

URBAN TELEVISION NETWORK CORP
Form PRE 14C
December 08, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14C INFORMATION

November 18, 2016

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

X Filed by the registrant
Filed by a party other than the registrant

Check the appropriate box:

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

Urban Television Network Corporation
(Name of Registrant as Specified In 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

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:
- 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:
 - 2) Form, Schedule or Registration Statement No.
 - 3) Filing Party:
 - 4) Date Filed:
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SCHEDULE 14C INFORMATION STATEMENT

Pursuant to Regulation 14C of the Securities Exchange

Act of 1934 as amended

Urban Television Network Corporation

1201 North La Brea Avenue, Suite 256

Inglewood, California 90302

GENERAL INFORMATION

This Information Statement (the "Information Statement") has been filed with the Securities and Exchange Commission and is being furnished, pursuant to Section 14C of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to the holders (the "Stockholders") of the common stock, par value \$.0001 per share (the "Common Stock"), of Urban Television Network Corporation, a Nevada Corporation (the "Company"), to notify such Stockholders that on or about November 18, 2016 the Company received written consent at a special meeting of Stockholders from its Chairman to authorize the Company's Board of Directors to approve the following:

(1) to change the name of the Company to "Punch Animation, Inc." (the "Name Change").

On November 18, 2016 the Board of Directors of the Company approved the Name Change, subject to Stockholder approval. The Majority Stockholders approved the Name Change by written consent at a special meeting on November 18, 2016. Accordingly, your consent is not required and is not being solicited in connection with the approval of the Name Change. The Name Change will become effective when we file the Certificate of Amendment (the "Amendment") with the Secretary of State of the State of Nevada twenty (20) days after the Definitive Information Statement is filed and mailed to Stockholders of Record.

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

Date: November 18, 2016

From the Board of Directors of

Urban Television Network Corporation.

By: /s/ Joseph Collins

Joseph Collins

Chief Executive Officer and Director

RECOMMENDATION OF THE BOARD OF DIRECTORS

ACTIONS TO BE TAKEN

ACTION I - NAME CHANGE AMENDMENT OF ARTICLES OF INCORPORATION TO CHANGE THE NAME OF THE COMPANY

The Board of Directors has determined that since the Company intends to focus on the production of new animated shows, the merchandising and licensing, the development of new television networks, and the syndication and distribution of other media products, the Name Change better reflects the nature of the Company's new business direction.

Purpose of the Name Change

On November 18, 2016, the Company's Board of Directors and the Majority Stockholders owning a majority of the Company's voting securities approved a resolution authorizing the Company to amend the Articles of Incorporation to change the Company's name to Punch Animation, Inc. The Board believes that the Name Change better reflects the nature of the Company's anticipated operations.

Amended Certificate of Incorporation

Upon the effectiveness and on the date that is twenty (20) days following the mailing of this Information Statement, the Board of Directors shall have the Company's Certificate of Amendment to the Articles of Incorporation filed with the State of Nevada in order to effect the name change

ADDITIONAL INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information including annual and quarterly reports on Form 10-K and 10-Q (the "1934 Act Filings") with the Securities and Exchange Commission (the "Commission"). Reports and other information filed by the Company can be inspected and copied at the public reference facilities maintained at the Commission at Room 1024, 450 Fifth Street, N.W., Washington, DC 20549. Copies of such material can be obtained upon written request addressed to the Commission, Public Reference Section, 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. The Commission maintains a web site on the Internet (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the Commission through the Electronic Data Gathering, Analysis and Retrieval System ("EDGAR").

The Company shall provide, without charge, to each person to whom an Information Statement is delivered, upon written or oral request of such person and by first class mail or other equally prompt means within one (1) business day of receipt of such request, a copy of any and all of the information that has been incorporated by reference in the Information Statement (not including exhibits to the information that is incorporated by reference unless such exhibits are specifically incorporated by reference into the information that the Information Statement incorporates), and the address and telephone numbers to which such a request is to be directed.

INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON

Except as disclosed elsewhere in this Information Statement, none of the following persons have any substantial interest, direct or indirect, by security holdings or otherwise in any matter to be acted upon:

1. any director or officer of our Company since November 18, 2016 being the commencement of our last completed financial year;
2. any proposed nominee for election as a director of our Company; and
3. any associate or affiliate of any of the foregoing persons.

The shareholdings of our directors and officers are set forth below in the section entitled "Security Ownership of Certain Beneficial Owners and Management." To our knowledge, no director has advised that he intends to oppose the Name Change as more particularly described herein.

OUTSTANDING VOTING SECURITIES

Our authorized capital stock consists of 200,000,000 shares of Common Stock, par value \$0.0001 per share, of which 130,000,000 shares are outstanding as of November 18, 2016 (the "Record Date"). In addition, as of November 11, 2014 Joseph Collins was given as a part of his employment agreement 200,000 shares of the Company's Preferred Stock issued and outstanding, with his Preferred Stock is entitled to 650 votes per share.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following information table sets forth certain information regarding the Company's common stock owned on the Record Date by (i) each who is known by the Company to own beneficially more than 5% of its outstanding Common Stock, (ii) each director and officer, and (iii) all officers and directors as a group:

| Name of Beneficial Owner | Number of Preferred Shares Owned | Percent of Class |
|------------------------------|-------------------------------------|------------------|
| Joseph Collins, CEO | 200,000 | 65.00% |
| | 650 | |
| | votes per share | |
| Directors and Officers Total | 200,000 | 65.00% |

DISSENTER'S RIGHTS OF APPRAISAL

The Stockholders have no right under Nevada Corporate Law, the Company's Articles of Incorporation consistent with above, or ByLaws to dissent from any of the provisions adopted in the Amendment.

EFFECTIVE DATE OF NAME CHANGE

Pursuant to Rule 14c-2 under the Exchange Act, the Name Change shall not be filed with the Secretary of State of Nevada until a date at least twenty (20) days after the date on which this Information Statement has been mailed to the Stockholders. The Company anticipates that the action contemplated hereby will be effected on or about the close of business on January 6, 2015

CONCLUSION

As a matter of regulatory compliance, we are sending you this Information Statement which describes the purpose and effect of the above action. Your consent to the above action is not required and is not being solicited in connection with this action. This Information Statement is intended to provide our Stockholders information required by the rules and regulations of the Securities Exchange Act of 1934.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, Urban Television Network Corporation has duly caused this report to be signed by the undersigned hereunto authorized.

Urban Television Network Corporation

By: /s/ Joseph Collins
Joseph Collins
President, CEO, Treasurer and Director