

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of Application of)

Cyan Security USA, Inc., *Licensee*)

And)

Cyan AG, *Transferee*)

**For Consent to a Transaction That Will Result in
a Change of Control of a Company Holding an
International Authority Pursuant to Section 214
of the Communications Act of 1934, as Amended**)

ITC-T/C-2020 _____ - _____

APPLICATION

Cyan Security USA, Inc. f/k/a I-New USA, Inc. (“Cyan Security USA”) and Cyan AG (“Cyan AG”, together with Cyan Security USA, the “Applicants”), pursuant to Section 214 of the Communications Act, as amended (the “Act”), 47 U.S.C. §214, and sections 63.18, and 63.24 of the Federal Communications Commission’s (the “Commission’s”) rules, 47 C.F.R. §§63.18, 63.24, respectfully request Commission approval of a transfer of control of Cyan Security USA, which holds an international Section 214 telecommunications license.¹ As described below, Cyan AG acquired a one hundred percent (100%) indirect interest in Cyan Security USA without Commission approval, but not knowing approval was required. Cyan Security USA has had no operations or customers since obtaining its international Section 214 license in 2017; accordingly, no customers have been affected by the acquisition. Contemporaneously with this Application,

¹ In the context of the transaction described in this Application, effective November 29, 2019, I-New USA, Inc.’s name was changed to Cyan Security USA, Inc.

the Applicants have submitted a Request for Special Temporary Authority to permit Cyan AG to own an entity holding an international Section 214 license while this Application remains pending with the Commission.

I. DESCRIPTION OF THE APPLICANTS

A. Cyan AG

Cyan AG is a leading European provider of innovative white label information technology security solutions for end user customers of Mobile Network Operators (“MNO”)/Mobile Virtual Network Operators (“MVNO”) telecommunications providers, banks and insurance companies. Through its subsidiaries, Cyan AG provides a comprehensive array of security services including, among others, network-integrated solutions for fixed-line and mobile networks, endpoint solutions for customer devices, and digital and cloud-based operations support systems and business support systems for MNOs, MVNOs and Mobile Virtual Network Enablers. With a customer base including T-Mobile, Virgin Mobile, and Orange, among other global telecommunications providers, Cyan AG understands the security needs of the telecommunications industry. Cyan AG’s fifteen years of experience in the IT industry, and substantial financial assets, ensure that the company is well-positioned to enter the United States market.

Cyan AG, which operates as a holding company, is a widely-held, publicly-traded company, formed under the laws of Germany, with a headquarters address of Theatinerstraße 11, 80333 Munich, Germany.

B. Cyan Security USA

Cyan Security USA is a Delaware corporation with a principal business address of 5930 NW 99th Ave, Unit 6, Doral, FL 33178. In 2017, Cyan Security USA was granted Section 214

authority to provide global and limited global resale international telecommunications services.² However, Cyan Security USA has not commenced providing any services or other operations since obtaining the Section 214 license. Consequently, Cyan Security USA has no customers.³ Prior to the transfer of control, Cyan Security USA was a majority-owned, indirect subsidiary of Novomatic AG (“Novomatic”), a privately-held company formed under the laws of Austria with a headquarters address of Wiener Strasse 158, 2352 Gumpoldskirchen, Austria.⁴ Novomatic did not hold a Section 214 license.

II. DESCRIPTION OF THE TRANSACTION

On July 10, 2018, Cyan AG and Novomatic entered into an Agreement whereby Cyan AG would acquire, in a deal valued at approximately \$15 million dollars, Novomatic’s 76.81% interest in I-New Unified Mobile Solutions AG (“I-New Unified”) (the “Transaction”). I-New Unified is a company formed under the laws of Austria and is the direct parent of Cyan Security USA. The Transaction was consummated on July 30, 2018. Cyan AG subsequently acquired the remaining I-New Unified interests from I-New Unified’s minority interest holders and Cyan AG now holds a direct one hundred percent interest in I-New Unified and an indirect one hundred percent interest in Cyan Security USA. Cyan AG was unaware of the need to obtain FCC approval of its indirect acquisition of Cyan Security USA and regrets having closed the Transaction without obtaining Commission approval.⁵ Cyan AG commits to ensuring compliance with Commission requirements in the future. To ensure future compliance, Cyan AG has identified a senior

² ITC-214-20160329-00127 (granted June 22, 2017).

³ Cyan Security USA has not commenced any domestic operations and therefore is not deemed to hold a blanket domestic Section 214 authorization.

⁴ Information regarding Novomatic is accurate to the best of Cyan AG’s knowledge. Novomatic declined to provide a verification.

