type: none"> - across platforms - across individuals • Evaluate/Segment/Optimize • Location independent
Third-Party Influencers	<ul style="list-style-type: none"> • SM policies, process & guidelines • Disclosure & monitoring requirements • Truthfulness/Accuracy • Third party platform/agency partner policies & compliance 	<ul style="list-style-type: none"> • Manage at scale • Network communications • Searchable content archive • Communications • Recordkeeping • Admin notes 	<ul style="list-style-type: none"> • Organic vs. canned content • Individual performance • Consolidated reporting <ul style="list-style-type: none"> - across platforms - across individuals • Evaluate/Segment/Optimize • Platform & content independent

#SocialDoneRight

CMP.LY

COMMANDPOST

Acme Widget Promo: Dashboard

Program Activity

1. Isolate program-specific data

2. Apply dynamic filters

3. Track across all platforms (including closed networks)

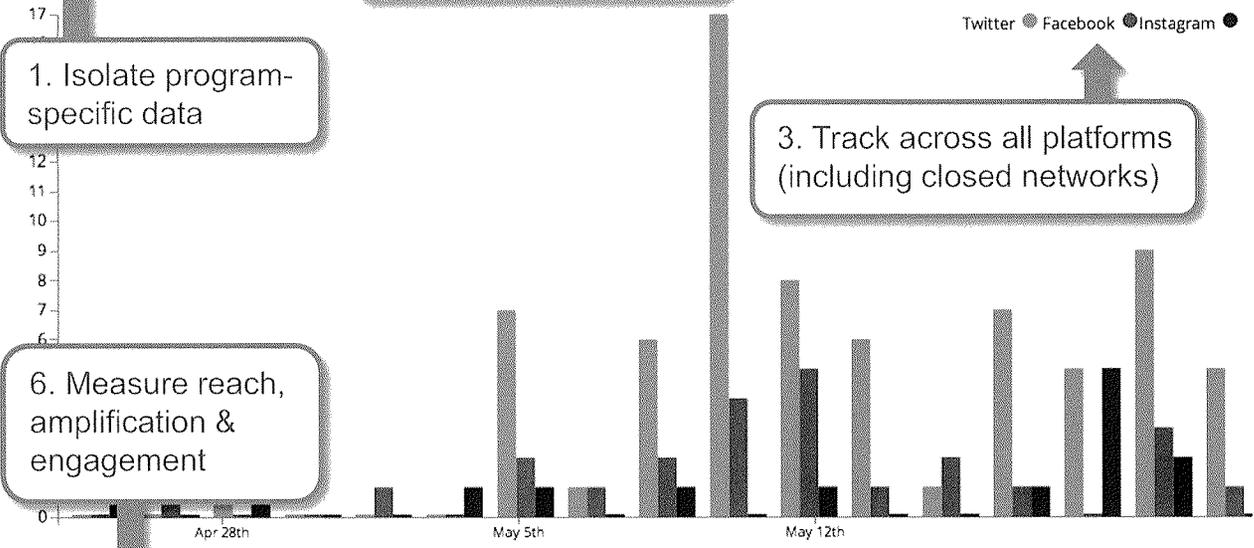
4. Detect potential risks

6. Measure reach, amplification & engagement

5. Monitor advocate participation

8. Identify top performing content, platforms & individuals

7. Gain visibility on viral performance



CommandPost Dashboard - Acme Widget Promo - Dashboard

Program Alerts Manage All

12
Open Alerts

Jane Smith posted (without disclosing) Facebook update. 8 days ago

Participation

409 of 500 eligible participants were active from **April 27th through May 14th, 2013.**

81.8% participation

Activity by Platform

- Twitter: 76
- Facebook: 24
- Instagram: 17
- LinkedIn: 0
- Google+: 0
- Twitter: 0
- YouTube: 0
- RSS: 0

	via Program Participants	via Shared Content	Top Participant
Content Generated	117 ^{+1571%}	1,223 ^{+32%}	John Doe: 38
Audience Reached	15,531 ^{+5%}	27,117 ^{-42%}	Annie Brown: 33.7k
Impressions Generated	653,663 ^{+337%}	463,797 ^{+121%}	Jane Smith: 320.3k
Engagement/Responses	53 ^{-7%}		Jane Smith: 49

Monitoring Health 100% Need Help?

