

DNA BRANDS INC
Form PRE 14C
August 16, 2013

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

SCHEDULE 14C 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 under Rule 14a-12

DNA BRANDS, 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:

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:

PRELIMINARY COPY

DNA BRANDS INC.
544 NW 77th Street
Boca Raton, Florida, 33487

INFORMATION STATEMENT

We are not asking you for a proxy and you are requested not to send us a proxy.

Introduction

This notice and information statement (the "Information Statement") is being mailed on or about August __, 2013 to our stockholders of record as of August 15, 2013 pursuant to Section 14C of the Exchange Act of 1934, as amended, to inform our stockholders that the holders of a majority of our issued and outstanding shares of voting stock executed a written consent dated August 15, 2013 (the "Consent") approving an amendment (the "Amendment") to our Articles of Incorporation, as amended (our "Articles of Incorporation"), whereby Article II, Section 1, which authorizes 100,000,000 Common Shares, \$0.001 par value, and 10,000,000 Preferred Shares, \$0.001 par value, to state that the Company is authorized to issue 400,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock") and 10,000,000 shares of preferred stock (the "Preferred Stock"), and further, authorizes the Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, and its preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof.

This notice and the information statement attached hereto shall be considered the notice required under Colorado Revised Statutes (the "CRS") § 7-107-104(5.5).

Our Board of Directors has approved the Amendment and holders of a majority of our issued and outstanding voting stock have signed the Consent. Accordingly, your approval is not required and is not being sought. The Amendment will be effective when the Articles of Amendment is filed with the Secretary of State of Colorado, which is expected to occur on or after August __, 2013.

The solicitation relating to the Consent was made by us and the expenses of such solicitation were borne by us. As of August 14, 2013, we had 80,418,838 shares of Common Stock issued and outstanding and 300,000 shares of Series C Preferred Shares issued and outstanding. Each stockholder of record was entitled to one vote for each share of Common held on the record date and 300 votes for each share of Series C Preferred Stock issued and outstanding. The majority of our outstanding voting stock was required to approve the Amendment.

Please read this notice carefully. It describes, among other things, certain information concerning the Amendment. The form of the Amendment is attached to this Information Statement as Exhibit A.

Our principal executive office is located at 544 NW 77th Street Boca Raton, Florida, 33487

PRELIMINARY COPY

DNA BRANDS INC.
544 NW 77th Street
Boca Raton, FL 33487

Information Statement

To Our Stockholders:

NOTICE IS HEREBY GIVEN that the following action was taken pursuant to the Consent to amend our Articles of Incorporation by amending Article II, Section 1, which authorizes 100,000,000 Common Shares, \$0.001 par value, and 10,000,000 Preferred Shares, \$0.001 par value, to state that the Company is authorized to issue 400,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock") and 10,000,000 shares of preferred stock (the "Preferred Stock"), and further, authorizes the Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, and its preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof, and to be effective as of the filing of the amendment to our Articles of Incorporation with the Colorado Secretary of State.

Stockholders of record as of August 15, 2013, the date the holders of a majority of our issued and outstanding voting stock sufficient to amend our Articles of Incorporation signed the Consent, are entitled to Notice of the foregoing.

We have asked our transfer agent, brokers and other custodians and fiduciaries to forward this Information Statement to the beneficial owners of our Common Stock held of record by such persons and will reimburse such persons for out-of-pocket expenses incurred in forwarding such material.

This Information Statement will serve as written Notice to stockholders pursuant to CRS § 7-107-104(5.5).

THIS IS NOT A NOTICE OF A MEETING OF STOCKHOLDERS AND NO STOCKHOLDERS' MEETING WILL BE HELD TO CONSIDER ANY MATTER DESCRIBED HEREIN.

By Order of the Board of
Directors,

/s/ Melvin Leiner
Melvin Leiner
Secretary, Director
and Chief Financial Officer

August __, 2013

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THE AMENDMENT TO OUR ARTICLES OF INCORPORATION

Background And Reason For The Amendment

We are a development stage company. Our principal executive offices are located at 544 NW 77th Street, Boca Raton, FL 33487. Our telephone number is (954) 970-3826.

In order for us to expand our line of business, we need to secure additional financing. In order to attract new financing without incurring significant debt on our books, we need to have the flexibility to offer additional shares of our common stock in order to attract these investors. As of the date of this Information Statement we have 80,564,652 common shares issued and outstanding, along with 12,922,278 shares of our common stock reserved for issuance underlying outstanding options, warrants and convertible notes.

The form of Amendment is set forth in Exhibit A. The Amendment will become effective on the date that Articles of Amendment to the Articles of Incorporation is filed with the Secretary of State of the State of Colorado, which is expected to occur on or after August __, 2013.

The Consent provides the necessary corporate authorization under Colorado law to enable the filing and effectiveness of such an amendment.

No Appraisal Rights

Our stockholders are not entitled to appraisal rights under the CRS with respect to the Amendment.

This Information Statement does not constitute an offer of any of our securities for sale.

This notice and information statement (the "Information Statement") is being provided to our stockholders on or about August __, 2013.

PRINCIPAL STOCKHOLDERS

The following table sets forth information regarding the beneficial ownership of our Common Stock as of August 15, 2013 with regard to the following criteria (i) each person, or group of affiliated persons, known to us to own beneficially 5% or more of our outstanding common stock; (ii) each of our directors; (iii) each of our named executive officers; and (iv) all of our directors and named executive officers as a group. Under Commission rules, beneficial ownership of a class of capital stock includes any shares of such class as to which a person, directly or indirectly, has or shares voting power or investment power and also any shares as to which a person has the right to acquire such voting or investment power within 60 days through the exercise of any stock option, warrant or other right. If two or more persons share voting power or investment power with respect to specific securities, each such person is deemed to be the beneficial owner of such securities. Except as we otherwise indicate below and under applicable community property laws, we believe that the beneficial owners of the common stock listed below, based on information they have furnished to us, have sole voting and investment power with respect to the shares shown.

