

SHAW COMMUNICATIONS INC
Form 6-K
December 12, 2011

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of December, 2011

Shaw Communications Inc.

(Translation of registrant's name into English)

Suite 900, 630 3rd Avenue S.W., Calgary, Alberta T2P 4L4 (403) 750-4500

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F: Form 20-F or Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

The information contained in this report on Form 6-K shall be deemed filed with the Securities and Exchange Commission solely for purpose of being and hereby is incorporated by reference into and as part of the Registration Statement on Form F-10 (File No. 333-170416) filed by the registrant under the Securities Act of 1933, as amended.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant, Shaw Communications Inc., has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 9, 2011

Shaw Communications Inc.

By: /s/ Steve Wilson
Steve Wilson

Sr. V.P., Chief Financial Officer

Shaw Communications Inc.

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SHAW COMMUNICATIONS INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

The annual general meeting (the **Meeting**) of shareholders of Shaw Communications Inc. will be held as follows:

Date: Thursday, January 12, 2012
Time: 11:00 a.m. (Mountain time)
Location: Shaw Barlow Trail Building
2400 3rd Avenue NE
Calgary, Alberta

for the following purposes:

1. to receive the consolidated financial statements for the year ended August 31, 2011 and the auditors' report on those statements;
2. to elect directors;
3. to appoint auditors; and
4. to transact such other business as may properly come before the meeting.

By Order of the Board of Directors,

(signed) *Peter A. Johnson*
General Counsel and Corporate Secretary

Calgary, Alberta

November 22, 2011

Holders of class A participating shares of record at the close of business on November 29, 2011 are the only shareholders entitled to vote at the Meeting. Holders of class B non-voting participating shares are entitled to attend and speak at the Meeting, but are not entitled to vote on any matter proposed for consideration.

If you cannot attend the Meeting in person, you are encouraged to complete the accompanying proxy and deliver or send it in the enclosed envelope to CIBC Mellon Trust Company, c/o Canadian Stock Transfer Company Inc., 600 The Dome Tower, 333 7th Avenue S.W., Calgary, Alberta, T2P 2Z1 (mailing address: CIBC Mellon Trust Company, c/o Canadian Stock Transfer Company Inc., Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1), to be received not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or an adjournment thereof.

SHAW COMMUNICATIONS INC.

PROXY CIRCULAR

The information contained in this proxy circular is provided in connection with the solicitation of proxies by and on behalf of management of Shaw Communications Inc. (the Corporation) for use at the annual general meeting (the Meeting) of shareholders of the Corporation to be held on January 12, 2012, and any adjournments thereof, as set forth in the attached Notice of Meeting.

Unless otherwise noted, the information contained in this proxy circular is given as of November 22, 2011. All sums are expressed in Canadian dollars.

BUSINESS OF THE MEETING

1. Election of Directors

Information concerning the nominees for election to the Board of Directors (the Board) of the Corporation is set forth below, along with certain other information relating to meetings of the Board and its committees.

The number of directors to be elected is 16. Directors will hold office until the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed. **Management of the Corporation recommends voting in favour of each nominee listed below.**

Nominees for Election to the Board of Directors⁽¹⁾

The following table sets out the name of each nominee, together with his or her municipality of residence, age, year first elected or appointed a director, biography, meeting attendance record and comparative ownership of securities of the Corporation for the fiscal years ended August 31, 2011 and 2010.

PETER J. BISSONNETTE⁽⁸⁾⁽¹¹⁾

Calgary, AB, Canada President of the Corporation

Age: 64 *Other positions:*

Director Since: 2009 Director of Cable Television Laboratories, Inc. (CableLabs), a not-for-profit research development consortium dedicated to pursuing new cable telecommunications technologies

Non-Independent

		Fiscal 2011 Board and Committee Meeting Attendance ⁽¹²⁾		
Board of Directors			7 of 7	100%

Securities Owned / Controlled ⁽²⁾				
		Class B		
Year	Class A Shares	Non-Voting Shares	Options ⁽³⁾	DSU ⁽⁴⁾
2011	40,000	160,178	1,050,000	Nil
2010	40,000	147,657	1,150,000	Nil

ADRIAN I. BURNS

- Corporate Director
- Rockcliffe Park, ON, Canada · Former Member of the Copyright Board of Canada
- Age: 65 · Former Commissioner of the Canadian Radio-television and Telecommunications Commission
- Director Since: 2001
- Independent
- Other positions:*
 - Former Vice Chair and presently a Trustee of the Board of Trustees of the National Arts Centre
 - Board member of several business and community organizations, including Carthy Foundation, Ombudsman for Banking Services and Investments and RCMP Heritage Center

Fiscal 2011 Board and Committee Meeting Attendance⁽¹²⁾

Board of Directors	7 of 7	100%
Corporate Governance and Nominating Committee	5 of 5	100%
Executive Committee	1 of 1	100%

Securities Owned / Controlled⁽²⁾

Year	Class A Shares	Class B		Options ⁽³⁾	DSU ⁽⁴⁾
		Non-Voting Shares			
2011	2,600	6,000		70,000	26,094
2010	2,600	6,000		70,000	21,717