The CMP.LY Disclosure Standard



- Disclosure:

- 1) In the message
URLs for text-based networks; badges for visual platforms



DISCLOSURE: RULES

There are rules, terms, and/or conditions associated with a contest, sweepstakes, giveaway, or other promotion described in this message.

[Click here to learn more.](#)

- 2) With the content
(optional) our URLs also function as link shorteners to frame the destination page

DISCLOSURE: RULES

ACME INC.

ACME's March Madness Sweeps is open to eligible participants. For sweepstakes entry, please fill out a bracket. No purchase necessary. The sweepstakes will end on March 31, 2013 Full Disclosure

DO YOU HAVE THE BEST BRACKET IN TOWN?

2013 March Madness Bracket Printable Bracket Sheet

Midwest Indianapolis, IN

Final Four Atlanta, GA San Francisco, CA

South Arlington, TX

- 3) On its own page
we host the full disclosure text on its own page

DISCLOSURE: RULES

The author of the message that directed you to this page would like to inform you of rules, terms, and/or conditions associated with a contest, sweepstakes, giveaway, or other special offer described in that message.

ACME March Madness Sweeps

DISCLOSURE INFORMATION

ACME

How to Enter

Message ACME on Facebook, Twitter, or LinkedIn. ACME will randomly select one winner from all entries received by the deadline. The winner will receive a \$10,000 cash prize. ACME is not responsible for any taxes or other legal obligations associated with the prize. ACME is not responsible for any damages or losses incurred by the winner. ACME is not responsible for any other legal obligations associated with the prize. ACME is not responsible for any other legal obligations associated with the prize.

Official Rules

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DISCLOSURE EMPLOYEE

CMP.LY/E

SOON AVAILABLE ON CMP.LY

The author of the message that directed you to this page would like to inform you that he or she is an employee of a person, company, or organization related to that message and/or is required to make this disclosure in compliance with a corporate social media policy.

ACME Employee Disclosure

DISCLOSURE INFORMATION

The following parties disclosed this information.

Earl Employee

ACME Corporate

Full Disclosure Text

I am an employee of ACME and, as such, I may share content or news about ACME with my network. All opinions are my own.

SOON AVAILABLE ON **CMP.LY**

Follow **CMP.LY**



CMP.LY

CommandPost Oversight provides global oversight and audit across all official social media activities for social marketing compliance. We give you the tools to create compliant programs and address potential problems, all from a single dashboard:

- **CMP.LY Disclosures**: The only system for including “fine print” in social media to deliver contest rules, regulated industry disclaimers, relationship disclosures – whatever you need to keep your content compliant with government regulations and internal policies.
- **Automated Monitoring**: Real-time tracking of everything published by your network from any device on every public channel (owned or 3rd party) for every campaign, filtered in- and out-of-program to generate compliance alerts and enable easy post review.
- **Documented Audit Trail**: A complete, independent record of all activity in every program, including but not limited to: policy notification, participant acceptance, disclosure creation, content delivery, compliance alerting and remedial actions taken.

CommandPost Insight provides centralized reporting across all programs, channels and brand teams for social marketing intelligence. It doesn't matter whether you're distributing content or running a contest, using your own corporate channels or leveraging third party advocates and influencers – we give you the tools to track success and make impactful changes, all from a single dashboard:

- **Centralized Reporting:** A master view of all your programs, both internal and external, run by you or your agencies, gathered in one place.
- **Program-Specific Analytics:** Granular, real-time data on reach, amplification and engagement for all your programs, providing actionable data on which campaigns, platforms, participants, content and tactics were most successful.
- **Content Archive:** A dynamically searchable history of all the content generated (both in and out of program) across all your owned, rented and borrowed channels that can be used to generate custom reports, mine business intelligence and benchmark your campaigns
- **Unified Social Personas:** Individual, identifiable profiles for each of your advocates that consolidate all their activities across all their accounts on every platform.

CMP.LY

CMP.LY[®]

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