

ATC Ventures Group, Inc.  
Form DEF 14A  
September 04, 2012

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

DEFINITIVE NOTICE AND 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

ATC VENTURE GROUP, 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:

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

ATC VENTURE GROUP, INC.  
5929 Baker Road, Suite 400  
Minnetonka, MN 55345

September 5, 2012

Dear Stockholder:

I am pleased to invite you to ATC Venture Group's annual meeting of stockholders. This year's meeting will be held on Thursday, September 27, 2012, at the Company's offices at 5929 Baker Road, Suite 400, Minnetonka, MN 55345, beginning at 8:00 a.m. local time. Details of the business to be conducted at the annual meeting are given in the attached Notice of the Annual Meeting of Stockholders and Proxy Statement. A copy of our 2011 Annual Report on Form 10-K is also enclosed.

Whether or not you plan to attend the annual meeting, we hope you will have your shares represented by marking, signing, dating and returning your proxy card in the enclosed envelope as soon as possible. Your shares will be voted in accordance with the instructions you have given in your proxy card. If you return your signed proxy but no voting instructions are given, your shares will be voted "For" each director nominee. If you attend the annual meeting, you may vote your shares in person even though you have previously signed and returned your proxy card. Even if you plan to attend the annual meeting, we recommend that you also submit your proxy and voting instructions so that your vote will be counted if you later decide not to attend the meeting.

Very truly yours,

/s/ Robert Davis  
Robert Davis  
Chairman and Chief Executive Officer

ATC VENTURE GROUP, INC.  
5929 Baker Road, Suite 400  
Minnetonka, MN 55345

NOTICE OF THE ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON SEPTEMBER 27, 2012

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the “Annual Meeting”) of ATC Venture Group, Inc., a Nevada corporation, will be held on Thursday, September 27, 2012, at 8:00 a.m., local time, at the Company’s offices at 5929 Baker Road, Suite 400, Minnetonka, MN 55345, for the purpose of (1) electing two (2) members of our Board of Directors to serve until the 2015 Annual Meeting of Stockholders or until their successors are elected, and (2) transacting such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The Board of Directors has fixed the close of business on September 4, 2012 as the record date for the determination of holders of our common stock entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement thereof. A list of stockholders entitled to vote at the Annual Meeting shall be open for the examination of any stockholder, for any purpose relevant to the Annual Meeting, during ordinary business hours, for a period of at least ten days prior to the Annual Meeting at our offices at 5929 Baker Road, Suite 400, Minnetonka, MN 55345.

A copy of the Company’s annual report on Form 10-K for the fiscal year ended September 30, 2011 (the “Annual Report”), which accompanies this notice, contains financial and other information about us. See “Annual and Quarterly Reports” below.

By Order of the Board of Directors

/s/ Robert Davis

Chief Executive Officer

Minnetonka, Minnesota  
September 5, 2012

Your vote is important. Whether or not you expect to attend the Annual Meeting, please read the attached Proxy Statement and then promptly complete, date, sign and return the enclosed proxy card in order to ensure your representation at the Annual Meeting. A return envelope (which is postage prepaid if mailed in the United States) is enclosed for your convenience. Even if you have given your proxy, you may still vote in person if you attend the Annual Meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the Annual Meeting, you must obtain from such broker, bank or other nominee a proxy card issued in your name. Contact your broker, bank or other nominee for instructions.

ATC VENTURE GROUP, INC.

PROXY STATEMENT  
FOR THE ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON SEPTEMBER 27, 2012

SOLICITATION OF PROXIES

The enclosed proxy is solicited by the Board of Directors of ATC Venture Group, Inc. (the "Company") to be voted at the Annual Meeting of Stockholders (the "Annual Meeting") of the Company to be held at the Company's offices at 5929 Baker Road, Suite 400, Minnetonka, MN 55345, beginning at 8:00 a.m. local time on September 27, 2012, or at any adjournment thereof. The accompanying Notice of Annual Meeting, this Proxy Statement and the enclosed form of proxy are first being mailed or given to stockholders on or about September 5, 2012. Whether or not you expect to attend the Annual Meeting in person, please return your executed proxy in the enclosed envelope, and the shares represented thereby will be voted in accordance with your wishes.

