

APPIPHANY TECHNOLOGIES HOLDINGS CORP
Form PRER14C
November 22, 2017

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

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

Appiphany Technologies Holding Corp.
(Name of Registrant As Specified In 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:

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:

o Fee paid previously with preliminary materials.

o 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:

Appiphany Technologies Holding Corp.

385 South 300 East

Salt Lake City, Utah 84111

385-212-3305

November ____, 2017

NOTICE OF STOCKHOLDER ACTION BY WRITTEN CONSENT

Dear Shareholder:

This notice and the accompanying Information Statement are being distributed to the holders of record (the “Shareholders”) of the voting capital stock of Appiphany Technologies Holding Corp, a Nevada corporation (the “Company”), as of the close of business on November ____, 2017 (the “Record Date”), in accordance with Rule 14c-2 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the notice requirements of the Nevada Revised Statutes (“NRS”). The purpose of this notice and the accompanying Information Statement is to notify the Shareholders of actions approved by our Board of Directors (the “Board”) on November 17, 2017 and taken by written consent in lieu of a meeting by the holders of a majority of the voting power of our outstanding capital stock as of November 17, 2017 (the “Written Consent”).

The Written Consent approved the following actions:

Execute a reverse stock split of the Company’s issued and outstanding shares of Common Stock at a ratio of one post-split share per one hundred pre-split shares (1:100) (the “Reverse Stock Split”).

The Written Consent is the only shareholder approval required to effect the Reverse Stock Split under the NRS, our Articles of Incorporation, as amended, or our Bylaws. No consent or proxies are being requested from our shareholders, and our Board is not soliciting your consent or proxy in connection with the Reverse Stock Split. The Reverse Stock Split, as approved by the Written Consent, will not become effective until 20 calendar days after the accompanying Information Statement is first mailed or otherwise delivered to the Shareholders. We expect to mail

the accompanying Information Statement to the Shareholders on or about November ____, 2017.

Important Notice Regarding the Availability of Information Statement Materials in Connection with this Schedule 14C: We will furnish a copy of this Notice and Information Statement, without charge, to any shareholder upon written request to the address set forth above, Attention: Corporate Secretary.

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

Sincerely,

/s/ Rob Sargent, CEO and Director

Appiphany Technologies Holding Corp.

385 South 300 East

Salt Lake City, Utah 84111

385-212-3305

INFORMATION

STATEMENT

[Preliminary]

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

INTRODUCTION

This Information Statement advises the shareholders of Appiphany Technologies Holding Corp (the “Company,” “we,” “our” or “us”) of the approval of the following corporate action:

Execute a reverse stock split of the Company’s issued and outstanding shares of Common Stock at a ratio of one post-split share per one hundred pre-split shares (1:100) (the “Reverse Stock Split”).

On November 17, 2017, our Board of Directors (the “Board”) approved the Reverse Stock Split and submitted the same to certain holders of our Series A Preferred Stock. On the same date, the holder of a majority of the voting power of the outstanding capital stock of the Company (the “Majority Stockholder”) executed and delivered to us a written consent in lieu of a meeting (the “Written Consent”) approving the Reverse Stock Split.

Section 78.320 of the NRS provides that the written consent of the holders of outstanding shares of voting capital stock having not less than the minimum number of votes which would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted can approve an action in lieu of conducting a special stockholders' meeting convened for the specific purpose of such action. Section 78.320 of the NRS, however, requires that in the event an action is approved by written consent, a company must provide notice of the taking of any corporate action without a meeting to all shareholders who were entitled to vote upon the action but who have not consented to the action. Under Nevada law, shareholders are not entitled to dissenters' rights with respect to the Reverse Stock Split (the "Stockholders").

In accordance with the foregoing, we intend to mail a notice of Written Consent and this Information Statement on or about November ____, 2017. This Information Statement contains a brief summary of the material aspects of the actions approved by the Board and the Majority Stockholder, which hold a majority of the voting capital stock of the Company.

Common Stock

As of November 17, 2017, there were issued and outstanding 1,203,625,779 shares of Common Stock (with the holder of each share having one vote) and 500,000 shares of Series A Preferred Stock (with the holder of each share having 10,000 votes), Pursuant to Section 78.320 of the NRS, at least a majority of the voting equity of the Company, or at least 3,101,812,890 votes, is required to approve the Reverse Stock Split by written consent. The Majority Stockholder, who hold 29,875,000 shares of Common Stock and 500,000 shares of Series A Preferred Stock (approximately 81.08% of the total voting equity of the Company), have voted in favor of the Reverse Stock Split, thereby satisfying the requirement under Section 78.320 of the NRS that at least a majority of the voting equity vote in favor of a corporate action by written consent.

