

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2012-12-24**
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([HTML Version](#) on [secdatabase.com](#))

ISSUER

Diligent Board Member Services, Inc.

CIK: [1433269](#) | IRS No.: [261189601](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7372** Prepackaged software

Mailing Address

8TH FLOOR, 39 WEST 37TH
STREET
NEW YORK NY 10018

Business Address

8TH FLOOR, 39 WEST 37TH
STREET
NEW YORK NY 10018
973-299-1000

REPORTING OWNER

Carroll Capital Holdings LLC

CIK: [1439496](#) | State of Incorporation: **NJ** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [000-53205](#) | Film No.: [13522643](#)

Mailing Address

94 LONG POND ROAD
HEWITT NJ 07421

Business Address

94 LONG POND ROAD
HEWITT NJ 07421
201-819-5399

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Carroll Capital Holdings LLC			2. Issuer Name and Ticker or Trading Symbol Diligent Board Member Services, Inc. [DIL.NZ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/24/2012		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
94 LONG POND ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) HEWITT, NJ 07421						
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock	11/20/2012		G	V	600,000 ⁽¹⁾	D	\$ 0	4,468,014	D	
Common stock	11/20/2012		G	V	1,000,000 ⁽¹⁾	D	\$ 0	3,468,014	D	
Common stock	12/24/2012		S		25,807	D	\$4.532	3,442,207	D	
Common stock	12/27/2012		S		21,912	D	\$4.5058	3,420,295	D	
Common stock	12/28/2012		S		26,995	D	\$4.4701	3,393,300	D	
Common stock	12/31/2012		S		11,899	D	\$4.4825	3,381,401	D	
Common stock	01/03/2013		S		1,500	D	\$4.5533	3,379,901	D	
Common stock	01/03/2013		S		30,000	D	\$4.5364	3,349,901	D	
Common stock	01/07/2013		S		25,895	D	\$4.5505	3,324,006	D	
Common stock	01/08/2013		S		15,679	D	\$4.5571	3,308,327	D	
Common stock	01/09/2013		S		17,063	D	\$4.5801	3,291,264 ⁽²⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- On November 20, 2012, Carroll Capital Holdings, LLC transferred 1,000,000 shares to Kenneth Carroll and 600,000 shares to the spouse of Mr. Carroll. These shares were transferred on the same date to the Elizabeth Carroll 2012 Descendants Trust and the Kenneth Carroll 2012 Family Trust, respectively (the "Trust Shares").
- Kenneth Carroll has sole voting and dispositive power of the shares owned by Carroll Capital Holdings, LLC and as such may be deemed to indirectly beneficially own the shares owned by Carroll Capital Holdings, LLC. As the trustee of the Kenneth Carroll 2012 Family Trust and the spouse of Elizabeth Carroll who is the trustee of the Elizabeth Carroll 2012 Descendants Trust, Mr. Carroll may be deemed to beneficially own the Trust Shares. This filing shall not be deemed an admission that Mr. Carroll is the beneficial owner of the Trust Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and Mr. Carroll disclaims beneficial ownership of all such shares except to the extent of his pecuniary interest therein.

Signatures

/s/ Kenneth Carroll

01/09/2013

/s/ Kenneth Carroll (Manager)

01/09/2013

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.