

BLUE CALYPSO, INC.
Form S-1
November 19, 2013

As filed with the Securities and Exchange Commission on November 19, 2013

Registration No. 333-_____

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BLUE CALYPSO, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

8200

(Primary Standard Industrial
Classification Code Number)

20-8610073

(I.R.S. Employer
Identification No.)

**1911 North Dallas Parkway, Suite 200
Dallas, TX 75287
(972) 695-4776**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**William Ogle, Chief Executive Officer
Blue Calypso, Inc.
1911 North Dallas Parkway, Suite 200
Dallas, TX 75287
(972) 695-4776**

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies of all communications, including communications set to agent for service, should be sent to:

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Tel. (609) 895-6719

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Approximate date of commencement of proposed sale to the public:

As soon as practicable after this Registration Statement becomes effective.

If any securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting
company)

Smaller reporting company

(i) Title of each class of securities to be registered	Amount to be Registered ⁽¹⁾	Proposed maximum offering price per share			Amount of registration fee
		offerings	maximum aggregate offering price	maximum	
Common Stock, \$0.0001 par value per share issuable upon exercise of warrants	20,491,164	\$ 0.17	(2)\$ 3,483,497.88	\$ 448.67	
Common Stock, \$0.0001 par value per share	11,546,154	\$ 0.17	(2)\$ 1,962,846.16	\$ 252.81	
Total	32,037,318		\$ 5,446,344.06	\$ 701.49	

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), the shares of common stock offered hereby also include an indeterminate number of additional shares of common stock as may from time to time become issuable by reason of stock splits, stock dividends, recapitalizations or other similar transactions.

(2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and 457(g) under the Act, using the average of the high and low price as reported on the OTC Bulletin Board on November 18, 2013 which was \$0.19 per share.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED November 19, 2013

PRELIMINARY PROSPECTUS

Blue Calypso, Inc.

20,491,164 Shares of Common Stock Underlying Warrants

11,546,154 Shares of Common Stock

This prospectus relates to the resale of: (i) up to 20,491,164 shares of our common stock to be offered by the selling stockholders upon the exercise of outstanding common stock purchase warrants, and (ii) up to 11,546,154 shares of our common stock to be offered by the selling stockholders.

The selling stockholders may sell shares of common stock from time to time in the principal market on which our common stock is traded at the prevailing market price or in privately negotiated transactions. See Plan of Distribution which begins on page 56.

We will not receive any of the proceeds from the sale of common stock by the selling stockholders. However, we will generate proceeds in the event of a cash exercise of the warrants by the selling stockholders. We intend to use those proceeds, if any, for general corporate purposes. We will pay the expenses of registering these shares.

All expenses of registration incurred in connection with this offering are being borne by us, but all selling and other expenses incurred by the selling stockholders will be borne by the selling stockholders.

Our common stock is quoted on the regulated quotation service of the OTC Bulletin Board under the symbol BCYP.OB. On November 18, 2013, the last reported sale price of our common stock as reported on the OTC Bulletin Board was \$0.16 per share.

Investing in our common stock is highly speculative and involves a high degree of risk. You should carefully consider the risks and uncertainties in the section entitled Risk Factors beginning on page 3 of this prospectus before making a decision to purchase our stock.

We may amend or supplement this prospectus from time to time by filing amendments or supplements as required. You should read the entire prospectus and any amendments or supplements carefully before you make your investment decision.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2013

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FORWARD LOOKING STATEMENTS

This prospectus contains forward-looking statements about our expectations, beliefs or intentions regarding, among other things, our business, financial condition, strategies, prospects, product development efforts, and results of operations. In addition, from time to time, our representatives or we have made or may make forward-looking statements, orally or in writing. Forward-looking statements can be identified by the use of forward-looking words such as believe, expect, intend, plan, may, should or anticipate or their negatives or other variations of the other comparable words or by the fact that these statements do not relate strictly to historical or current matters. These forward-looking statements may be included in, but are not limited to, various filings made by us with the U.S. Securities and Exchange Commission, or the SEC, press releases or oral statements made by or with the approval of one of our authorized executive officers. Forward-looking statements relate to anticipated or expected events, activities, trends or results as of the date they are made. Because forward-looking statements relate to matters that have not yet occurred, these statements are inherently subject to risks and uncertainties that could cause our actual results to differ materially from any future results expressed or implied by the forward-looking statements. Many factors could cause our actual activities or results to differ materially from the activities and results anticipated in forward-looking statements, including, but not limited to, the factors summarized below.