The calculations of beneficial ownership and voting rights in this table are based on 80,418,838 shares of our Common Stock and 300,000 shares of our Series C Preferred Shares outstanding as of August 15, 2013. Each share of our Series C Preferred Stock is entitled to 300 votes.

Title of Class	Name and Address Of Beneficial Owner	Amount and Nature Of Beneficial Ownership	Percent Of Class(3)
Common and Series C Preferred	Darren Marks (1) (2) 506 NW 77th Street Boca Raton, Florida, 33487	47,644,201(2)(4)	27%
Common and Series C Preferred	Melvin Leiner (1) (3) 506 NW 77th Street Boca Raton, Florida, 33487	47,587,713(3)(4)	27%
Common and Series C Preferred	All Officers and Directors As a Group (2 persons)	95,231,914(2) (3)(4)	55%

(1) Officer and Director of our Company.

(2) Includes 2,644,201 held under the name Family Tys, LLC.

(3) Includes 2,474,401 held under the name 4 Life LLC.

(4) Includes shares of Series C Preferred Stock which entitles the holder to cast 300 votes per share.

We currently have no stock options or other rights outstanding that would give any of our stockholders the right to acquire voting or investment power over additional shares of our capital stock.

DESCRIPTION OF CAPITAL STOCK

As of the date of this Information Statement, our authorized capital stock of the Company presently consists of 100,000,000 shares of Common Stock, \$0.001 par value per share, and 10,000,000 shares of Preferred Stock consisting of 5,600,000 undesignated shares of Preferred Stock, \$0.001 par value per share, 4,000,000 shares of Series "A" Convertible Preferred Stock, \$0.001 par value per share, and 400,000 shares of Series C Preferred Stock, \$0.001 par value per share. At the close of business on August 15, 2013, 80,418,838 shares of Common Stock were outstanding and entitled to vote and 300,000 shares of Series C Preferred Stock were outstanding and entitled to vote.

The following is a summary of material provisions of our capital stock.

Common Stock

Except as otherwise provided by our articles of incorporation or Colorado law, each holder of Common Stock is entitled to one vote, in person or by proxy, for each share standing in such holder's name on our stock transfer records. Holders of shares of common stock are entitled to receive dividends only when, as and if approved by our board of directors from funds legally available for the payment of dividends. Our stockholders are entitled to share ratably in the assets legally available for distribution to our stockholders in the event of our liquidation, dissolution or winding up, voluntarily or involuntarily, after payment of, or adequate provision for, all of our known debts and liabilities and of any preferences of the preferred stock that may be outstanding in the future.

Preferred Stock

Of the 10,000,000 shares of Preferred Stock authorized, 5,600,000 shares are undesignated Preferred Shares, the Board of Directors having designated two series of Preferred Stock with the following designation, preferences and rights:

Series "A" Convertible Preferred Stock

The Series "A" Convertible Preferred Stock consist of 4,000,000 authorized shares with a stated value of \$0.25 per share. The holders of Series "A" Convertible Preferred Stock shall not be entitled to receive dividends; are entitled to receive \$0.25 per share in the event of any liquidation or dissolution of the Company before any payment shall be made to the holders of Common Stock or other junior stock; and shall not have voting rights or be entitled to notice of shareholders' meetings or to vote upon the election of directors or upon any other matter at any meeting of shareholders. Each share of the Series "A" Convertible Preferred Stock is, at the option of the holder, convertible into one fully paid and non-assessable share of the Company's Common Stock. The Series "A" Convertible Stock is not redeemable at any time by the Company.

Series C Preferred Stock

The Series C Preferred Stock consists of 400,000 authorized shares. The holders of Series C Preferred Stock shall be entitled to receive annual dividends, when and if declared by the Board of Directors, payable in cash on December 31 of each year at a rate of \$0.01 per share per year, such dividends to accrue when declared; are entitled to 300 votes per share on all matters submitted to a vote of the shareholders; and, upon any liquidation, dissolution or winding up of the Company, shall receive a preferential distribution before any payment shall be made to the holders of shares junior to the Series C Preferred Shares of \$0.67 per share plus any unpaid declared dividends to the date of such payment.

WHERE YOU CAN FIND MORE INFORMATION

Additional information about us is contained in our periodic and current reports filed with the U.S. Securities and Exchange Commission (the "Commission"). These reports, their accompanying exhibits and other documents filed with the Commission, may be inspected without charge at the Public Reference Section of the Commission at 100 F Street NE, Washington DC 20549. Copies of such material may also be obtained from the Commission at prescribed rates. The Commission also maintains a Website that contains reports, proxy and information statements and other information regarding public companies that file reports with the Commission. Copies of these reports may be obtained from the Commission's Edgar archives at <http://sec.gov>. If you would like to receive a printed copy of these materials, please call our offices at (954) 970-3826 or send a written request to the Company at DNA BRANDS INC., 544 NW 77th Street, Boca Raton, FL 33487, Attn: Investor Relations and we will send a free copy to you.

By Order of the Board of Directors,

/s/Melvin Leiner
Melvin Leiner
Secretary, Director
and Chief Financial Officer

August __, 2013

EXHIBIT A

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