

FEEL GOLF CO INC
Form PRE 14C
September 20, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14C
(RULE 14c-101)

SCHEDULE 14C INFORMATION

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

Check the appropriate box:

- Preliminary Information Statement
- Definitive Information Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14c-5 (d)(2))

FEEL GOLF COMPANY, INC.
(Name of Registrant as Specified in 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: |

- o Fee paid previously with preliminary materials.
- o 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:

(2) Form, Schedule or Registration Statement No:

(3) Filing Party:

(4) Date Filed:



INFORMATION STATEMENT

FEEL GOLF COMPANY, INC.

107 Commerce Way

Sanford, FL 32771

NOTICE OF ACTION BY
WRITTEN CONSENT OF MAJORITY STOCKHOLDERS

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

THIS IS NOT A NOTICE OF A MEETING OF STOCKHOLDERS AND NO STOCKHOLDERS' MEETING WILL BE HELD TO CONSIDER ANY MATTER DESCRIBED HEREIN.

We are furnishing this notice and the accompanying information statement (the "Information Statement") to the holders of shares of common stock, par value \$0.001 per share ("Common Stock") of Feel Golf Company, Inc. (the "Company") pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Regulation 14C and Schedule 14C thereunder, and Section 603 of the California Corporations Code (the "CCC") in connection with the approval of the actions described below (the "Actions") taken by written consent of the holders of a majority of the issued and outstanding shares of Common Stock:

- (1) an amendment to the Articles of Incorporation to increase the number of authorized shares of common stock, par value \$0.001 (the "Common Stock"), from Two Billion (2,000,000,000) to Six Billion (6,000,000,000); and
- (2) an amendment to the Articles of Incorporation to increase the number of authorized shares of preferred stock, par value \$0.0001, from Ten Million (10,000,000) to Twenty Million (20,000,000).

The purpose of this Information Statement is to notify our stockholders that on September 6, 2011 the owners of approximately 51.8% of the voting securities consisting of our issued and outstanding shares of Common Stock and owners of shares of the Series A preferred stock, par value \$0.0001 ("Preferred Stock") as of such date executed a written consent approving the Actions. In accordance with Rule 14c-2 promulgated under the Exchange Act, the Actions will become effective no sooner than 20 days after we mail this notice and the accompanying Information Statement to our stockholders.

The written consent that we received constitutes the only stockholder approval required for the Actions under California law and, as a result, no further action by any other stockholder is required to approve the Actions and we have not and will not be soliciting your approval of the Actions.

This notice and the accompanying Information Statement are being mailed to our stockholders on or about September [*], 2011. This notice and the accompanying Information Statement shall constitute notice to you of the action by written consent in accordance with Section 602 and 603 of the CCC and Rule 14c-2 promulgated under the Exchange Act.

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

By Order of the Board of Directors

By: /s/ Lee Miller

Lee Miller
Chief Executive Officer,
Chief Financial Officer and
Chairman of the Board of Directors

September [*], 2011
Sanford, FL

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FEEL GOLF COMPANY, INC.
107 Commerce Way
Sanford, FL 32771

INFORMATION STATEMENT

Action by Written Consent of Majority Stockholder

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

GENERAL

This Information Statement is being furnished to the holders of shares of common stock, par value \$0.001 per share (“Common Stock”) of Feel Golf Company, Inc. in connection with the action by written consent of the holders of a majority of our issued and outstanding shares of Common Stock and Preferred Stock taken without a meeting to approve the actions described in this Information Statement. In this Information Statement, all references to “the Company,” “we,” “us” or “our” refer to Feel Golf Company, Inc. We are mailing this Information Statement to our stockholders of record as of September 6, 2011 (the “Record Date”) on or about September [*], 2011.

Pursuant to Rule 14c-2 promulgated by the Securities and Exchange Commission (the “SEC”) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the actions described herein will not become effective until 20 calendar days following the date on which this Information Statement is first mailed to our stockholders.

The entire cost of furnishing this Information Statement will be borne by the Company. We will request brokerage houses, nominees, custodians, fiduciaries and other like parties to forward this Information Statement to the beneficial owners of the Company’s common stock held of record by them and will reimburse such persons for their reasonable charges and expenses in connection therewith.

Actions by Consenting Stockholders

On September 6, 2011, in accordance with Section 602 of the California Corporations Code, as amended (the “CCC”), the Board of Directors (the “Board”) of the Company unanimously adopted resolutions approving the following actions (the “Actions”):

- (1) An amendment to the Articles of Incorporation to increase the number of authorized shares of common stock, par value \$0.001, from Two Billion (2,000,000,000) to Six Billion (6,000,000,000); and
- (2) An amendment to the Articles of Incorporation to increase the number of authorized shares of preferred stock, par value \$0.0001, from Ten Million (10,000,000) to Twenty Million (20,000,000).

