

Ronald W. Del Sesto, Jr.
Jeffrey R. Strenkowski
r.delsesto@bingham.com
jeffrey.strenkowski@bingham.com

August 21, 2012

Via IBFS

Marlene H. Dortch, Secretary
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554
Attn: International Bureau

**Re: Notification Regarding Insertion of New Holding Company
Resulting in the *Pro Forma* Transfer of Control of IntelPeer, Inc.**

Dear Ms. Dortch:

IntelPeer, Inc. ("IntelPeer"), by undersigned counsel and pursuant to 47 C.F.R. § 63.24(f), notifies the Commission a new holding company, IntelPeer Holdings, Inc. ("Holdings" and together with IntelPeer, the "Parties"), was inserted into the corporate structure of IntelPeer resulting in a *pro forma* transfer of control of IntelPeer.

Information Required by Section 63.24(f)(2)

As required by Section 63.24(f)(2), the Company provides the following information required by 63.18(a) through (d) and (h):

Sections 63.18(a): Name, address and telephone number of the Company:

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

IntelPeer Holdings, Inc.
IntelPeer, Inc.
2855 Campus Drive
Suite 200
San Mateo, CA 94403
T: +1.650.525.9200
F: +1.650.287.2628

Sections 63.18(b): Organization of the Parties:

IntelPeer and Holdings are both Delaware corporations.

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T +1.202.373.6000
F +1.202.373.6001
bingham.com

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Section 63.18(c): Correspondence concerning this filing should be sent to the Company's counsel:

Ronald W. Del Sesto, Jr.
Jeffrey R. Strenkowski
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006-1806
202-373-6000 (Tel)
202-373-6001 (Fax)
r.delsesto@bingham.com
jeffrey.strenkowski@bingham.com

Section 63.18(d): IntelPeer holds international Section 214 authority to provide facilities-based service in accordance with Section 63.18(e)(1) of the rules, and also to provide service in accordance with Section 63.18(e)(2) of the rules pursuant to Commission authority granted in FCC File No. ITC-214-20030529-00263. IntelPeer also holds blanket domestic 214 authority.

Sections 63.18(h): The pre- and post-transactions ownership of IntelPeer is set forth below.

Pre-Transaction Ownership:

Name:	VantagePoint Venture Partners 2006(Q), L.P.
Address:	1001 Bayhill Drive, Suite 300, San Bruno, CA 94066
Citizenship:	Delaware
Principal Business:	Investments
Interest:	20.39% (fully-diluted), 27.86% (outstanding) direct in IntelPeer, Inc. The General Partner of VantagePoint Venture Partners 2006(Q), L.P. is VantagePoint Venture Associates 2006, LLC (a Delaware limited liability company). Due to his authority as a Managing Member of VantagePoint Venture Associates 2006, LLC, Alan E. Salzman (a U.S. citizen) may be deemed to have beneficial ownership over shares held by VantagePoint Venture Partners 2006(Q), L.P. Mr. Salzman disclaims beneficial ownership except to the extent of his pecuniary interest in those shares. The address for both VantagePoint entities and for Mr. Salzman is 1001 Bayhill Drive, Suite 300, San Bruno, CA 94066.

Name:	Kennet II L.P.
Address:	950 Tower Lane, Suite 1710, Foster City, CA 94404
Citizenship:	Guernsey
Principal Business:	Investments
Interest:	20.30% (fully-diluted), 27.74% (outstanding) direct, 20.39% (fully-diluted), 21.45% (outstanding) indirect in IntelPeer, Inc.

(through its affiliate King Street Partners L.P., which holds 0.09% (fully-diluted), 0.12% (outstanding)). Pursuant to a management agreement, Kennet Capital Management (Jersey) Limited ("KCMJL"), a Jersey company, has sole voting and investment power over the shares held by Kennet II L.P. The board of directors of KCMJL consists of Michael Harrop (a U.K. citizen), David King (a U.K. citizen) and Jane Stammers (a U.K. citizen), who share such voting and investment power. KCMJL has appointed Javier Rojas (a U.S. citizen) as its representative to the Company's board of directors. Each of Michael Harrop, Jane Stammers, David King and Javier Rojas disclaim beneficial ownership except to the extent of his or her pecuniary interest in these shares. The address of KCMJL is 47 Esplanade, St. Helier, Jersey JE1 0BD Channel Islands.

Name:	IVS A/S
Address:	Sundkrogsgade 7, 2100 Copenhagen, Denmark
Citizenship:	Denmark
Principal Business:	Investments
Interest:	2.60% (fully-diluted), 3.56% (outstanding) direct, 7.81% (fully-diluted), 10.67% (outstanding) indirect in IntelPeer, Inc. (through its subsidiary IVS Fund II K/S, which holds 5.21% (fully-diluted), 7.12% (outstanding)). The Board of Directors of IVS A/S has sole voting power over the shares held by IVS Fund II K/S and IVS A/S. The board of directors of IVS A/S consists of Lars Bruhn (a Danish citizen), Peter Aagaard (a Danish citizen), Soren Fogtdal (a Danish citizen), Preben Mejer (a Danish citizen), and Frank Ewald (a Danish citizen), who share such voting and investment power. Each of Lars Bruhn, Peter Aagaard, Soren Fogtdal, Preben Mejer, and Frank Ewald disclaim beneficial ownership except to the extent of his or her pecuniary interest in these shares. The address for each of the board members is Sundkrogsgade 7, 2100 Copenhagen, Denmark.