The following table sets forth the name of the Majority Stockholder, the total number of shares that the Majority Stockholder voted in favor of the Reverse Stock Split, and the percentage of the issued and outstanding voting equity of the Company voted in favor thereof.

Number of	Percentage of
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Name of Majority Stockholder	Number of Common Shares Held	Number of Preferred Shares Held	Votes in Favor of Actions	the Voting Equity that Voted in Favor of the Actions (1)
Media Convergence Group, LLC (2)	19,500,000	500,000	5,019,500,000,	80.91%
Rob Sargent	10,375,000	0	10,375,000	0.17%
Total	29,875,000	500,000	5,029,875,000	81.08%

(1) Based on 1,203,625,779 shares of Common Stock and 500,000 shares of voting Series A Preferred Stock issued and outstanding as of November 17, 2017.

(2) Rob Sargent is the sole owner of Media Convergence Group, LLC

ACTIONS TO BE TAKEN

The Reverse Stock Split will become effective on the date that FINRA approves the action. We intend to file the Reverse Stock Split with FINRA and have it become effective as soon as practicable following the twentieth (20th) calendar day following the date on which this Information Statement is mailed to the Stockholders.

REVERSE STOCK SPLIT

The Board has approved a reverse stock split of all the outstanding shares of the Company's Common Stock at an exchange ratio of one post-split share per one hundred pre-split shares (1:100). As stated above, the holder of shares representing a majority of the voting securities of the Company have given their written consent to the Reverse Stock Split.

The Board believes the Reverse Stock Split is necessary and advisable in order for the Company to maintain the Company's financing and capital raising ability. Accordingly, it is the Board's opinion that the Reverse Stock Split will better position the Company to continue and/or expand operations.

Upon effectiveness of the Reverse Stock Split, (i) the number of shares of Common Stock issued and outstanding immediately prior thereto will be reduced from approximately 1,203,625,779 shares (assuming this number of shares, outstanding and issuable as of November 17, 2017, are outstanding immediately prior thereto) to no less than 12,036,258 shares of Common Stock, and (ii) proportionate adjustments will be made to the per-share exercise price and the number of shares covered by outstanding options and warrants, if any, to buy Common Stock, so that the total

prices required to be paid to fully exercise each option and warrant before and after the Reverse Stock Split will be approximately equal. Except for adjustments that may result from the treatment of fractional shares, which will be rounded up to the nearest whole number, each shareholder will beneficially hold the same percentage of Common Stock immediately following the Reverse Stock Split as such shareholder held immediately prior to the Reverse Stock Split.

The Reverse Stock Split will have the result of creating newly authorized shares of common stock. This increase in the authorized number of shares of common stock and any subsequent issuance of such shares could have the effect of delaying or preventing a change in control of the Company without further action by the stockholders. Shares of authorized and unissued common stock could (within the limits imposed by applicable law and stock exchange regulations) be issued in one or more transactions which would make a change in control of the Company more difficult, and therefore less likely. Management use of additional shares to resist or frustrate a third-party transaction favored by a majority of the independent stockholders would likely result in an above-market premium being paid in that transaction. Any such issuance of the additional shares of common stock would likely have the effect of diluting the earnings per share and book value per share of outstanding shares of common stock, and such additional shares could be used to dilute the stock ownership or voting rights of a person seeking to obtain control of the Company. The Board is not aware of any attempt to take control of the Company and has not presented this proposal with the intention that the Reverse Stock Split be used as a type of antitakeover device. Any additional shares of common stock, when issued, would have the same rights and preferences as the shares of common stock presently outstanding. Any additional shares of common stock so authorized will be available for issuance by the Board for stock splits or stock dividends, acquisitions, raising additional capital, conversion of Company debt into equity, stock options, or other corporate purposes. The Company has no other plans for the use of any additional shares of common stock and has no specific plans or proposals to issue additional shares, however, convertible noteholders may elect, at their sole option, to convert their convertible promissory notes into equity. The Company does not anticipate that it would seek authorization from the stockholders for issuance of such additional shares unless required by applicable law or regulations.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information concerning the number of shares of our common stock owned beneficially as of November 17, 2017 by: (i) each of our directors; (ii) each of our named executive officers; and (iii) each person or group known by us to beneficially own more than 5% of our outstanding shares of common stock. Unless otherwise indicated, the shareholders listed below possess sole voting and investment power with respect to the shares they own. As of November 17, 2017, we had 1,203,625,779 shares of common stock issued and outstanding.

The number of shares beneficially owned is determined under the rules promulgated by the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under those rules, beneficial ownership includes any shares as to which a person or

entity has sole or shared voting power or investment power plus any shares which such person or entity has the right to acquire within sixty (60) days of November 17, 2017 through the exercise or conversion of any stock option, convertible security, warrant or other right. Unless otherwise indicated, each person or entity named in the table has sole voting power and investment power (or shares such power with that person's spouse) with respect to all shares of capital stock listed as owned by that person or entity, and the address of each of the stockholders listed below is: c/o Appiphany Technologies Holding Corp.