⁵ Cyan AG also was unaware that Cyan Security USA was a party to a Letter of Agreement with the United States Department of Justice (“DOJ”). *See* Letter of Agreement, from Peter Nussbaumer, and Peter Bayer, I-New USA, Inc., to Assistant Attorney General for National Security, United States Department of Justice, (May 29, 2017).

executive with responsibility for compliance with Commission regulations. In addition, Cyan AG has assigned a compliance officer within the company's headquarters and corporate structure and identified a senior executive position to support compliance with Cyan Security USA's U.S. regulatory obligations. As Cyan Security USA has never commenced operations and has no customers, customer notice was not required under Commission rule 64.1120(e). Cyan AG is not a foreign carrier and Cyan Security USA will not acquire any foreign carrier affiliates as a result of the Transaction. Organizational charts identifying the pre- and post-Transaction ownership are attached hereto as Attachment 1 and Attachment 2.

III. PUBLIC INTEREST STATEMENT

The transfer of control of Cyan Security USA to Cyan AG benefits and does not harm, the public interest. Cyan AG has expanded its European operations, and become an active provider of telecommunications security services in Latin American markets. Its experience and success in those markets will provide a strong foundation when Cyan Security USA commences offering its valuable telecommunications solutions in the United States. Cyan Security USA will benefit from leadership by Cyan AG's skilled management team which has more than a decade of experience in the telecommunications industry in Europe and Latin America. The Transaction also provides Cyan Security USA with access to Cyan AG's significant financial resources. Cyan AG is a well-established and financially stable global company with assets valued at approximately \$110 million dollars as of December 31, 2019. Cyan Security USA will benefit from access to those resources as well as economies of scale that Cyan Security USA can use to the benefit of its future operations.

As noted previously, Cyan Security USA currently has no operations or customers in the United States. Accordingly, the Transaction has not and will not have an adverse effect upon the U.S. international telecommunications market. Consequently, the Transaction does not reduce

the range or quality of services available within the U.S. international telecommunications market.

IV. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION

The Applicants respectfully request streamlined treatment of the Application pursuant to Section 63.12(a) of the Commission's rules, 47 C.F.R. §63.12(a). Cyan AG is not a foreign carrier and Cyan Security USA has not acquired any foreign carrier affiliations as a result of the Transaction.

V. INFORMATION REQUIRED BY SECTION 63.24(E) OF THE COMMISSION'S RULES AND INTERNATIONAL SECTION 214 MAIN FORM

In support of this Application the Applicants include below responses to, and certifications for, the International Section 214 Main Form and Commission rule 63.24, 47 C.F.R. § 63.24 (e), which is the information requested in paragraphs (a)-(d) and (h)-(p) of Commission rule 63.18, 47 C.F.R. § 63.18.

**63.18(a) Name, address, telephone number of the Applicants
(Answer to Main Form Question 10 and 63.18(a))**

Cyan Security USA, Inc.
5930 NW 99th Ave, Unit 6
Doral, FL 233178

Cyan AG
Theatinerstraße 11
80333 Munich, Germany
Tel.: +49 (0) 89 71042 2073

63.18(b) Applicant Citizenship

Cyan Security USA is a Delaware corporation.

Cyan AG is a company formed under the laws of Germany.

63.18(c) Contact information for Correspondence

Correspondence concerning this Application should be sent to:

Cyan Security USA/Cyan AG

Henry Kelly
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and

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With Copies to:

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and

Mr. Edison Diaz
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5930 NW 99th Ave., Unit 6
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63.18(d) Applicant International 214 Authorizations

Cyan Security USA holds international Section 214 authority to provide resold international telecommunications services (ITC-214-20160329-00127). Prior to the Transaction, Cyan AG did not hold any international Section 214 licenses.

**63.18(h) Ten Percent or Greater Interest Holders/Interlocking Directorates
(Answer to IBFS Main Form Questions 11 – 12)**

The following entities and individuals hold a ten percent (10%) or greater direct or indirect interest in Cyan AG and Cyan Security USA, post-close:

I-New Unified, a holding company formed under the laws of Austria, holds a direct 100% interest in Cyan Security USA. I-New Unified has a primary business as a holding company with a principal business address of Wiedner Gürtel 13, 1100 Wien, Austria.

Cyan AG, a publicly-traded and widely-held holding company formed under the laws of Germany, holds a 100% direct interest in I-New Unified and a 100% indirect

interest in Cyan Security USA. Cyan AG has a principal business address of Theatinerstraße 11, 80333 Munich, Germany.

