

Sanswire Corp.
Form PRE 14A
April 18, 2011

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
(Amendment No.)

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-11(c) or §240.14a-12

SANSWIRE CORP.

(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.
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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):

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1. Amount previously paid:
 2. Form, Schedule or Registration Statement No.:
 3. Filing Party:
 4. Date Filed:
-

SANSWIRE CORP.
State Road 405, Building M6-306A, Room 1400
Kennedy Space Center, FL 32815

NOTICE OF 2011 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JULY 26, 2011

The Annual Meeting of Stockholders of Sanswire Corp. (“Sanswire” or the “Company”) will be held at the Radisson Resort at the Port, located at 8701 Astronaut Boulevard, Cape Canaveral, Florida 32920, on Tuesday, July 26, 2011 at 10:00 a.m., local time, to consider and act upon each of the following matters, as more fully described in the accompanying proxy statement (the “Proxy Statement”):

1. To elect the one member named in the Proxy Statement to the Board of Directors to serve for a three-year term as a Class I Director.
2. To approve the Amended and Restated Certificate of Incorporation of the Company, which among other things, increases the authorized common stock of the Company from 500,000,000 to 750,000,000 shares.
3. To approve the 2011 Equity Compensation Incentive Plan.
4. To ratify the appointment of the Company’s independent registered public accounting firm, Rosen Seymour Shapss Martin & Company LLP.
5. To transact such other business as may properly come before the meeting and any adjournments thereof.

Stockholders entitled to notice of and to vote at the Annual Meeting shall be determined as of the close of business on May 31, 2011, the record date fixed by the Board of Directors for such purpose.

You are cordially invited to attend the Annual Meeting in person. To ensure that your vote is counted at the Annual Meeting, however, please vote as promptly as possible.

By Order of the Board of
Directors

Barbara M. Johnson
Secretary

Kennedy Space Center, Florida
June 9, 2011

Whether or not you expect to attend the Annual Meeting, please complete, date and sign the enclosed proxy and mail it promptly in the enclosed envelope to ensure that your vote is counted at the Annual Meeting. No postage need be affixed if the proxy is mailed in the United States. If you receive the proxy materials by mail or email, you may rather choose to vote via the Internet using either a computer or a smartphone, in person or by telephone. Please refer to the enclosed Proxy Statement for instructions on how to vote your shares.

PROXY STATEMENT FOR
2011 ANNUAL MEETING OF STOCKHOLDERS

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PROXY STATEMENT
FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JULY 26, 2011

June 9, 2011

GENERAL INFORMATION

Why am I receiving these Proxy Materials?

The Company has made these Proxy Materials (as defined below) available to you on the Internet or, upon your request, has delivered printed versions of these Proxy Materials to you by mail, in connection with the Company's solicitation of proxies for use at the Annual Meeting to be held on Tuesday, July 26, 2011 at 10:00 a.m., Eastern Standard Time, and at any postponement(s) or adjournment(s) thereof. These Proxy Materials were first sent or given to stockholders on June 9, 2011. You are invited to attend the Annual Meeting and are requested to vote on the proposals described in this Proxy Statement as promptly as possible to ensure that your vote is counted at the Annual Meeting. The Annual Meeting will be held at the Radisson Resort at the Port located at 8701 Astronaut Boulevard, Cape Canaveral, Florida 32920.

Why did I receive a notice in the mail regarding the Internet availability of Proxy Materials instead of a full set of Proxy Materials?

Pursuant to rules adopted by the Securities and Exchange Commission (the "SEC"), the Company has elected to provide access to its Proxy Materials via the Internet. Accordingly, the Company is sending a Notice of Internet Availability of Proxy Materials (the "Notice") to the Company's stockholders. All stockholders will have the ability to access the Proxy Materials on the website referred to in the Notice or to request to receive a printed set of the Proxy Materials. Instructions on how to access the Proxy Materials over the Internet or to request a printed copy may be found in the Notice. In addition, stockholders may request to receive Proxy Materials in printed form by mail or electronically by email on an ongoing basis. The Company encourages stockholders to take advantage of the availability of the Proxy Materials on the Internet to help reduce the environmental impact of its annual meetings.