Solicitation of proxies is being made by the Company and will be made primarily by mail. In addition to solicitation by mail, officers, directors and employees of the Company may solicit personally, by mail or telephone if proxies are not promptly received. The cost of solicitation will be borne by the Company and will include reimbursement paid to banks, brokers and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses of forwarding solicitation materials to the beneficial owners of the Company's common stock.

The Company's offices are located at 5929 Baker Road, Suite 400, Minnetonka, MN 55345.

REVOCATION OF PROXY

If, after sending in your proxy, you decide to vote in person or desire to revoke your proxy for any other reason, you may do so by notifying our Chief Executive Officer in writing at the Company's address listed above at any time prior to the voting of the proxy. A properly executed proxy with a later date will also revoke a previously furnished proxy.

RECORD DATE

Only stockholders of record at the close of business on September 4, 2012, will be entitled to vote at the Annual Meeting or any adjournment thereof.

ACTIONS TO BE TAKEN

Unless otherwise directed, the persons named in the enclosed form of proxy will vote your shares:

1. For the election of the persons named herein as nominees for Class I Directors of the Company, for a term expiring at the 2015 Annual Meeting of Stockholders or until their successors have been duly elected and qualified; and
2. According to such person's judgment on the transaction of such other business as may properly come before the meeting or any adjournment or postponement thereof.

Should the nominees named herein for election as directors become unavailable for any reason, the persons named in the proxy will vote for the election of such other persons in their stead as may be designated by the Board of Directors. The Board of Directors is not aware of any reason that might cause the nominees to be unavailable to serve.



## VOTING SECURITIES AND VOTING RIGHTS

On September 4, 2012, there were outstanding 7,107,328 shares of Common Stock, each of which is entitled to one vote on all matters submitted, including the election of directors. There are no cumulative voting rights.

One-third of the outstanding shares present or represented by proxy will constitute a quorum at the meeting. The affirmative vote of a plurality of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote is required to elect the persons nominated for director. Shares present at the meeting but which abstain or are represented by proxies that are marked “WITHHOLD AUTHORITY” with respect to the election of a person to serve on the Board of Directors will be considered in determining whether the requisite number of affirmative votes are cast on such matter. Accordingly, such proxies will have the same effect as a vote against the nominee as to which such abstention or direction applies. Shares not present at the meeting will not affect the election of a director assuming a quorum is present.

The vote required for the approval of any other matter properly brought before the meeting will be the affirmative vote of the majority of the shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal.

While counted for quorum purposes, shares represented by a proxy as to which there is a “broker non-vote” (for example, where a broker does not have discretionary authority to vote the shares) as to one or more matters to be voted on shall not be deemed represented at the meeting as to such matter or matters and, therefore, will have no effect on the election of the director nominees.

Votes will be counted by duly appointed inspectors of election, whose responsibilities are to ascertain the number of shares outstanding and the voting power of each, determine the number of shares represented at the meeting and the validity of proxies and ballots, count all votes and report the results to the Company.

## OWNERSHIP OF OUR COMMON STOCK

The following table sets forth the number and percentage of outstanding shares of Common Stock and other classes of the Company’s equity securities entitled to vote on all matters submitted to a vote by holders of Common Stock, beneficially owned as of August 15, 2012, by (a) each director and named executive officer of the Company, (b) all persons who are known by the Company to be beneficial owners of five percent (5%) or more of the Company’s outstanding Common Stock and (c) all officers and directors of the Company as a group. Unless otherwise noted, each of the persons listed below has sole voting and investment power with respect to the shares indicated as beneficially owned by such person.

Name and Address of Beneficial Owner (1)	Amount and Nature of Beneficial Ownership(2)	Percentage of Class
Hummingbird Management, LLC Hummingbird Value Fund LP The Tersier Nanocap Value Fund LP Hummingbird Capital, LLC Paul D. Sonkin. 145 East 57th Street - 8th Floor New York, New York 10022	412,922(3)	5.9%

Robert Davis Chairman, CEO, COO, CFO, Secretary, Treasurer and Director	1,005,809	14.2%
Paul DeShaw Director	2,343,260(4)	33.0%
Lance Morgan Chairman of the Audit Committee, Director	145,528(5)	2.0%
John P. Bohn Director	50,000	*
All Officers and Directors as a Group (4 persons)	3,544,597	49.9%

\* Less than 1%

(1) The address for each stockholder unless otherwise noted is c/o ATC Venture Group, Inc., 5929 Baker Road, Suite 400, Minnetonka, MN 55345.

(2) Pursuant to SEC rules, shares of common stock which an individual or group has a right to acquire within sixty (60) days pursuant to the exercise of options or warrants are deemed to be outstanding for the purpose of computing the percentage ownership of such individual or group, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person shown in the table.

(3) As reported in the Schedule 13D filed May 11, 2010, this includes 101,000 shares owned by Hummingbird Value Fund, LP and 311,922 shares owned by The Tarsier Nanocap Value Fund, L.P. Hummingbird Management, LLC serves as the investment manager of each of Hummingbird Value Fund, LP and Tarsier Nanocap Value Fund, LP.

(4) Includes 8,700 shares owned by Mr. DeShaw's spouse.

(5) Includes 95,528 shares owned by Ho-Chunk Inc., an entity in which Mr. Morgan serves as CEO. Mr. Morgan has no economic interest in these shares.



PROPOSAL 1 – ELECTION OF DIRECTORS

Our Board currently consists of four (4) directors. Our Bylaws provide that the Board will consist of not less than two nor more than twelve directors. The Board reserves the right to increase the size of the Board as provided in our Bylaws. Our Articles of Incorporation and Bylaws divide the Board into three classes. One class is elected each year to serve a three-year term. The term of the current Class I Directors expire at the Annual Meeting.

The full Board has nominated Messrs. Davis and Bohn for election as Class I directors for a term expiring at the 2015 annual meeting of stockholders and until their successors have been qualified, or until their earlier death, resignation or removal. Mr. Davis has served on the Board since 2009 and Mr. Bohn has served on the Board since 2011. The nominees have agreed to serve if elected, and the Board has no reason to believe they will be unable to serve. If either nominee for director is unable to serve, the persons named in the proxy may vote for a substitute nominee.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF MESSRS. DAVIS AND BOHN AS DIRECTORS TO HOLD OFFICE UNTIL THE 2015 ANNUAL MEETING OF STOCKHOLDERS.

The following table sets forth for the nominee and each continuing director, such person’s age, principal occupation for at least the last five years, present position with us, the year in which such director was first elected or appointed a director, directorships with other public companies, and the class of such director.

For Election at the Annual Meeting

Class I: Nominees to serve until 2015

Name	Age	Principal Occupation	Director Since
Robert Davis	51	Mr. Davis is our Chief Executive Officer. Prior to this role, he was an engaged by us as a turnaround consultant and acted as the interim Chief Financial Officer. He has been an entrepreneurial CEO for over 20 years, having bought, started, lead, and sold many companies in that period.	2009
John P. Bohn	47	Mr. Bohn is a private investor in Minneapolis, Minnesota. From 1992 to 2010, Mr. Bohn served in a variety of roles with Cargill, most recently as Managing Director for CarVal Investors, where he was responsible for the firm’s Latin American and special opportunities businesses. Mr. Bohn was previously Country Manager for Cargill Financial Services Corporation (CFSC) in Russia overseeing CFSC’s investments in corporate bonds, government obligations, equities and trade finance. Prior to his assignment in Russia, Mr.	2011

Bohn developed the Value Investment business in Mexico and the real estate securities and single asset real estate business in the United States. Mr. Bohn joined Cargill in 1992 as a high-yield trader. Prior to joining Cargill, Mr. Bohn was a member of the Mergers and Acquisitions department at PaineWebber. Mr. Bohn received his MBA from the Amos Tuck School and his BA from Dartmouth College.

Continuing Directors

Class II: To serve until 2013

Name	Age	Principal Occupation	Director Since
Paul DeShaw	69	Mr. DeShaw is a long-standing investor in Cycle Country Accessories Corp. He is also a Director of BDFSC Holdings Corp. and a Vice President of Broker Dealer Financial Services Corp., and has been with that firm since 1995.	2010

Class III: To serve until 2014

Name	Age	Principal Occupation	Director Since
Lance Morgan	43	Mr. Morgan is the founder, president and Chief Executive Officer of Ho-Chunk, Inc., an economic development corporation of the Winnebago Tribe of Nebraska. He is also a partner of Fredericks Peebles & Morgan LLP, a national law firm specializing in Indian law, economic development and Indian gaming. As founder of Ho-Chunk, he helped lead the company from a start-up in 1995 with no revenues and one employee to what is now a tribal conglomerate with more than \$200 million in revenues, 1,100 employees, and operations in diverse industries, including Native American tobacco products, Native-blended gasoline products, hotel development, retail products, government contracting, modular homes and Indianz.Com, the largest Native news and information Web site. Mr. Morgan is a graduate of the University of Nebraska and Harvard Law School.	2011



## Board and Committee Meetings

The Board conducts its business through meetings and actions by unanimous written consent of the full Board and through its Audit Committee. During the fiscal year ended September 30, 2011, the Board held four meetings and the Audit Committee held two meetings. During the fiscal year ended September 30, 2011, each director attended at least 75% of the meetings of the Board and the committee(s), if any, on which he served.

## Determination of Director Independence

American Stock Exchange (“Amex”) rules require that no less than 50% of our Board be “independent.” Under the Amex rules, the Board must make an affirmative determination that a director is independent by determining that the director has no relationships that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board has reviewed the independence of its directors under the Amex rules and determined that Messrs. Bohn, DeShaw and Morgan are independent.

## Board Leadership Structure and Lead Director

Our Chief Executive Officer, Robert Davis, also serves as our Chairman of the Board. Mr. Davis has served on the Board since 2009 and replaced Jeffrey Tetzlaff, who resigned from the Board effective December 31, 2010.

The Board has determined that having our Chief Executive Officer also serve as Chairman is in the best interest of our stockholders. This structure makes the best use of the Chief Executive Officer’s knowledge of our company and its industry in setting the strategic direction of our company, as well as fostering greater communication between our management and the Board.

The Board has not appointed a Lead Independent Director as of this date.

## Committees of the Board

The Board has a standing Audit Committee and no other standing committees.

### Audit Committee

Our Audit Committee currently consists of Messrs. Morgan (chair) and Bohn. Each of Messrs. Morgan and Bohn is an independent director as defined by Amex rules and is also an audit committee financial expert as defined by SEC rules.

The Audit Committee is responsible for, among other things:

- directly appointing our independent registered public accountants;
- discussing with our independent registered public accountants their independence from management;
- reviewing with our independent registered public accountants the scope and results of their audit;
- approving all audit services and pre-approving all permissible non-audit services to be performed by the independent registered public accountants;

- overseeing the financial reporting process and discussing with management and our independent registered public accountants the interim and annual financial statements that we file with the SEC; and
  - reviewing and monitoring our accounting principles, policies and financial and accounting controls.

### Compensation Committee

The Board does not currently have a standing Compensation Committee. The Board believes it is appropriate for us not to have such a committee because of its status as a “Smaller Reporting Company” and it has delegated to the independent members of the Board the authority to establish executive officer compensation.

### Nominating Committee

The Board does not currently have a standing Nominating Committee or a charter regarding the nominating process. The Board believes that it is appropriate for it not to have such a committee because it has delegated to its independent directors the authority to identify, evaluate and recommend qualified nominees for election or appointment to our Board.

### Director Compensation

For fiscal year 2011, our independent directors received 50,000 shares of restricted common stock as compensation for serving on our board of directors. These shares fully vested upon the closing of the Kolpin transaction. Directors who are employees of our company receive no additional compensation for their service on the Board.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Comp. (\$)
John Bohn	—	50,000	—	—	—	—
Paul DeShaw	—	50,000	—	—	—	—
Robert Davis	—	—	—	—	—	—