

4Cable TV International, Inc.
Form PRE 14C
October 21, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14C

INFORMATION REQUIRED IN INFORMATION STATEMENT

SCHEDULE 14C INFORMATION

Information Statement Pursuant to Section 14(c)
of the Securities Exchange Act of 1934

Check the appropriate box:

- ☒ Preliminary information statement
Confidential, for use of the Commission only (as permitted by Rule 14c-5(d)(2))
☐ Definitive information statement

4CABLE TV INTERNATIONAL, INC.

(Name of Registrant as Specified in Its Charter)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required
- ☐ Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11
- (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

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- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

4CABLE TV INTERNATIONAL, INC.
1248 Highway 501 Business Conway
South Carolina 29526

PRELIMINARY INFORMATION STATEMENT

WE ARE NOT ASKING YOU FOR A PROXY,
AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

INTRODUCTION

This Information Statement is furnished to the stockholders of 4Cable TV International, Inc. a Nevada corporation (the “Company”), in connection with action taken by our board of directors and the holders of a majority in interest of our voting capital stock to approve a reverse split of our outstanding common shares (“Reverse Split”). The foregoing action has been ratified by the written consent of the holders of a majority in interest of our voting capital stock, consisting of our outstanding common stock, Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock as well as our board of directors, by written consent on October 13, 2015. We anticipate that a copy of the Definitive Information Statement will be mailed to our shareholders as of the date it is filed definitive.

In effecting the Reverse Split, we are consolidating the number of our outstanding shares of common stock on a ratio of 1 share for every 1,000 shares issued and outstanding as of the record date set forth below. We will not issue fractional shares and will round each fractional share up to the nearest whole share.

The Reverse Split will be effected as of the date it is filed definitive, but, under federal securities laws, is not effective until at least 20 days after the mailing of this Information Statement. We anticipate that the effective date for the Reverse Split will be on or about November 6, 2015.

RECORD DATE, VOTE REQUIRED AND RELATED INFORMATION

If the Reverse Split was not adopted by majority written consent, it would have been required to be considered by our stockholders at a special stockholders’ meeting convened for the specific purpose of approving this matter. The elimination of the need for a special meeting of stockholders to approve the Reverse Split is made possible by Section 78.320 of Nevada Revised Statutes (the “NRS”), which provides that the written consent of the holders of outstanding shares of voting capital stock, having not less than the minimum number of votes which would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, may be substituted for such a special meeting. Pursuant to the NRS, a majority in interest of our capital stock entitled to vote thereon is required in order to approve the Reverse Split. In order to eliminate the costs and management time involved in holding a special meeting, our Board of Directors determined that it was in the best interests of all of our shareholders that the Reverse Split be adopted by majority written consent and this Information Statement to be mailed to all stockholders as notice of the action taken.

The record date for purposes of determining the number of outstanding shares of our voting capital stock, and for determining stockholders entitled to vote, is the close of business on October 13, 2015 (the “Record Date”). As of the Record Date, we had outstanding:

- (i) 878,972,335 shares of common stock; and

- (ii) 5 shares of Series A Preferred Stock which are entitled to 847,228,240 votes and may vote with holders of the Company's Common Stock on all matters which common stockholders may vote;

The transfer agent for our common stock is Interwest Transfer Company, Inc., 1981 Murray Holladay Rd., Suite 100, Salt Lake City, UT 84117.

NO MEETING OF STOCKHOLDERS REQUIRED

We are not soliciting any votes in connection with the Reverse Split. The persons that have consented to the Reverse Split hold a majority of the Company's outstanding voting rights and, accordingly, such persons have sufficient voting rights to approve the Reverse Split.

REVERSE STOCK SPLIT

On October 13, 2015, our board of directors and holders of a majority in interest of our voting capital stock approved a 1-for 1,000 reverse split of our common shares ("Reverse Split"). This approval is anticipated to be effective 20 days after this Information Statement has been distributed to our shareholders.

As a result of the Reverse Split, each shareholder of record as of October 13, 2015, will receive one (1) share of common stock for each one thousand (1,000) shares of common stock they held prior to the Reverse Split, provided however, that fractions of a share shall be rounded up to the nearest whole share.

Our board of directors believes that the Reverse Split is advisable and in the best interests of the Company and its stockholders to allow the Company to execute a new business plan and position itself to raise additional investment capital, if needed.

PLANS, ARRANGEMENTS, UNDERSTANDING OR AGREEMENTS, WRITTEN OR ORAL, WITH RESPECT TO THE ISSUANCE OF ANY NEWLY AUTHORIZED SHARES OF COMMON STOCK

We have discussed the possibility of issuing shares of common stock of the Company as a stock dividend, remuneration for management services, debt settlement, and incentive plans for new employees. We do not have any agreements, arrangements, or understandings yet with respect to any further issuances of shares of common stock, but it is likely that we will issue more common stock up to the amount of common stock authorized by our Articles of Incorporation. Any material common stock issuances will be disclosed in accordance with the disclosure requirements of the Securities Exchange Act of 1934.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the beneficial ownership of each of our directors and executive officers, and each person known to us to beneficially own 5% or more of the outstanding shares of our common stock, and our executive officers and directors as a group, as of October 13, 2015. Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the securities. Unless otherwise indicated, we believe that each beneficial owner set forth in the table has sole voting and investment power and has the same address as us. Our address is 1248 Highway 501 Business Conway, South Carolina 29526. As of October 13, 2015, we had 878,972,335 shares of common stock outstanding and 5 shares of Series A Preferred Stock outstanding. While each share of common stock holds one vote, our Series A preferred stock collectively holds 4 times the aggregate number of votes of all other classes of capital stock of the Company, currently 847,228,240 votes. The following table describes the ownership of our voting securities (i) by each of our officers and directors, (ii) all of our officers and directors as a group, and (iii) each person known to us to own beneficially more than 5% of our common stock or any shares of our preferred stock.