This prospectus identifies important factors which could cause our actual results to differ materially from those indicated by the forward-looking statements, particularly those set forth under the heading Risk Factors.

The risk factors included in this prospectus are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

All forward-looking statements attributable to persons acting on our behalf or us speak only as of the date of this prospectus and are expressly qualified in their entirety by the cautionary statements included in this prospectus. We undertake no obligations to update or revise forward-looking statements to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events. In evaluating forward-looking statements, you should consider these risks and uncertainties.

EXPLANATORY NOTE

Market data and certain industry data and forecasts used throughout this prospectus were obtained from internal company surveys, market research, consultant surveys, and publicly available information, reports of governmental

agencies and industry publications and surveys. Industry surveys, publications, consultant surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed. We have not independently verified any of the data from third party sources, nor have we ascertained the underlying economic assumptions relied upon therein. Similarly, internal surveys, industry forecasts and market research, which we believe to be reliable, based on our management's knowledge of the industry, have not been independently verified. Forecasts are particularly likely to be inaccurate, especially over long periods of time. In addition, we do not necessarily know what assumptions regarding general economic and industry growth were used in preparing the forecasts we cite. Statements as to our market position are based on the most currently available data. While we are not aware of any misstatements regarding the industry data presented in this prospectus, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading "Risk Factors" in this prospectus.

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. This summary does not contain all the information you should consider before investing in the Shares. You should read the following summary together with the more detailed information appearing in this prospectus, including our consolidated financial statements and related notes and risk factors, including the Risk Factors section, before deciding to invest in the Shares.

BLUE CALYPSO, INC.

We are engaged in the innovation, development and monetization of our technology and intellectual property focused on digital word-of-mouth marketing, advertising and mobile gamification. We also offer technology services focused on developing business, web and mobile applications that we believe will lead to immediate or future licensing revenue of our intellectual property. We have developed a patented technology platform that enables brands to leverage their customers, advocates and employee relationships in order to increase brand loyalty and drive revenue. Our intellectual property portfolio consists of five patents and five pending patent applications that cover methods and systems for communicating advertisements, brand content and/or electronic offers between communication devices, including mobile and desktop devices. All of the patents and patent applications that cover the core of our business, *i.e.*, a basic method and system for peer-to-peer advertising between mobile communication devices, have been developed internally by our Founder and Chief Technology Officer, Andrew Levi, and our Director of Innovation, Bradley Bauer, and assigned to our wholly owned subsidiary, Blue Calypso, LLC. In September 2013, we acquired proprietary mobile gamification technology from the developer of such technology and subsequently applied for a new patent based upon the enhancement and integration of this technology into our platform.

We have developed a proprietary technology platform that facilitates the delivery of advertising campaigns, promotions and content across social media channels using multiple device types. Our technology facilitates the connection of brands to consumer advocates and matches them using attributes such as geo-location or demographic profile. Our platform tracks performance, monitors engagement and deploys robust analytics that deliver acute insight regarding the return on investment of our clients' promotions. Our technology is designed to help clients spread their marketing messages through word of mouth marketing and help them acquire new customers, increase brand awareness, drive product sales and help customers and advocates interact with the brand and their social networks. Campaigns facilitated through our platform can, among other things, encourage consumers to learn more about our clients' products, like them on Facebook, follow them on Twitter, sign up to receive emails and/or watch promotional videos. All of this is accomplished by encouraging customers and advocates of a brand to interact, personalize and share with people that they think would like to hear about a particular brand or product. Our clients are able to thank advocates for sharing, as well as offer incentives, coupons and other perks to advocates who share. Our technology

platform is designed to create multiple opportunities for companies to interact with their most vocal brand advocates (influencers), reward them for their loyalty while receiving rich analytics that help them achieve greater return on investment on their social campaigns.

