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STREICHER MOBILE FUELING INC

Form PRER14A

June 06, 2003

SCHEDULE 14A
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant |X|
Filed by a Party other than the Registrant |_|

Check the appropriate box:

|X| Preliminary Proxy Statement |_| Confidential, For Use of the
 |_| Definitive Proxy Statement Commission Only
 |_| Definitive Additional Materials (as permitted by Rule 14a-6(e)(2))
 |_| Soliciting Materials Pursuant to Rule 14a-11(c) or Rule 14a-12

STREICHER MOBILE FUELING, INC.

(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.

(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: _____

STREICHER MOBILE FUELING, INC.
800 WEST CYPRESS CREEK ROAD, SUITE 580
FORT LAUDERDALE, FLORIDA 33309

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JULY 23, 2003

To the Shareholders of
Streicher Mobile Fueling, Inc.

NOTICE IS HEREBY GIVEN that a Special Meeting of Shareholders of Streicher Mobile Fueling, Inc. (the "Company") will be held at the Westin Fort Lauderdale, 400 Corporate Drive, Fort Lauderdale, Florida, on July 23, 2003, beginning at 9:00 a.m. local time. At the meeting, shareholders will act on the following matters:

- o To approve an amendment to the Company's Articles of Incorporation to increase the number of authorized shares of Common Stock from 20,000,000 to 50,000,000 shares;
- o To authorize the Board of Directors to exercise its discretion under state law, notwithstanding limitations on that discretion imposed by rules of the Nasdaq Stock Market, to approve the issuance by the Company of (A) not more than 5,000,000 shares of Common Stock in one or more private placements of Common Stock, Common Stock purchase warrants or debt instruments convertible into Common Stock (the "Securities") (B) for aggregate consideration of not more than \$10,000,000 (C) at any time during the three (3) months following shareholder approval of the proposal, even if such issuance (D) is done at a negotiated price that may be deemed to be as much as 50% below "market value" (as defined by Nasdaq Stock Market Rules), and (E) includes purchases of some or all of the Securities at such negotiated price to officers or directors of the Company or their affiliates, (F) so long as the price and other terms of the transaction are (i) unanimously approved by the entire Board of Directors, and (ii) either (a) approved by the Audit Committee or another committee comprised entirely of independent, non-purchasing members of the Company's Board of Directors or (b) if no such committee is available, subsequently ratified by a vote of the pre-transaction shareholders not less than three (3) months following the closing of the transaction;
- o To authorize the Board of Directors to exercise its discretion under state law, notwithstanding limitations on that discretion imposed by

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rules of the Nasdaq Stock Market, to approve the issuance by the Company of (A) not more than 25,000,000 shares of Common Stock (B) for aggregate consideration of not more than \$75,000,000 (C) in connection with the acquisition by the Company of one or more businesses or the assets thereof (D) at any time during the three (3) months following

approval of the proposal, even if such issuance is done (E) at a negotiated price that may be deemed to be as much as 50% below "market value" (as defined by Nasdaq Stock Market Rules), (F) so long as the price and other terms of any such acquisition are (i) unanimously approved by the entire Board of Directors and (ii) approved by the Audit Committee or another committee of independent, non-purchasing members of the Company's Board of Directors; and

- o Any other matters that may properly come before the meeting.

Only shareholders of record at the close of business on May 20, 2003 are entitled to receive notice of and to vote at the Special Meeting or any postponement or adjournment thereof.

Your vote is important. Whether you plan to attend the meeting or not, you may vote your shares by marking, signing, dating and mailing the enclosed proxy card in the envelope provided. If you attend the meeting and prefer to vote in person, you may do so even if you have already voted your shares. You may revoke your proxy in the manner described in the proxy statement at any time before it has been voted at the meeting.