Name	Amount and Nature of Beneficial Ownership				Percent of Class Outstanding(2)
	Sole Voting and Investment Power	Options Exercisable Within 60 Days	Other Beneficial Ownership	Total(1)	
Steve Richey (3)	8,038,140	-	-	8,038,140	*
Susan Richey (4)	8,038,140	-	-	8,038,140	*
Andrew Staniak (5)	8,038,140	-	-	8,038,140	*
George Schnellman (6)	1,145,000	-	-	1,145,000	*
Ross De Mello (7)	1,500,000	-	-	1,500,000	*
Rickey Luke (8)	3,778,720	-	-	3,778,720	*
Rosielyn S. Baclig	6,600,000	-	-	6,600,000	*
Edmundo O. Carreos	6,600,000	-	-	6,600,000	*
All current directors and executive officers as a group (3 persons)	16,076,280	-	-	16,076,280	1.82%

* Indicates less than one percent.

- (1) The calculation of total beneficial ownership for each person in the table above is based upon the number of shares of common stock beneficially owned by such person, together with any options, warrants, rights, or conversion privileges held by such person that are currently exercisable or exercisable within 60 days of the date of this prospectus.
- (2) Based on 878,972,335 shares of our common stock, par value \$0.00001 per share, outstanding as of October 13, 2015. Excludes voting rights applicable to shares of our Series A Preferred Stock. See footnotes (3), (4), (5), and (8) for a discussion of the percentage of outstanding voting rights beneficially held when taking into account our shares of Series A Preferred Stock.
- (3) Director, President and Chief Executive Officer of the Company, and husband of Susan Richey. In addition to the jointly held shares of common stock shown above, Mr. Richey also jointly beneficially holds with Susan Richey 2 shares of Series A Preferred Stock which hold 1,406,355,736 votes. If the votes of the Series A Preferred Stock are taken into account, Mr. Richey would beneficially hold 32.18% of the voting securities of the Company.
- (4)

Secretary of the Company, and wife of Steven K. Richey. In addition to the shares of jointly held common stock shown above, Ms. Richey also jointly beneficially holds with Steven K. Richey 2 shares of Series A Preferred Stock which hold 1,406,355,736 votes. If the votes of the Series A Preferred Stock are taken into account, Ms. Richey would beneficially hold 32.18% of the voting securities of the Company.

(5) Vice President and Director of the Company. In addition to the shares of common stock shown above, Mr. Staniak holds 2 shares of Series A Preferred Stock which hold 1,406,355,736 votes. If the votes of the Series A Preferred Stock are taken into account, Mr. Staniak would beneficially hold 32.18% of the voting securities of the Company

(6) Former Chief Financial Officer of the Company.

(7) Former Chief Financial Officer and Director of the Company.

(8) Beneficial shareholder of the Company. In addition to the shares of common stock shown above, Mr. Luke holds 1 share of Series A Preferred Stock which holds 703,177,868 votes. If the votes of the Series A Preferred Stock are taken into account, Mr. Luke would beneficially hold 16.09 % of the voting securities of the Company.

NO DISSENTER'S RIGHTS

Under the NRS, stockholders are not entitled to dissenter's rights of appraisal with respect to the Reverse Split.

PROPOSALS BY SECURITY HOLDERS

No security holder has requested us to include any additional proposals in this Information Statement.

INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON

No officer, director or director nominee has any substantial interest in the matters acted upon by our Board and shareholders, other than his role as an officer, director or director nominee. No director has informed us that he intends to oppose the Reverse Split.

ADDITIONAL INFORMATION

We file reports with the Securities and Exchange Commission (the "SEC"). These reports include annual and quarterly reports, as well as other information the Company is required to file pursuant to the Securities Exchange Act of 1934. You may read and copy materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at <http://www.sec.gov>.

DELIVERY OF DOCUMENTS TO SECURITY HOLDERS SHARING AN ADDRESS

Only one Information Statement is being delivered to multiple security holders sharing an address unless we received contrary instructions from one or more of the security holders. We shall deliver promptly, upon written or oral request, a separate copy of the Information Statement to a security holder at a shared address to which a single copy of the document was delivered. A security holder can notify us that the security holder wishes to receive a separate copy of the Information Statement by sending a written request to us at 1248 Highway 501 Business Conway, South Carolina 29526, or by calling us at (843) 347-4933. A security holder may utilize the same address and telephone number to request either separate copies or a single copy for a single address for all future information statements and proxy statements, if any, and annual reports of the Company.

BY ORDER OF THE BOARD OF DIRECTORS OF 4CABLE TV INTERNATIONAL, INC.

/s/ Steven K. Richey
Steven K. Richey
Chief Executive Officer
October 21, 2015