OUR PRODUCTS AND SERVICES

We have developed four core products leveraging our patented technology platform that form the basis of our product offerings: **SOCIALECHO** , **EMGAGE** , **POPSHARE** and **DashTAGG** .

SOCIALECHO provides a technology platform that helps brands enable their customers and advocates to spread promotions and brand content across their social media networks. Customers and advocates can customize brand content with their own message, picture or video and with one click send it to social media networks of their choice. Our technology platform provides clients with robust real-time analytics that enable them to monitor, track the performance of their campaigns and make immediate changes to improve the effectiveness of those campaigns. Our rich analytics also allow brands to acknowledge and reward their most loyal customers and advocates.

EMGAGE enables brands to focus on brand content and promotional delivery through their employees' social networks. Like **SOCIALECHO**, employees can customize brand content with their own message, picture or video and with one click send it to social media networks of their choice. Our technology platform provides clients with real-time analytics that enable them to monitor and track the performance of their content and promotional campaigns. The analytics also determine which employees have a large following and are willing to share brand content evidencing their passion and influence for the brand. Contests and incentives can be used to recognize employees with wide social network reach and effectiveness.

POPSHARE is an applet that is easily installed anywhere on a client's website where sharing might occur. The POPSHARE applet can be used in a variety of ways. It can be placed on new product pages, specific promotional content or on the purchase confirmation page. POPSHARE promotes sharing of branded content and enables consumers to customize it with a message, picture or video following a purchase through the client's website. Immediate share confirmation from the brand to the advocate thanking them for sharing allows the brand to interact directly with the advocate for the first time.

DashTAGG is our mobile gamification technology. It is a unique social and mobile game of tag and is designed to increase in-store foot traffic and grow visitor-to-buyer conversion rates. We believe that mobile gamification has become increasingly important in brand development and *DashTAGG* combines both physical and digital participation and is designed to ensure the maximum engagement with brand advocates. *DashTAGG* players take pictures of each other to earn points and win prizes and awards. Retailers or events sponsor games and provide physical locations with QR codes which activate tags when scanned. Physical locations of players are identified via their GPS. Game sponsors may offer prizes, merchandise, trophies and access to exclusive events like parties, shows and concerts.

Blue Calypso Labs was recently launched to offer software innovation services to clients. Blue Calypso Lab's mission is to help clients develop unique software solutions that solve strategic business problems, focus on integrating Blue Calypso's sharing technologies as well as seek licensing revenue from Blue Calypso's broad portfolio of intellectual property. Blue Calypso formed BC Labs to leverage the company's significant engineering resources.

We intend to continue to develop new technology and expand on our intellectual property portfolio and product offerings to meet the needs of companies seeking to amplify their brand messages.

MARKET OPPORTUNITY

We believe that the market opportunity for our existing products and technology is significant and continuing to expand. Forrester Research estimates that in 2013, approximately \$50 billion will be spent in the United States on interactive marketing. This category is growing at a 17% compounded annual growth rate. The sub-segment of social media marketing is significant at \$2.8 billion and is growing at an even faster rate of 26% compounded annual growth rate. We believe social media marketing is experiencing rapid growth because consumers are much more receptive to recommendations from their friends and family. We believe that our platform offers an effective tool for advertisers seeking to enter or expand their advertising presence through social media and on mobile devices by leveraging existing relationships with consumers and employees. We believe that any consumer product, retail or consumer focused business, whether for-profit or non-profit, is a potential user of our platform.

