

EMVELCO CORP.  
Form PRER14A  
July 07, 2008

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

SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**EMVELCO CORP.**

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*(Name of Registrant as Specified in Its Charter)*

*(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)*

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(1) Amount previously paid:

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(3) Filing Party:

(4) Date Filed:

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**EMVELCO CORP.**  
**10990 Wilshire Blvd., suite 1220,**  
**Los Angeles, CA 90024**

\*, 2008

Dear Stockholder:

You are cordially invited to attend a special meeting of stockholders of Emvelco Corp. to be held at 10990 Wilshire Blvd., Suite 1220, Los Angeles, California 90024 on \*, 2008, at 11:30 a.m., local time.

Emvelco Corp. (“the Company” or “Emvelco”) and Davy Crockett Gas Company, LLC, a privately-held limited liability company and which we refer to as DCG, have entered into an Agreement and Plan of Exchange, dated May 1, 2008, as amended on June 11, 2008 (the “Plan of Exchange Agreement”), pursuant to which we acquired all of the issued and outstanding securities of DCG in consideration of convertible notes that were convertible into shares of common stock of the Company. On June 11, 2008, the Company, DCG and the former members of DCG agreed to amend the Plan of Exchange Agreement, pursuant to which the convertible notes were terminated and shares of Series A Convertible Preferred Stock (the “Preferred Stock”) were issued to the former members of DCG.

As a result of the Plan of Exchange Agreement, DCG is now a wholly-owned subsidiary of Emvelco. The shares of Emvelco common stock that the former holders of DCG’s membership interest will be entitled to receive upon conversion of the Preferred Stock will represent approximately 87% of the shares of the Company, if fully converted.

At the special meeting, among other things, you will be asked to approve (a) the potential issuance of shares of our common stock upon conversion of the Preferred Stock, (b) amendment to our certificate of incorporation to increase the authorized number of shares of our common stock from 35,000,000 to 400,000,000, (c) the election of six (6) directors and (d) adoption of the 2008 Stock Incentive Plan.

After careful consideration, our board of directors has approved the issuance of Preferred Stock and the shares of common stock underlying the Preferred Stock, the amendment to our certificate of incorporation described in the accompanying proxy statement, the election of six directors and the 2008 Stock Incentive Plan, and has recommended that you vote for these proposals.

The accompanying proxy statement provides a detailed description of the Preferred Stock, and a copy of the Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock of the Company is attached to the proxy statement as *Annex A*. In addition, the proxy statement provides you with important information regarding the other proposals that require your vote. I urge you to read the proxy statement materials in their entirety and consider them carefully.

Whether or not you are able to attend the special meeting, please complete, date, execute and return the enclosed proxy card in the accompanying postage-paid envelope as soon as possible. This will assure that your shares will be represented and voted at the meeting, even if you do not attend.

Sincerely,

/s/ Yossi Attia  
Yossi Attia  
Chief Executive Officer and Director



**EMVELCO CORP.**  
**10990 Wilshire Blvd., Suite 1220,**  
**Los Angeles, CA 90024**  
**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**  
**TO BE HELD ON \*, 2008**

NOTICE HEREBY IS GIVEN that a special meeting of stockholders of Emvelco Corp. will be held at 10990 Wilshire Blvd., Suite 1220, Los Angeles, California 90024, on \*, 2008, at 11:30 a.m., local time, for the purposes of considering and voting upon:

1. A proposal to approve the potential issuance of up to 50,000,000 shares of our common stock, par value \$0.001 per share upon the conversion of our Series A Convertible Preferred Stock and the resulting change of control that will occur in connection with the share issuance.
2. A proposal to approve an amendment to our certificate of incorporation to increase the authorized shares of our common stock from 35,000,000 to 400,000,000.
3. A proposal elect six (6) directors of the Company to serve until the 2008 Annual Meeting of Stockholders or until their successors have been duly elected and qualified;
4. A proposal to adopt the 2008 Stock Incentive Plan;
5. Such other business as properly may come before the special meeting or any adjournments or postponements thereof.

Our board of directors is not aware of any other business to be presented to a vote of the stockholders at the special meeting. Information relating to the above matters is set forth in the attached proxy statement. Our board of directors has fixed \*, 2008 as the record date for the special meeting. Only stockholders of record of our common stock, at the close of business on the record date are entitled to receive notice of and to vote at the special meeting and any adjournments or postponements thereof.

By Order of the Board of Directors.

