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UNIFAB INTERNATIONAL INC
Form PRER14A
July 08, 2003

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AMENDMENT NO. 1

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

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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 Commission Only (as permitted by Rule 14a-6(e)(2))
- [] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Material Under Rule 14a-12

UNIFAB INTERNATIONAL, 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):

- [X] No fee required
- [] \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14(a)-6(i)(1), 14(a)-6(i)(2) or Item 22(a)(2) of Schedule 14A
- [] 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

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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 by written 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:

PRELIMINARY PROXY MATERIALS

AS OF JULY 3, 2003

[UNIFAB LOGO TO BE INSERTED]

UNIFAB INTERNATIONAL, INC.
5007 PORT ROAD
NEW IBERIA, LOUISIANA 70562

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD AUGUST 1, 2003

Date: Friday, August 1, 2003

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Time: 10:00 A.M. C.D.T.

Place: 5007 Port Road, New Iberia, Louisiana

Purposes: To consider and vote upon the following proposals and to transact such other business as may properly come before the annual meeting:

1. To elect eight directors to serve until our 2004 annual meeting or until their respective successors are duly elected and qualified;
2. To ratify the appointment of Deloitte & Touche LLP as our independent auditors to audit our financial statements for 2003;
3. To amend our articles of incorporation to increase the number of authorized shares of our common stock to 150,000,000; and
4. To amend our articles of incorporation to effect a one-for-ten reverse stock split pursuant to which every ten shares of our common stock would be converted into one share of our common stock.

Record Date: Close of business on June 2, 2003

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED PROXY CARD AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE. You may revoke your proxy at any time before it is voted. We appreciate your cooperation.

By Order of the Board of Directors

New Iberia, Louisiana

Martin K. Bech

July , 2003

Secretary

UNIFAB INTERNATIONAL, INC.
5007 PORT ROAD
NEW IBERIA, LOUISIANA 70562

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD AUGUST 1, 2003

We will begin mailing this proxy statement to our shareholders on or about July __, 2003.

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We are furnishing this proxy statement to our shareholders in connection with the solicitation of proxies on behalf of our board of directors for use at our 2003 annual meeting of shareholders to be held on August 1, 2003, at 10:00 A.M. C.D.T. at our offices located at 5007 Port Road, New Iberia, Louisiana.

WHO CAN VOTE

If you held any of our common stock or series A participating preferred stock ("series A preferred stock") at the close of business on June 2, 2003, then you are entitled to notice of, and to vote at, the annual meeting. On that date, 8,189,972 shares of our common stock and 738 shares of our series A preferred stock were outstanding.

QUORUM

The presence of the holders of a majority of the total votes entitled to be cast at the annual meeting, either in person or represented by proxy, is necessary to constitute a quorum. For purposes of determining a quorum, we will count as present shares of our stock present at the meeting that abstain from voting or that are the subject of broker non-votes. A broker non-vote occurs with respect to a particular m