COMPETITIVE STRENGTHS

Product advertising, awareness and branding through social media is an extremely competitive and fragmented industry. Adequate protection of intellectual property, successful product development, adequate funding and retention of experienced personnel are critical to our success. We believe that we have the following strengths:

- ***Prominent Intellectual Property Position.*** We believe that our patents provide us with broad and comprehensive coverage for the electronic delivery of advertisements and electronic offers on any electronic communication device. Our policy is to seek to protect our proprietary position by filing patent applications related to our proprietary technology and improvements that we believe are important to the development of our business. We will also pursue licensing agreements with companies that we believe are infringing on our intellectual property in order to maintain our competitive position.
- ***Extensive Knowledge and Experience in Product Advertising, Awareness and Branding.*** We believe that our management and personnel have extensive knowledge and experience in product advertising, awareness and branding which significantly adds to our competitive position.
- ***Highly Customizable Platform.*** We have the ability to rapidly customize products to meet our client's needs. We believe that our current patents provide us with broad and comprehensive coverage and we intend to continue to expand upon our intellectual property portfolio as we develop new products and services in response to new opportunities in the market.

OUR STRATEGY

We intend to continue innovating and will attempt to maximize the economic benefits of our intellectual property. We currently have two key areas of operation:

- development and delivery of digital word-of-mouth technology solutions; and
- maximization of the economic benefits of our intellectual property.

We have developed a proprietary platform that enables brands to leverage customer and employee relationships to increase brand loyalty and drive revenue. We believe that our strong intellectual property and our extensive experience in product advertising, awareness and branding will enable us to continue to develop new products and services.

We intend to expand our intellectual property portfolio through both internal development and acquisition. We intend to monetize our intellectual property through licensing, strategic partnerships, and services.

RECENT DEVELOPMENTS

General

On May 6, 2013, we entered into a securities purchase agreement with an accredited investor pursuant to which we issued and sold a 10% Convertible Debenture in the principal amount of \$2,400,000 and 1,200,000 shares of our common stock in consideration of gross proceeds to us of \$2,400,000. The 10% Debenture bears interest at a rate of 10% per annum, is due two years from the issuance date and is convertible into shares of our common stock at a conversion price of \$0.25 per share. On September 13, 2013, we entered into a series of agreements with the holder of our outstanding 10% Convertible Debenture and certain of our outstanding warrants. Pursuant to such agreements, we agreed to provide for a temporary reduction in the conversion price of the 10% Convertible Debenture from \$0.25 to \$0.13 per share through December 31, 2013 and the holder agreed to the elimination of certain restrictive covenants in the 10% Convertible Debenture. In addition, we agreed to amend the terms of certain of our outstanding warrants in order to induce the holder to exercise such warrants as well as to eliminate the cashless exercise feature and certain anti-dilution protections contained in such warrants. In exchange, we agreed to provide for a temporary reduction in the exercise price of such warrants from \$0.10 to \$0.05 through the later of December 31, 2013 or 45 days after a registration statement covering the underlying shares is declared effective by the Securities and Exchange

Commission.

On September 12, 2013, we entered into an Asset Purchase Agreement with Picture Assassin, LLC, pursuant to which we acquired certain assets relating to Picture Assassin's proprietary mobile gamification technology in consideration for 1,000,000 shares of our common stock.

On October 7, 2013, we entered into a securities purchase agreement with an accredited investor pursuant to which we issued and sold 7,700,000 shares of our common stock at a purchase price of \$0.13 per share in consideration of gross proceeds of \$1,001,000. On October 15, 2013, we entered into a securities purchase agreement with an accredited investor pursuant to which we issued and sold 3,846,154 shares of our common stock at a purchase price of \$0.13 per share in consideration of gross proceeds of \$500,000.

Litigation

We initiated litigation in the United States District Court, Eastern District of Texas, against Groupon, Inc., Living Social, Inc., YELP, Inc., IZEA, Inc., MyLikes Inc., and Foursquare Labs, Inc. for patent infringement of two of our patents (U.S. Patent Nos. 7,664,516 and 8,155,679), which cover peer-to-peer advertising. We subsequently amended our complaints to add claims of infringement on our three other patents (U.S. Patent Nos. 8,438,055, 8,452,646, and 8,457,670). A summary of each of the cases is set forth below. With the payment of all maintenance fees, all of our patents will expire on December 27, 2024.