Title of Class	Name and Address	Number of Shares Beneficially Owned ⁽¹⁾	Percent of Class ⁽²⁾
Common	Media Convergence Group, LLC ⁽³⁾ 1951 Logan Ave. Salt Lake City, UT	19,500,000	1.62%
Common	Rob Sargent ⁽⁴⁾ 1951 Logan Ave. Salt Lake City, UT	10,375,000	0.86%

(1) The number and percentage of shares beneficially owned is determined under rules of the SEC and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the individual has sole or shared voting power or investment power and also any shares which the individual has the right to acquire within 60 days through the exercise of any stock option or other right. The persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws where applicable and the information contained in the footnotes to this table.

(2) Based on 1,203,625,779 shares of common stock issued and outstanding as of November 17, 2017.

(3) Rob Sargent, the Company's President CEO, CFO, Secretary, Treasurer, and Director is the sole owner of Media Convergence Group, LLC.

(4) Rob Sargent is the Company's President CEO, CFO, Secretary, Treasurer, and Director. His beneficial ownership includes 10,375,000 common shares issued to him personally and 19,500,000 common shares legally owned by Media Convergence Group, LLC, of which Mr. Sargent is the sole owner.

ADDITIONAL INFORMATION

We are subject to the disclosure requirements of the Securities Exchange Act of 1934, as amended, and in accordance therewith, file reports, information statements and other information, including annual and quarterly reports on Form 10-K and 10-Q, respectively, with the Securities and Exchange Commission (the "SEC"). Reports and other information filed by the Company can be inspected and copied at the public reference facilities maintained by the SEC at Room 1024, 450 Fifth Street, N.W., Washington, DC 20549. Copies of such material can also be obtained upon written request addressed to the SEC, Public Reference Section, 450 Fifth Street, N.W., Washington, D.C. 20549 at

prescribed rates. In addition, the SEC maintains a web site on the Internet (<http://www.sec.gov>) that contains reports, information statements and other information regarding issuers that file electronically with the SEC through the Electronic Data Gathering, Analysis and Retrieval System.

The following documents, as filed with the SEC by the Company, are incorporated herein by reference:

(1) Annual Report on Form 10-K for the fiscal year ended April 30, 2017;

(2) Annual Report on Form 10-K/A for the fiscal year ended April 30, 2016;

(3) Quarterly Report on Form 10-Q/A for the quarter ended July 31, 2017;

You may request a copy of these filings, at no cost, by writing Appiphany Technologies Holding Corp, 385 South 300 East, Salt Lake City, Utah 84111, or telephoning the Company at (385) 212-3305. Any statement contained in a document that is incorporated by reference will be modified or superseded for all purposes to the extent that a statement contained in this Information Statement (or in any other document that is subsequently filed with the SEC and incorporated by reference) modifies or is contrary to such previous statement. Any statement so modified or superseded will not be deemed a part of this Information Statement except as so modified or superseded.

DELIVERY OF DOCUMENTS TO SECURITY HOLDERS SHARING AN ADDRESS

If hard copies of the materials are requested, we will send only one Information Statement and other corporate mailings to stockholders who share a single address unless we received contrary instructions from any stockholder at that address. This practice, known as “householding,” is designed to reduce our printing and postage costs. However, the Company will deliver promptly upon written or oral request a separate copy of the Information Statement to a stockholder at a shared address to which a single copy of the Information Statement was delivered. You may make such a written or oral request by (a) sending a written notification stating (i) your name, (ii) your shared address and (iii) the address to which the Company should direct the additional copy of the Information Statement, to the Company at 2028 E. Ben White Blvd., Suite 240-2835, Austin, Texas, 78741, or telephoning the Company at (866) 204-6703.

If multiple stockholders sharing an address have received one copy of this Information Statement or any other corporate mailing and would prefer the Company to mail each stockholder a separate copy of future mailings, you may mail notification to, or call the Company at, its principal executive offices. Additionally, if current stockholders with a shared address received multiple copies of this Information Statement

or other corporate mailings and would prefer the Company to mail one copy of future mailings to stockholders at the shared address, notification of such request may also be made by mail or telephone to the Company's principal executive offices.

This Information Statement is provided to the holders of Common Stock of the Company only for information purposes in connection with the Actions, pursuant to and in accordance with Rule 14c-2 of the Exchange Act. Please carefully read this Information Statement.

By Order of the Board of Directors

/s/Rob Sargent

Dated: November ____, 2017