Mr. Gerd Alexander Schütz, an Austrian citizen, holds a 14.7% direct interest in Cyan AG and a 14.7% indirect interest in Cyan Security USA. Mr. Schütz's primary business is as an investor and he has a principal business address of Waldegghofgasse 3, 1170, Vienna, Austria.

Tansanit Stiftung, an investment foundation formed under the laws of Austria, holds a 10.3% direct interest in Cyan AG and a 10.3% indirect interest in Cyan Security USA. The Tansanit Stiftung has a principal business address of Ried Riesberg 3, 6370 Kitzbühel, Austria. Rudolf Binder, an Austrian citizen with a principal address of Ried Riesberg 3, 6370 Kitzbühel, Austria, is the ultimate beneficiary of the Tansanit Stiftung.

Apeiron Investment Group Ltd. ("Apeiron"), an investment fund, formed under the laws of Malta, has a 12.6% direct interest in Cyan AG and a 12.6% indirect interest in Cyan Security USA. Apeiron has a principal business address of Block A, Apt. 12, Il-Piazzetta, Tower Road, SLM1605 Sliema, Malta. Mr. Christian Angermayer, a German citizen with a principal business as an investor, is the beneficial owner of Apeiron and, as a result Mr. Angermayer holds a 12.6% indirect interest in Cyan Security USA. Mr. Angermayer has a principal business address of Neo Bankside 1002 A, 50 Holland Street, London, SE1 9FU, United Kingdom.

No other entities or individuals hold a ten percent (10%) or greater direct or indirect interest in Cyan AG or Cyan Security USA.

Interlocking Directorates

Cyan AG has no interlocking directorates with any foreign carriers.

63.18(i) Foreign Carrier Affiliation Certification
(Answer to IBFS Main Form Question 14)

Cyan AG certifies that it is not a foreign carrier and is not affiliated with any foreign carriers. Cyan Security USA has not acquired any foreign carrier affiliates as a result of the Transaction.

63.18(j) Foreign Carrier and Destination Countries
(Answer to IBFS Main Form Questions 15-17)

Cyan AG is not a foreign carrier and Cyan Security USA did not become affiliated with any foreign carriers as a result of the Transaction. Consequently, Cyan Security USA and Cyan AG certify that they do not seek to provide international telecommunications services to any destination country for which any of the following is true: (1) Cyan Security USA or Cyan AG are foreign carriers in that country; or (2) Cyan Security USA or Cyan AG controls a foreign carrier in that country; or (3) any entity that owns more than 25 percent Cyan Security USA or Cyan AG, or that controls them, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than twenty-five percent (25%) of Cyan Security USA or Cyan AG and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

63.18(k) WTO Membership of Destination Countries

Not applicable. Cyan Security USA and Cyan AG are not foreign carriers and are not affiliated with a foreign carrier.

63.18 (l) Reserved

63.18(m) Non-Dominant Regulatory Classification
(Answer to IBFS Main Form Question 17)

Not applicable. Neither Cyan Security USA nor Cyan AG are affiliated with a foreign carrier.

63.18(n) Special Concessions Certification
(Answer to IBFS Main Form Question 21)

Cyan AG and Cyan Security USA certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to adversely affect competition in the U.S. market, and, further, that they will not enter into such agreements in the future.

63.18(o) Federal Benefits/Anti-Drug Act of 1988 Certification
(Answer to IBFS Main Form Question 25)

Cyan AG and Cyan Security USA certify, pursuant to §§ 1.2001 through 1.2003 of the Commission's rules, that they are not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.


63.18(p) Eligibility for Streamlined Processing
(Answer to IBFS Main Form Question 20)

Cyan AG and Cyan Security USA request streamlined processing of this Application pursuant to § 63.12 of the Commission's rules, 47 C.F.R. § 63.12, for the reasons set forth in Section IV of this Application.

WHEREFORE, for the foregoing reasons, the Applicants respectfully requests that the Commission expeditiously act to approve the Transaction described herein.

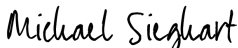
Respectfully submitted,

Cyan AG

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August 20, 2020

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LIST OF ATTACHMENTS

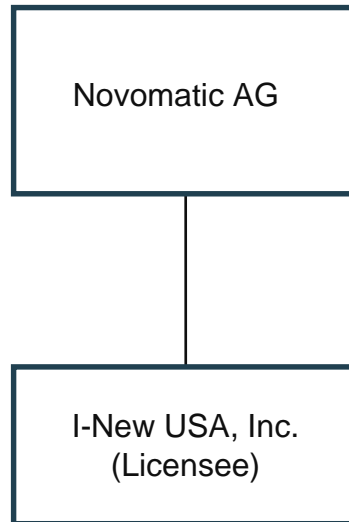
Attachment 1 – Pre-Transaction Organizational Chart

Attachment 2 – Post-Transaction Organizational Chart

Pre- Transaction Chart

I-New USA, Inc.