On July 31, 2012, we filed a patent infringement complaint against Groupon, Inc. (*Case No. 6:2012-cv-00486*) alleging infringement of two of our patents, 7,664,516 and 8,155,679, focused on our peer-to-peer marketing technology. The complaint was filed in the U.S. District Court in the Eastern District of Texas, Tyler Division. On April 26, 2013, the Court issued a Scheduling Order setting the Markman hearing for November 7, 2013 and trial for July 9, 2014. On June 13, 2013, we moved to amend our complaint and add claims for infringement by Groupon of three additional patents, U.S. Patent 8,438,055, U.S. Patent No. 8,452,646 and U.S. Patent 8,457,670. On July 19, 2013, the Court granted our motion. In addition, the Court extended the Markman hearing date to February 5, 2014 and the trial scheduling date to October 6, 2014 as a result of the three additional patents being added to the case. The case is presently in the early stages of discovery.

On August 24, 2012, we filed a patent infringement complaint against Living Social, Inc. (*Case No. 2:2012-cv-00518*) alleging infringement of two of our patents, U.S. Patent 7,664,516 and U.S. Patent 8,155,679. The complaint was filed in the U.S. District Court in the Eastern District of Texas, Marshall Division. In March 2013, the Court issued a Scheduling Order setting the Markman hearing date for August 27, 2013 and trial for August 7, 2014. On June 14, 2013, we amended our complaint and added claims for infringement by LivingSocial of three additional patents, U.S. Patent No. 8,438,055, U.S. Patent No. 8,452,646 and U.S. Patent 8,457,670. Living Social had until August 19, 2013 to file an amended answer, affirmative defenses and any counterclaims related to the amended complaint. We provided our preliminary infringement contentions for all five asserted patents on June 25, 2013. The parties were to file proposals for a case schedule on or before August 29, 2013. As a result of the addition of the additional patents to the case, the Markman hearing was extended until February 11, 2014 as to all patents. A pretrial conference was set for September 25, 2014 with jury selection to follow on October 6, 2014. On August 16, 2013, we dismissed our patent infringement action against Living Social pursuant to the terms of an otherwise confidential settlement and license agreement.

On October 17, 2012, we filed patent infringement complaints against YELP, Inc. (*Case No. 6:2012-cv-00788*) and IZEA, Inc. (*Case No. 6:2012-cv-00786*) The suits allege infringement of two of our patents, 7,664,516 and 8,155,679. The complaints were filed in the U.S. District Court in the Eastern District of Texas, Tyler Division. On April 26, 2013, the Court issued a Scheduling Order setting the Markman hearing for November 7, 2013 and trial for July 9, 2014. On June 13, 2013, we moved to amend our complaint and add claims for infringement by Yelp and IZEA of three additional patents, U.S. Patent 8,438,055, U.S. Patent No. 8,452,646 and U.S. Patent 8,457,670. On July 19, 2013, the Court granted our motion. In addition, the Court extended the Markman hearing date to February 5, 2014 and the trial scheduling date to October 6, 2014 due to the addition of the three new patents to the case. The cases are presently in the early stages of discovery.

On November 6, 2012, we filed patent infringement complaints against MyLikes (*Case No. 6:2012-cv-00838*) and Foursquare (*Case No. 6:2012-cv-00837*). The suits allege infringement of two of our patents, 7,664,516 and 8,155,679. The complaints were filed in the U.S. District Court in the Eastern District of Texas, Tyler Division. On April 26, 2013, the Court issued a Scheduling Order setting the Markman hearing for November 7, 2013 and trial for July 9, 2014. On June 13, 2013, we moved to amend our complaint and add claims for infringement by MyLikes and Foursquare of three additional patents, U.S. Patent 8,438,055, U.S. Patent No. 8,452,646 and U.S. Patent 8,457,670. On July 19, 2013, the Court granted our motion. In addition, the Court extended the Markman hearing date to February 5, 2014 and the trial scheduling date to October 6, 2014 due to the addition of the three new patents to the