In order to obtain the approval of our stockholders for the Actions, we could have convened a special meeting of the stockholders for the specific purpose of voting on such matters. However, Section 602 of the CCC and our Bylaws provides that any action that may be taken at any annual or special meeting of stockholders may be taken without a meeting and without prior notice if a consent in writing setting forth the action taken is signed by the holders of outstanding shares of Common Stock having not less than the minimum number of votes that would be necessary to take such action. In order to eliminate the costs and management time involved in holding a meeting and obtaining

proxies and in order to effect the above actions as early as possible in order to accomplish the purposes hereafter described, we elected to utilize the written consent of the holders of a majority of the outstanding shares of our Common Stock

As of the close of business of the Record Date, we had 1,492,175,891 shares of Common Stock outstanding and entitled to vote on the Actions. Each share of Common Stock outstanding as of the close of business on the Record Date was entitled to one vote.

In addition, as of the close of business of the Record Date, we had 6,868,000 shares of Series A Preferred Stock outstanding. Holders of the Series A Preferred Stock have three hundred and fifty (350) times the number of votes that holders of Common Stock are entitled to on all matters submitted to shareholders for their action or consideration. There are currently 5 holders of Series A Preferred Stock.

On the Record Date, pursuant to Section 602 of the CCC and our Bylaws, we received written consents for the Actions from stockholders holding an aggregate of 5,694,000 shares of our Series A Preferred Stock and from stockholders holding an aggregate of 18,047,764 shares of our Common Stock, representing the total equivalent voting power of 51.80% of our outstanding shares of Common Stock. Thus, your consent is not required and is not being solicited in connection with the approval of the Actions.

The following sets forth those holders who consented to the Actions and provides the number of shares beneficially owned and the percentage interest of outstanding shares of Common Stock for each such holder (the “Majority Stockholders”) as of the Record Date:

| Holder | Beneficial Ownership of Common Stock | Beneficial Ownership of Series A Preferred Stock (1) | Percentage of Beneficial Ownership (2) |
|----------------|--------------------------------------|--|--|
| Lee Miller (3) | 12,797,764 | 4,680,000 | 42.5% |
| David Worrell | 5,250,000 | 1,014,000 | 9.3% |

- (1) Holders of the Series A Preferred Shares have three hundred and fifty (350) times the number of votes that holders of Common Stock are entitled to on all matters submitted to shareholders for their action or consideration
- (2) This calculation includes the total voting power of the Holder’s Common Stock as well as the Series A Preferred Stock.
- (3) Represents 12,797,764 shares of Common Stock, and 4,680,000 shares of Series A Preferred Stock, held by the Miller Family Trust as of September 6, 2011. The Miller Family Trust is controlled by the Chief Executive Officer of the Company, Lee Miller.

Notice Pursuant to Section 603 of the CCC

Pursuant to Section 603 of the CCC, we are required to provide prompt notice of the taking of the corporate action without a meeting to the holders of record of our Common Stock who have not consented in writing to such action. This Information Statement is intended to provide such notice.

Dissenters’ Rights of Appraisal

Stockholders who did not consent to the Actions are not entitled to assert dissenters’ or appraisal rights under Section 1300 of the CCC.

Interests of Certain Persons in or Opposition to Matters to be Acted Upon

No persons have any substantial personal interest in the proposals.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding our shares of Common Stock and beneficially owned as of September 6, 2011, for (i) each stockholder known to be the beneficial owner of 5% or more of the Company's outstanding shares of common stock, (ii) each named executive officer and director, and (iii) all executive officers and directors as a group. A person is considered to beneficially own any shares: (i) over which such person, directly or indirectly, exercises sole or shared voting or investment power, or (ii) of which such person has the right to acquire beneficial ownership at any time within 60 days through an exercise of stock options or warrants. Unless otherwise indicated, voting and investment power relating to the shares shown in the table for our directors and executive officers is exercised solely by the beneficial owner or shared by the owner and the owner's spouse or children.

For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares of common stock that such person has the right to acquire within 60 days of September 6, 2011. For purposes of computing the percentage of outstanding shares of our common stock held by each person or group of persons named above, any shares that such person or persons has the right to acquire within 60 days of September 6, 2011 is deemed to be outstanding, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. The inclusion herein of any shares listed as beneficially owned does not constitute an admission of beneficial ownership. As of September 6, 2011 we had 1,492,175,891 common shares issued and outstanding.

| Name and Address of Beneficial Owner | Series A Preferred Shares (1) | | Common Stock | |
|---|---|----------------------|---|------------------|
| | Amount and Nature of Beneficial Ownership | Percent of Class (2) | Amount and Nature of Beneficial Ownership | Percent of Class |
| Lee Miller | 4,680,000(2) | 68.5% | 12,456,219(3) | *% |
| David Otterbach | 1,124,200 | 16.5% | 1,150,000 | *% |
| David Worrell | 1,014,000 | 14.6% | 250,000 | *% |
| All executive officers and directors as a group | 6,818,200 | 99.6% | 13,856,219 | *% |
| Long Side Ventures, LLC 1899 S. Ocean Dr. P112 Hallandale Beach, FL 33009 | | | 83,333,333 | 5.6% |

* Less than one percent (1%)

- (1) The Series A Preferred Shares have three hundred and fifty (350) times the number of votes that holders of Common Stock are entitled to on all matters submitted to shareholders for their action or consideration.
- (2) Represents 4,680,000 shares held by the Miller Family Trust as of September 6, 2011. The Miller Family Trust is controlled by the Chief Executive Officer of the Company, Lee Miller.
- (3) Represents 12,456,219 shares held by the Miller Family Trust as of September 6, 2011.

AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO INCREASE
THE AUTHORIZED NUMBER OF SHARES OF COMMON STOCK AND PREFERRED STOCK

The Company's Articles of Incorporation, as amended (the "Articles of Incorporation") authorizes the maximum number of shares outstanding at any time shall be Two Billion (2,000,000,000) shares of common stock, \$0.001 par value. On September 6, 2011, the Board of Directors and the Majority Stockholders approved an amendment to the Articles of Incorporation to authorize Six Billion (6,000,000,000) shares of common stock, \$0.001 par value. Each share of common stock is entitled to one vote. These additional shares of common stock authorized by the Amendment will have the same rights, privileges, preferences and restrictions as the Company's shares of common stock which are currently authorized.

The Company's Articles of Incorporation also authorizes the maximum number of preferred shares outstanding at any time shall be Ten Million (10,000,000) shares of preferred stock, \$0.0001 par value. On September 6, 2011, the Board of Directors and the Majority Stockholders approved an amendment to the Articles of Incorporation to authorize an increase to Twenty Million (20,000,000) shares of preferred stock, \$0.0001 par value.

The general purpose and effect of the amendment to the Company's Articles of Incorporation is to authorize Six Billion (6,000,000,000) shares of common stock and Twenty Million (20,000,000) shares of preferred stock. The Board approved the increase of the authorized number of shares of common stock to further the Company's best interest to have additional authorized but unissued shares of common shares available in order to provide (a) flexibility for future corporate action; (b) raise additional capital by issuing additional shares of Common Stock or granting warrants for the future purchase of Common Stock; and (c) the need to issue additional shares of common stock or securities convertible into Common Stock in connection with strategic corporate transactions, acquisitions, and other business arrangements and corporate purposes. The Board believes that the currently available unissued shares do not provide sufficient flexibility for corporate action in the future. Currently, the Company has no plan to issue any securities for the corporate purposes described above.

The general effect upon the rights of the existing security holders as a result of the increase in authorized common stock is an overall dilution of the Company's stock and the inherent effects that increasing the Company's outstanding common stock has on shareholder value based on the dilutive impact of the additional authorized shares. Additionally, the increase in the authorized number of shares of our common stock and the subsequent issuance of such shares could have the effect of delaying or preventing a change in control of our company without further action by the shareholders. Shares of authorized and unissued common stock could be issued (within limits imposed by applicable law) in one or more transactions. Any such issuance of additional stock could have the effect of diluting the earnings per share and book value per share of outstanding shares of common stock, and such additional shares could be used to dilute the stock ownership or voting rights of a person seeking to obtain control of our company. If the Board of Directors deems it to be in the best interests of the Company and the stockholders of the Company to issue additional shares of common stock in the future from authorized shares, the Board of Directors generally will not seek further authorization by vote of the Stockholders, unless such authorization is otherwise required by law or regulations.

Effective Date of the Actions

The Actions will become effective upon the filing of a Certificate of Amendment to our Certificate of Incorporation with the Secretary of State of the State of California or at such later time as indicated in such amendment. We intend to file the Certificate of Amendment to our Certificate of Incorporation in the form attached hereto as Annex I with the Secretary of State of the State of California promptly after the 20 day period following the date on which this Information Statement is mailed to our stockholders.

WHERE YOU CAN FIND MORE INFORMATION

The Company files annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and other information with the SEC. You may obtain such SEC filings from the SEC's website at <http://www.sec.gov>. You can also read and copy these materials at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. You can obtain information about the operation of the SEC's public reference room by calling the SEC at 1-800-SEC-0330.

DELIVERY OF DOCUMENTS TO SECURITY HOLDERS SHARING AN ADDRESS

If hard copies of the materials are requested, we will send only one Information Statement and other corporate mailings to stockholders who share a single address unless we received contrary instructions from any stockholder at that address. This practice, known as "householding," is designed to reduce our printing and postage costs. However, the Company will deliver promptly upon written or oral request a separate copy of the Information Statement to a stockholder at a shared address to which a single copy of the Information Statement was delivered. You may make such a written or oral request by (a) sending a written notification stating (i) your name, (ii) your shared address and (iii) the address to which the Company should direct the additional copy of the Information Statement, to the Company at Corporate Secretary, 107 Commerce Way, Sanford, FL 32771, telephone: (321) 397-2072.