GEORGE F. GALBRAITH

- Corporate Director
- Vernon, B.C., Canada · Former President of Vercom Cable Services Ltd. which operated the cable television system serving Vernon, British Columbia
- Age: 67
- Director Since: 1991
- Independent
- Other positions:*
 - Director of Okanagan Innovation Fund

Fiscal 2011 Board and Committee Meeting Attendance⁽¹²⁾

Board of Directors	7 of 7	100%
Corporate Governance and Nominating Committee	5 of 5	100%

Securities Owned / Controlled⁽²⁾

Year	Class A Shares	Class B		Options ⁽³⁾	DSU ⁽⁴⁾
		Non-Voting Shares			
2011	10,000	547,621		50,000	3,101
2010	10,000	547,621		50,000	Nil

DR. RICHARD R. GREEN⁽⁹⁾

- Corporate Director
- Boulder, CO., USA · Former President and CEO of Cable Television Laboratories, Inc. (also known as CableLabs)
- Age: 74
- Director Since: 2010
- Independent
- Other Public Board Membership:*
 - Liberty Global, Inc. (NASDAQ)
- Other positions:*
 - Director of several private companies and not-for-profit organizations

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Fiscal 2011 Board and Committee Meeting Attendance⁽¹²⁾

Board of Directors	7 of 7	100%
Human Resources and Compensation Committee	2 of 2	100%

Securities Owned / Controlled⁽²⁾

Year	Class B		Options ⁽³⁾	DSU ⁽⁴⁾
	Class A Shares	Non-Voting Shares		
2011	Nil	Nil	70,000	8,222
2010	Nil	Nil	70,000	1,116

DR. LYNDA HAVERSTOCK, C.M., S.O.M.

Regina, SK, Canada

Age: 63

Director Since: 2007

Independent

- President and Chief Executive Officer of Tourism Saskatchewan, a public-private partnership responsible for tourism activities

- Former Lieutenant Governor of Saskatchewan (2000 – 2006)

Other positions:

- Former leader of the Liberal Party of Saskatchewan

Fiscal 2011 Board and Committee Meeting Attendance⁽¹²⁾

Board of Directors	7 of 7	100%
Corporate Governance and Nominating Committee	5 of 5	100%

Securities Owned / Controlled⁽²⁾

Year	Class A Shares	Class B		Options ⁽³⁾	DSU ⁽⁴⁾
		Non-Voting Shares			
2011	Nil	Nil		70,000	7,844
2010	Nil	Nil		70,000	2,792

GREGG KEATING

Porters Lake, N.S., Canada

Age: 48

Director Since: 2007

Independent

- Chairman and Chief Executive Officer of Altimax Venture Capital, parent company of the Keating Group which comprises a diverse portfolio of Business Interests

Fiscal 2011 Board and Committee Meeting Attendance⁽¹²⁾

Board of Directors	7 of 7	100%
Audit Committee	4 of 4	100%

Securities Owned / Controlled⁽²⁾

Year	Class A Shares	Class B		Options ⁽³⁾	DSU ⁽⁴⁾
		Non-Voting Shares			
2011	2,500	63,120		70,000	17,946
2010	2,500	63,120		70,000	11,500

MICHAEL W. O BRIEN

Canmore, AB, Canada

Age: 66

Director Since: 2003

Lead Director Since: 2009

- Corporate Director

- Until his retirement in 2002, served as Executive Vice President, Corporate Development and Chief Financial Officer of Suncor Energy Inc., an integrated energy company

Other Public Board Membership:

- Suncor Energy Inc. (TSX, NYSE)

Independent

Fiscal 2011 Board and Committee Meeting Attendance⁽¹²⁾

Board of Directors	7 of 7	100%
Corporate Governance and Nominating Committee	5 of 5	100%
Executive Committee	1 of 1	100%

Securities Owned / Controlled⁽²⁾

Year	Class A Shares	Class B		Options ⁽³⁾	DSU ⁽⁴⁾
		Non-Voting Shares			
2011	10,000	13,000		70,000	29,731

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2010

10,000

13,000

70,000

25,499

3

PAUL K. PEW(13)

- Co-Founder and Co-Chief Executive Officer of G3 Capital Corp., a Toronto based alternative asset manager

Toronto, ON, Canada

- Corporate Director and Private Investor

Age: 47

- From August 2004 – August 2007, Vice Chairman, Investment Banking GMP Securities Ltd., an independent investment dealer

Director Since: 2008

Independent

Fiscal 2011 Board and Committee Meeting Attendance⁽¹²⁾

Board of Directors	7 of 7	100%
Audit Committee Chair	4 of 4	100%

Securities Owned / Controlled⁽²⁾

Year	Class B		Options ⁽³⁾	DSU ⁽⁴⁾
	Class A Shares	Non-Voting Shares		
2011	Nil	25,000	70,000	23,068
2010	Nil	25,000	70,000	13,445

JEFFREY C. ROYER(13)

- Corporate Director and Private Investor

Toronto, ON, Canada

Other positions:

Age: 56

- Director of several private companies and not-for-profit organizations

Director Since: 1995

Independent

Fiscal 2011 Board and Committee Meeting Attendance⁽¹²⁾