case. In an ancillary action, Foursquare filed a declaratory judgment action against us in the Southern District of New York that alleged that U.S Patent 8,438,055, U.S. Patent No. 8,452,646 and U.S. Patent 8,457,670 were not infringed and were invalid. That case was transferred to the Eastern District of Texas on August 2, 2013. On July 23, 2013, we entered into a settlement agreement and license agreement with MyLikes to resolve the case. MyLikes agreed to pay us the equivalent of a 3.5% royalty for the use of our patents. The case against MyLikes was subsequently dismissed on July 31, 2013. The case against Foursquare is presently in the early stages of discovery.

The court dockets for each case, including the parties' briefs are publicly available on the Public Access to Court Electronic Records website, or PACER, www.pacer.gov, which is operated by the Administrative Office of the U.S. Courts.

Corporate History

We were incorporated as a Nevada corporation on March 2, 2007 under the name JJ&R Ventures, Inc. for the purpose of developing and marketing an educational book series, consisting of books, presentations and flash cards focusing on healthy nutrition for children. On or about July 2011, we were presented with a business opportunity by the management of a privately held Texas company named Blue Calypso Holdings, Inc. that we determined to be more desirable than our business plan at that time. As a result, we suspended our efforts in relation to our original business plan and entered into negotiations with Blue Calypso Holdings, Inc. to consummate a reverse merger transaction.

Prior to September 1, 2011, we were a public shell company without material assets or liabilities. On September 1, 2011, Blue Calypso Holdings, Inc. completed a reverse merger with us, pursuant to which Blue Calypso Holdings, Inc. became our wholly-owned subsidiary and we succeeded to the business of Blue Calypso Holdings, Inc. as our sole line of business and the former security holders of Blue Calypso Holdings, Inc. became our controlling stockholders. For financial reporting purposes, Blue Calypso Holdings, Inc. is considered the accounting acquirer in the reverse merger and the former public shell company is considered the acquired company. We refer to this merger transaction as the reverse merger.

Immediately following the closing of the reverse merger, we transferred all of our pre-merger assets and liabilities to JJ&R Ventures Holdings, Inc., a wholly-owned subsidiary, and transferred all of the outstanding stock of JJ&R Ventures Holdings, Inc. to Deborah Flores, our then majority stockholder and our former president, secretary, treasurer and sole director, in exchange for the cancellation of 51,000,000 shares of our common stock then owned by Ms. Flores.

On October 17, 2011, we merged with and into Blue Calypso, Inc., a Delaware corporation and our wholly-owned subsidiary, for the sole purpose of changing our state of incorporation from Nevada to Delaware. We refer to this merger transaction as the reincorporation merger.

Our principal executive offices are located at 19111 North Dallas Parkway, Suite 200, Dallas Texas 75287. Our telephone number is (972) 695-4776. Our website address is <http://www.bluecalypso.com>. Information on or accessed through our website is not incorporated into this prospectus and is not a part of this prospectus.

THE OFFERING

**Common Stock Offered By
The Selling Stockholders:** 51,429,518 shares

**Common Stock
Outstanding Prior To
Offering:** 167,398,832 shares

**Common Stock
Outstanding After The
Offering:** 187,889,996 shares (1)

Offering Price: All or part of the shares of common stock offered hereby may be sold from time to time in amounts and on terms to be determined by the selling stockholders at the time of sale.

Use of Proceeds: We will not receive any proceeds from the sale of the common stock offered by the selling stockholders. However, we will generate proceeds in the event of a cash exercise of the warrants by the selling stockholders. We intend to use those proceeds, if any, for general corporate purposes.

Dividend Policy: We have not in the past and do not anticipate declaring or paying any cash dividends on our common stock following this offering.

Risk Factors: Investing in the Shares involves a high degree of risk. You should carefully consider the information set forth in this prospectus and, in particular, the specific factors set forth in the Risk Factors section beginning on page 4 of this prospectus before deciding whether or not to invest in shares of our common stock.