Post-Transaction Ownership:

Name:	IntelPeer Holdings, Inc.
Address:	2855 Campus Drive, Suite 200, San Mateo, CA 94403
Citizenship:	Delaware
Principal Business:	Holding Company
Interest:	100% direct in IntelPeer, Inc.

Name:	VantagePoint Venture Partners 2006(Q), L.P.
Address:	1001 Bayhill Drive, Suite 300, San Bruno, CA 94066
Citizenship:	Delaware

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Principal Business: Investments
Interest: 20.39% (fully-diluted), 27.86% (outstanding) direct in IntelPeer Holdings, Inc. The General Partner of VantagePoint Venture Partners 2006(Q), L.P. is VantagePoint Venture Associates 2006, LLC (a Delaware limited liability company). Due to his authority as a Managing Member of VantagePoint Venture Associates 2006, LLC, Alan E. Salzman (a U.S. citizen) may be deemed to have beneficial ownership over shares held by VantagePoint Venture Partners 2006(Q), L.P. Mr. Salzman disclaims beneficial ownership except to the extent of his pecuniary interest in those shares. The address for both VantagePoint entities and for Mr. Salzman is 1001 Bayhill Drive, Suite 300, San Bruno, CA 94066.

Name: Kennet II L.P.
Address: 950 Tower Lane, Suite 1710, Foster City, CA 94404
Citizenship: Guernsey
Principal Business: Investments
Interest: 20.30% (fully-diluted), 27.74% (outstanding) direct, 20.39% (fully-diluted), 21.45% (outstanding) indirect in IntelPeer Holdings, Inc. (through its affiliate King Street Partners L.P., which holds 0.09% (fully-diluted), 0.12% (outstanding)). Pursuant to a management agreement, Kennet Capital Management (Jersey) Limited ("KCMJL"), a Jersey company, has sole voting and investment power over the shares held by Kennet II L.P. The board of directors of KCMJL consists of Michael Harrop (a U.K. citizen), David King (a U.K. citizen) and Jane Stammers (a U.K. citizen), who share such voting and investment power. KCMJL has appointed Javier Rojas (a U.S. citizen) as its representative to the Company's board of directors. Each of Michael Harrop, Jane Stammers, David King and Javier Rojas disclaim beneficial ownership except to the extent of his or her pecuniary interest in these shares. The address of KCMJL is 47 Esplanade, St. Helier, Jersey JE1 0BD Channel Islands.

Name: IVS A/S
Address: Sundkrogsgade 7, 2100 Copenhagen, Denmark
Citizenship: Denmark
Principal Business: Investments
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Danish citizen), Soren Fogtdal (a Danish citizen), Preben Mejer (a Danish citizen), and Frank Ewald (a Danish citizen), who share such voting and investment power. Each of Lars Bruhn, Peter Aagaard, Soren Fogtdal, Preben Mejer, and Frank Ewald disclaim beneficial ownership except to the extent of his or her pecuniary interest in these shares. The address for each of the board members is Sundkrogsgade 7, 2100 Copenhagen, Denmark.

To the best of the Parties' knowledge, no other person or entity holds a 10% or greater interest in IntelPeer. To the best of the Parties' knowledge, IntelPeer does not have any interlocking directorates with a foreign carrier. The Parties certify that the insertion of Holdings was *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of IntelPeer.

Answer to Question 13 - Description of Pro Forma Transfer of Control

A new holding company, Holdings, was inserted in the corporate chain directly above IntelPeer. Since the previous owners of IntelPeer now hold the same ownership percentages in Holdings, the ultimate ownership and control of IntelPeer did not change as a result of the *pro forma* insertion of Holdings.

* * * *

This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Ronald W. Del Sesto, Jr.", with a stylized flourish at the end.

Ronald W. Del Sesto, Jr.
Jeffrey R. Strenkowski

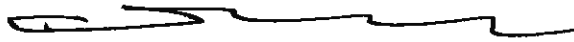
Counsel for IntelPeer, Inc.
and IntelPeer Holdings, Inc.

VERIFICATION

STATE OF CALIFORNIA
COUNTY OF SAN MATEO

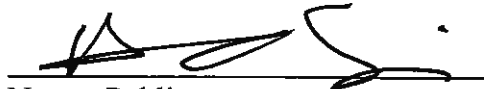
§
§ SS:
§

I, Todd Smith, state that I am the Vice President, Corporate Controller of IntelPeer, Inc. and IntelPeer Holdings, Inc. that I am authorized to make this Verification on behalf of the Parties (as defined in the Notice Letter); that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Todd Smith
Vice President, Corporate Controller
IntelPeer, Inc.
IntelPeer Holdings, Inc.

Sworn and subscribed before me this 20th day of August, 2012.



Notary Public

My commission expires: May 25, 2015