/s/Yossi Attia  
Yossi Attia  
Chief Executive Officer and Director

Los Angeles, California  
\*, 2008

**YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, PLEASE READ THE ATTACHED PROXY STATEMENT AND THEN PROMPTLY COMPLETES, DATE, EXECUTE AND RETURN THE ENCLOSED PROXY CARD IN THE ACCOMPANYING POSTAGE-PAID ENVELOPE.**

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**QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE PLAN OF EXCHANGE AGREEMENT**

*The following questions and answers are provided for your convenience, and briefly address some commonly asked questions about the special meeting and the Plan of Exchange Agreement. This section, however, only provides summary information. You should carefully read this entire proxy statement, its annexes and the documents referred to in this proxy statement.*

**The Special Meeting**

**Q: Why am I receiving these materials?**

A: You are receiving this proxy statement for a special meeting of stockholders because we have acquired DCG pursuant to the terms of an Agreement and Plan of Exchange, as amended, among us, DCG and the members of DCG holding all of the issued and outstanding membership interest of DCG, dated May 1, 2008, pursuant to which we issued shares of Series A Preferred Stock. We are seeking shareholder approval for the issuance of up to 50,000,000 shares of common stock upon conversion of the Series A Preferred Stock. Further, we are also seeking approval in connection with the amendment of our certificate of incorporation to increase our authorized from 35,000,000 to 400,000,000 and the adoption of our 2008 Stock Incentive Plan as well as electing six (6) new directors and adopting a 2008 Stock Incentive Plan.

This proxy statement contains important information about the terms of the Series A Preferred Stock, the issuance of our common stock pursuant to the Series A Preferred Stock and the resulting change of control that will occur in connection with the share issuance, the proposed amendment to our certificate of incorporation, the adoption of our 2008 Stock Incentive Plan and the election of our directors. You should read it carefully.

Your vote is important. We encourage you to vote as soon as possible by signing and returning the enclosed proxy.

**Q: When and where is the special meeting of stockholders?**

A: The special meeting will be held at 10990 Wilshire Blvd., Suite 1220, Los Angeles, California 90024 at 11:30 a.m., local time, on \*, 2008.

**Q: What matters will be voted on at the special meeting?**

A: You will be asked to consider and vote on the following proposals:

1. Proposal No. 1—approval of the issuance of up to 50,000,000 shares of our common stock upon the conversion and the resulting change of control that will occur in connection with the share issuance;
2. Proposal No. 2—approval of an amendment to our certificate of incorporation to increase the authorized shares of common stock from 35,000,000 to 400,000,000;
3. Proposal No. 3 - election of six (6) directors of the Company to serve until the 2008 Annual Meeting of Stockholders or until their successors have been duly elected and qualified;
4. Proposal No. 4 - authorizing the adoption of the 2008 Stock Incentive Plan; and
5. such other business as properly may come before the special meeting or any adjournments or postponements thereof.

**Q: How does Emvelco' Board of Directors recommend that I vote on the proposals?**

A: After careful consideration, our board of directors recommends that our stockholders vote:

- “FOR” Proposal No. 1 to approve the issuance of up to 50,000,000 shares of our common stock, par value \$0.001 per share, upon the conversion of the Series A Convertible Preferred Stock and the resulting change of control that will occur in connection with the share issuance;
- “FOR” Proposal No. 2 to approve an amendment to our certificate of incorporation to increase the number of authorized shares of our common stock from 35,000,000 to 400,000,000;
- “FOR” Proposal No. 3 to election the of the nominee directors; and

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- “FOR” Proposal No. 4 to approve the adoption of the 2008 Stock Incentive Plan.

The reasons why our board of directors recommends these proposals are discussed in greater detail throughout this proxy statement.

**Q: Who is entitled to vote?**

A: The securities that can be voted at the special meeting consist of our common stock, \$0.001 par value per share with each share of common stock entitling its holder to one vote on each matter submitted to the stockholders.

You are entitled to vote your shares of stock if our stockholder records show that you held your stock as of the close of business on \*, 2008, which is the record date for determining the holders of stock who are entitled to receive notice of and to vote at the special meeting. On \*, 2008, \* shares of common stock were outstanding and eligible to be voted at the special meeting.

**Q: What stockholder approvals are required to approve the share issuance in connection with the conversion of the shares of preferred stock and the resulting change of control that will occur in connection with the share issuance, the amendment to the certificate of incorporation, the election of the nominee directors and the adoption of the 2008 Stock Incentive Plan?**

A: The presence, in person or by proxy, of a majority in voting power of the outstanding shares of our common stock is necessary to constitute a quorum at the special meeting. Abstentions and broker non-votes will be counted towards a quorum. The approvals required to approve the Proposals are as follows:

- Proposal No. 1—approval of the issuance of up to 50,000,000 shares of our common stock upon conversion of the shares of Preferred Stock and the resulting change of control that will occur in connection with the share issuance—although we are not required to obtain shareholder approval for this item we are seeking the affirmative vote of the holders of a majority in voting power of our common stock present, in person or represented by proxy, and entitled to vote at the special meeting.
- Proposal No. 2—approval of an amendment to our certificate of incorporation to increase the authorized shares of our common stock from 35,000,000 to 400,000,000—the vote required to approve Proposal No. 2 is governed by Delaware law and requires the affirmative vote of the holders of a majority in voting power of our outstanding common stock.
- Proposal No. 3 - election of six (6) directors of the Company to serve until the 2008 Annual Meeting of Stockholders or until their successors have been duly elected and qualified requires the affirmative vote of the holders of a plurality of the shares of common stock represented at the special meeting in person or by proxy and entitled to vote.
- 4. Proposal No. 4 - authorizing the adoption of the 2008 Stock Incentive Plan requires the affirmative vote of the holders of a majority of the shares of the Company's Common Stock present at the Special Meeting in person or by proxy and entitled to vote and constituting at least a majority of the required quorum.