Trading Symbol: The Company's common stock currently trades on the OTC Bulletin Board and on the OTCQB under the symbol BCYP.

(1) The number of shares of common stock outstanding after the offering is based upon 167,398,832 shares outstanding as of November 18, 2013 including 13,406,667 shares issued pursuant to restricted stock awards.

The number of shares of common stock outstanding after this offering excludes:

- 14,839,073 shares of common stock issuable to certain key employees, key contractors and non-employee directors upon the exercise of currently outstanding options;
- 29,537,675 shares of common stock available for future issuance to certain key employees, key contractors and non-employee directors under the Blue Calypso, Inc. 2011 Long-Term Incentive Plan;
- 11,045,655 shares of common stock issuable upon conversion of Series A Convertible Preferred Stock;
- 19,392,200 shares of common stock issuable upon conversion of our currently outstanding 10% convertible debenture in the principal amount of \$2,400,000 which are currently convertible at \$0.13 per share, including 930,664 shares issuable in lieu of accrued interest on such debentures;
- 3,000,000 shares of common stock issuable upon conversion of our currently outstanding 10% convertible debentures in the principal amount of \$600,000 which are convertible at \$0.20 per share; and
- 12,004,589 shares of common stock issuable upon exercise of currently outstanding warrants.

Unless otherwise specifically stated, all information in this prospectus assumes: (i) no exercise of outstanding stock options or warrants to purchase shares of our common stock, and (ii) no conversion of outstanding preferred stock or convertible debentures into shares of our common stock.

RISK FACTORS

An investment in the Shares involves significant risks, including the risks described below. You should consult with your own financial and legal advisers and carefully consider, among other matters, the risks set forth below as well as the risks described in our Annual Report on Form 10-K for the year ended December 31, 2012. You should carefully consider the risks described in that report and the other information in this prospectus before you make a decision to invest in the Shares. The risks described below are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business operations. Any of the following risks could materially adversely affect our business, financial condition or results of operations. In such case, you may lose all or part of your original investment.

Risks Relating to our Business

Our limited operating history makes it difficult to evaluate our current business and future prospects.

We are a development stage company and we have generated very limited revenue to date. To date, our business focuses on the development of our patented proprietary technology platform, through which we offer various social media advertising and loyalty campaigns, and the assertion of our patents. Therefore, we not only have a very limited operating history, but also a limited track record of executing our business model which includes, among other things, creating, prosecuting, licensing, litigating or otherwise monetizing our patent assets. Our limited operating history and limited revenues generated to date make it difficult to evaluate our current business model and future prospects.

In light of the costs, uncertainties, delays and difficulties frequently encountered by companies in the early stages of development with no operating history, there is a significant risk that we will not be able to:

- implement or execute our current business plan, or demonstrate that our business plan is sound; and/or
- raise sufficient funds in the capital markets to effectuate our long-term business plan.

If we are unable to execute any one of the foregoing or similar matters relating to our operations, our business may fail.

Our independent registered public accounting firm's report contains an explanatory paragraph that expresses substantial doubt about our ability to continue as a going concern.

As of September 30, 2013, our accumulated deficit was \$20,856,419. Primarily as a result of our recurring losses from operations, negative cash flows and our accumulated deficit, our independent registered public accounting firm has included in its report for the year ended December 31, 2012 an explanatory paragraph expressing substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is contingent upon, among other factors, the sale of the shares of our common stock in this offering or obtaining alternate financing. If we are not able to complete this offering or obtain alternate financing, we may be forced to limit or cease our operations.

The markets that we are targeting for revenue opportunities may change before we can access them.

The markets for traditional Internet and mobile web products and services that we target for revenue opportunities change rapidly and are being pursued by many other companies. Further, the barriers to entry are relatively low. Therefore, we cannot provide assurance that we will be able to realize our targeted revenue opportunities before they change or before other companies dominate the market. With the introduction of new technologies and the influx of new entrants to the market, we expect competition to persist and intensify in the future, which could harm our ability to increase sales, limit client attrition and maintain our prices.