Pre-Transaction Chart

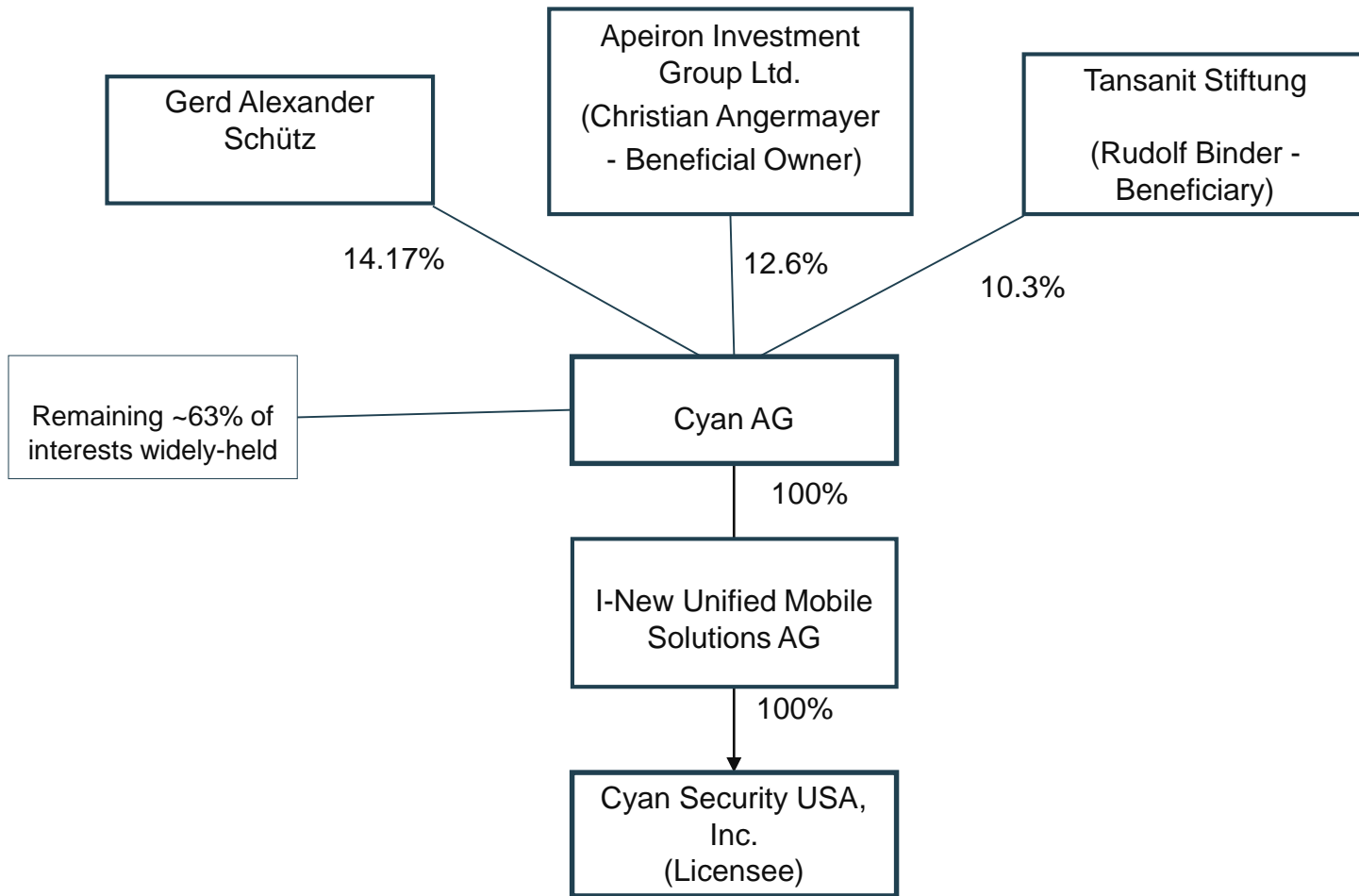


This organizational chart does not include intermediate or other affiliated entities.

Post- Transaction Chart

Cyan Security USA, Inc.

Post-Transaction Chart



This chart identifies entities with a ten percent or greater interest in the Licensee.