**Q: How do I cast my vote if I am a holder of record?**

A: After carefully reading and considering the information contained in this proxy statement, if you are a holder of record, you may vote in person at the special meeting or by

**VOTING BY MAIL.** You may vote by mail by marking, signing and dating the enclosed proxy card as promptly as possible and returning it in the enclosed postage-paid envelope. Proxies should not be sent by the stockholder to the Company, but to American Stock Transfer and Trust Company, the Company's Registrar and Transfer Agent, at 59 Maiden Lane, New York, New York 10038. A pre-addressed, postage-paid envelope is provided for this purpose.

**VOTING BY TELEPHONE.** You may vote by telephone by dialing the toll free number on the enclosed proxy card and casting your vote in accordance with the instructions given to you on the telephone. Telephone voting is available 24 hours a day. If you vote by telephone you should not return your proxy card.

**VOTING VIA THE INTERNET.** You may vote via the Internet by visiting the website shown on the enclosed proxy card. Internet voting is also available 24 hours a day. If you vote via the Internet you should not return your proxy card.

IF YOU SIGN, DATE AND SEND YOUR PROXY AND DO NOT INDICATE HOW YOU WANT TO VOTE, YOUR PROXY WILL BE VOTED “FOR” EACH PROPOSAL DESCRIBED IN THE PROXY STATEMENT, INCLUDING THE ISSUANCE OF SHARES OF OUR COMMON STOCK PURSUANT TO THE PLAN OF EXCHANGE AGREEMENT AND THE RESULTING CHANGE OF CONTROL THAT WILL OCCUR IN CONNECTION WITH THE SHARE ISSUANCE, AND THE AMENDMENT TO OUR CERTIFICATE OF INCORPORATION.

**Q: If my shares are held in “street name” will someone else vote my shares for me?**

A: If you hold your shares in “street name” (which means your shares are held of record by a broker, bank or nominee), you must provide the record holder of your shares with instructions on how to vote your shares. If you do not provide your broker, bank or nominee with instructions on how to vote your shares, such person or entity may not be permitted to vote your shares. Also, under the rules of the New York Stock Exchange and American Stock Exchange, which we refer to as the Exchanges, that govern most domestic stock brokerage firms, member firms that hold shares in street name for beneficial owners may, to the extent that such beneficial owners do not furnish voting instructions with respect to any or all proposals submitted for stockholder action, vote in their discretion upon proposals which are considered “discretionary” proposals under the rules of the Exchanges. These votes by brokerage firms are considered as votes cast in determining the outcome of any discretionary proposal. Member brokerage firms that have received no instructions from their clients as to “non-discretionary” proposals do not have discretion to vote on these proposals. If the brokerage firm returns a proxy card without voting on a non-discretionary proposal because it received no instructions, this is referred to as a “broker non-vote” on the proposal. “Broker non-votes” are considered in determining whether a quorum exists at the special meeting for each proposal. Broker non-votes will have the same effect as “AGAINST” votes for any proposal except Proposal Nos. 1 and 5. For Proposal Nos. 1 and 5, broker non-votes will have no effect and will not be counted towards the vote total.

**Q: When should I send in my proxy card?**

A: You should send in your proxy card by mail as soon as possible so that your shares will be voted at the special meeting.

**Q: Can I change my vote after I have delivered my proxy?**

A: Yes. Any stockholder delivering a proxy has the power to revoke it at any time before it is voted (1) by giving written notice to Robin Ann Gorelick, Esq., at c/o Law Offices of Gorelick & Associates, 468 N. Camden Drive Suite 361D, Beverly Hills, CA 90210, (2) by executing and delivering a proxy card bearing a later date or (3) by voting in person at the special meeting. Please note, however, that under the rules of the Exchanges and the NASDAQ Stock Market, any beneficial owner of our common stock whose shares are held in street name by a member brokerage firm may revoke his or her proxy and vote his or her shares in person at the special meeting only in accordance with applicable rules and procedures of the Exchanges and the NASDAQ Stock Market, as employed by the beneficial owner’s brokerage firm.

**Q: May I vote in person?**

A: Yes. You may attend the special meeting and vote your shares in person. If you hold shares in “street name” through a broker or other nominee, you must provide a legal proxy executed by your broker or other nominee to vote your shares at the meeting.

**Q: What should I do if I receive more than one set of voting materials?**

A: You may receive more than one set of voting materials, including multiple copies of this document and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a holder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction card that you receive.

**Q: Who can help answer my questions?**

A: If you have any questions about the Plan of Exchange Agreement, the issuance of shares pursuant to the Plan of Exchange Agreement, the amendment to our certificate of incorporation or any of the other proposals, or about how to submit your proxy, or if you need additional copies of this document or the enclosed proxy card, you should contact: