

Edgar Filing: M B A HOLDINGS INC - Form PRE 14C

M B A HOLDINGS INC
Form PRE 14C
March 25, 2004

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

SCHEDULE 14C

INFORMATION REQUIRED IN AN INFORMATION STATEMENT

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

Check the appropriate box:

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

M.B.A. Holdings, Inc.

(Name of Registrant as Specified in Its 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:

Common Stock, \$.001 par value

(2) Aggregate number of securities to which transaction applies:

Common Stock, \$.001 par value - Authorized Shares increased from 80,000,000 to 800,000,000 shares and change the par value of each Common Stock share to no par value shares with a stated value \$0.0001 per share.

(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: None

(5) Total fee paid: None

Fee paid previously with preliminary materials: N/A

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 No.:
(3) Filing Party:

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(4) Date Filed:

Statement that Proxies are not solicited

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

Information Required by Items of Schedule 14A

Item 19. Amendment of charter, bylaws or other documents

The following Amendment to the Articles of Incorporation will be made and approved by Consent of the Board of Directors and by Consent of Shareholders owning a majority of the outstanding common stock shares, as of the record date of March 22, 2004, by means of written consent on April 30 2004:

RESOLVED, the Corporation shall amend its Articles of Incorporation to increase its authorized Common Stock shares to Eight Hundred Million (800,000,000) and change the par value of each Common Stock share to no par value shares with a stated value \$0.0001 per share.

Item 6. Voting securities and principal holders thereof

The following table sets forth information as of October 31, 2003 concerning shares of Common Stock with \$.001 par value, the Company's only voting securities. This table includes all beneficial owners who own more than 5% of the outstanding voting securities, each of the Company's directors by each person who is known by the Company to own beneficially more than 5% of the outstanding voting securities of the Company, and by the Company's executive officers and directors as a group.

Title of Class	Name And Address of Beneficial Owner	Amount and Nature of Beneficial Owner	Percent of Class
Common Stock	Gaylen Brotherson 9419 E. San Salvador Suite 105 Scottsdale, AZ 85258	902,615 shares (1)	44.5%
Common Stock	Judy Brotherson 9419 E. San Salvador Suite 105 Scottsdale, AZ 85258	825,301 shares (1)	40.7%
Common Stock	CEDE & Co Box 220 Bowling Green Station New York, NY 10274	219,928	10.8%
Common Stock	All Directors and Executive Officers as a Group (five people)	1,727,916 shares	85.1%

(1) This amount represents shares owned and excludes the 60,001 options to purchase common stock for Gaylen Brotherson and the 125,000 options to purchase common stock for Judy Brotherson. If these options were exercised by Gaylen Brotherson and Judy Brotherson, then their percentage of ownership would change

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to 43.5% and 42.9%, respectively.

The Company's Articles of Incorporation are being amended to provide additional Common Stock shares to be used for future acquisitions.

The effect of the amendment is to increase the authorized but unissued Common Stock shares.

Delivery of Documents to Security Holders Sharing an Address.

A separate document will be delivered to each shareholder regardless of address.

(4) Filing Party: M.B.A. Holdings, Inc.

/s/ Gaylen M. Brotherson
Gaylen M. Brotherson
CEO

(5) Date Filed: March 25, 2004