What is included in these materials?

These Proxy Materials include:

- This Proxy Statement for the Annual Meeting; and

• The Company's Annual Report on Form 10-K for the year ended December 31, 2010, as filed with the SEC on March 30, 2011 (the "Annual Report" and together with the Proxy Statement, the "Proxy Materials").

If you requested printed versions of these Proxy Materials by mail, these Proxy Materials also include the proxy card or vote instruction form for the Annual Meeting.

What items will be voted on at the Annual Meeting?

Shareholders will vote on four items at the Annual Meeting:

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• To elect the one member named in the Proxy Statement to the Board of Directors to serve for a three-year term as a Class I Director (Proposal I);

• To approve the Amended and Restated Certificate of Incorporation of the Company (the “Charter”), which among other things, increases the authorized common stock, par value \$0.00001 per share, of the Company (the “Common Stock”) from 500,000,000 to 750,000,000 shares (Proposal II);

- To approve the 2011 Equity Compensation Incentive Plan (the “Plan”) (Proposal III); and

• To ratify the appointment of the Company’s independent registered public accounting firm, Rosen Seymour Shapss Martin & Company LLP (Proposal IV).

What are the Board’s voting recommendations?

The Board recommends that you vote your shares:

- “FOR” the nominee to serve as a Class I Director (Proposal I);
- “FOR” the approval of the Charter (Proposal II);
- “FOR” the approval of the Plan (Proposal III); and

• “FOR” ratification of the appointment of the Company’s independent registered public accounting firm, Rosen Seymour Shapss Martin & Company LLP (Proposal IV).

Where are the Company’s principal executive offices located and what is the Company’s main telephone number?

The Company’s principal executive offices are located at State Road 405, Building M6-306A, Room 1400, Kennedy Space Center, FL 32815. The Company’s main telephone number is (321) 452-3545.

What is the Company’s fiscal year?

The Company’s fiscal year ends on December 31. Unless otherwise stated, all information presented in this Proxy Statement is based on the Company’s fiscal calendar.

I share an address with another shareholder, and we received only one paper copy of the Proxy Materials. How may I obtain an additional copy of the Proxy Materials?

The Company has adopted a procedure called “householding,” which the SEC has approved. Under this procedure, the Company is delivering a single copy of the Notice and, if applicable, the Proxy Materials to multiple stockholders who share the same address unless the Company has received contrary instructions from one or more of the stockholders. This procedure reduces the Company’s printing costs, mailing costs and fees. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, the Company will deliver promptly a separate copy of the Notice and, if applicable, the Proxy Materials to any stockholder at a shared address to which the Company delivered a single copy of any of these documents. To receive a separate copy of the Notice and, if applicable, the Proxy Materials, stockholders may write or call the Company at the following address and telephone number:

Sanswire Corp.

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Mail Code: SWC
Kennedy Space Center, FL 32899
Attn: General Counsel
(321) 452-3545

Stockholders who hold shares in “street name” (as described below) may contact their brokerage firm, bank, broker-dealer or other similar organization to request information about householding.

How can I get electronic access to the Proxy Materials?

The Notice will provide you with instructions regarding how to:

- View on the Internet the Company’s Proxy Materials for the Annual Meeting; and
- Instruct the Company to send future Proxy Materials to you by email.

The Company’s Proxy Materials are also available on the Company’s website at www.sanswire.com/SEC Filings.

Choosing to receive future proxy materials by email will save the Company the cost of printing and mailing documents to you and will reduce the impact of the Company’s annual meetings on the environment. If you choose to receive future proxy materials by email, you will receive an email message next year with instructions containing a link to those materials and a link to the proxy voting website. Your election to receive proxy materials by email will remain in effect until you terminate it.

Who may vote at the Annual Meeting?

Each share of the Company’s Common Stock has one vote on each matter. Only stockholders of record as of the close of business on May 31, 2011 (the “Record Date”) are entitled to receive notice of, to attend and to vote at the Annual Meeting. As of March 21, 2011, there were 329,852,704 shares of the Company’s Common Stock issued and outstanding, held by approximately 21,000 stockholders.

What is the difference between a stockholder of record and a beneficial owner of shares held in street name?

Stockholder of Record. If your shares are registered directly in your name with the Company’s transfer agent, American Stock Transfer (“AST”), you are considered the stockholder of record with respect to those shares, and the Notice was sent directly to you by the Company. If you request printed copies of the Proxy Materials by mail, you will receive a proxy card.

Beneficial Owner of Shares Held in Street Name. If your shares are held in an account at a brokerage firm, bank, broker-dealer, or other similar organization, then you are the beneficial owner of shares held in “street name,” and the Notice was forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to instruct that organization on how to vote the shares held in your account. Those instructions are contained in a “vote instruction form.” If you request printed copies of the Proxy Materials by mail, you will receive a vote instruction form.

If I am a stockholder of record of the Company’s shares, how do I vote?

There are four ways to vote:

• **In person.** If you are a stockholder of record, you may vote in person at the Annual Meeting. The Company will give you a ballot when you arrive.

• **Via the Internet.** You may vote by proxy via the Internet using either a computer or a smartphone by following the instructions provided in the Notice or the Proxy Materials.

By Telephone. If you request copies of the Proxy Materials by mail or email, you may vote by proxy by calling the toll free number found on the proxy card.

By Mail. If you request printed copies of the Proxy Materials by mail, you may vote by proxy by filling out the proxy card and sending it back in the envelope provided.

Please see the proxy for complete instructions on how to vote your shares.

If I am a beneficial owner of shares held in street name, how do I vote?

There are four ways to vote:

In person. If you are a beneficial owner of shares held in street name and you wish to vote in person at the Annual Meeting, you must obtain a legal proxy from the organization that holds your shares. Please contact that organization for instructions regarding obtaining a legal proxy.

Via the Internet. You may vote by proxy via the Internet using either a computer or a smartphone by visiting www.proxyvote.com and entering the control number found in the Notice.

By Telephone. If you request copies of the Proxy Materials by mail or email, you may vote by proxy by calling the toll free number found on the vote instruction form.

By Mail. If you request printed copies of the Proxy Materials by mail, you may vote by proxy by filling out the vote instruction form and sending it back in the envelope provided.

Please see the proxy for complete instructions on how to vote your shares.

What is the quorum requirement for the Annual Meeting?

The holders of a majority of the shares entitled to vote at the Annual Meeting must be present at the Annual Meeting for the transaction of business. This is called a quorum. Your shares will be counted for purposes of determining if there is a quorum, whether representing votes for, against or abstained, if you:

- Are present and vote in person at the Annual Meeting; or

Have voted on the Internet, by telephone or by properly submitting a proxy card or vote instruction form by mail.

If a quorum is not present, the Annual Meeting will be adjourned until a quorum is obtained.

How are proxies voted?

All shares represented by valid proxies received prior to the Annual Meeting will be voted and, where a stockholder specifies by means of the proxy a choice with respect to any matter to be acted upon, the shares will be voted in accordance with the stockholder's instructions.

What happens if I do not give specific voting instructions?

Stockholders of Record. If you are a stockholder of record and you:

- Indicate when voting on the Internet or by telephone that you wish to vote as recommended by the Board; or
- Sign and return a proxy card without giving specific voting instructions,

then the proxies will vote your shares in the manner recommended by the Board and therefore FOR all matters presented in this Proxy Statement and as the proxies may determine in their discretion with respect to any other matters properly presented for a vote at the Annual Meeting.

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Beneficial Owners of Shares Held in Street Name. If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, under the rules of various national and regional securities exchanges, the organization that holds your shares may generally vote on routine matters but cannot vote on non-routine matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a “broker non-vote.”

Which ballot measures are considered “routine” or “non-routine”?