

SEAWRIGHT HOLDINGS INC  
Form PRE 14C  
September 26, 2012

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

SCHEDULE 14C

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

Seawright 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:   |
| (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.
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|-----|---|
| (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)

SEAWRIGHT HOLDINGS, INC.  
600 Cameron Street  
Alexandria, VA 22314

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

This Information Statement is first being mailed on or about September \_\_, 2012, to the holders of record (the "Stockholders") of the outstanding common stock, \$0.001 par value per share (the "Common Stock") of Seawright Holdings, Inc., a Delaware corporation (the "Company"), as of the close of business on September 6, 2012 (the "Record Date"), pursuant to Rule 14c-2 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This Information Statement relates to a written consent in lieu of a meeting, dated September 6, 2012, (the "Written Consent") of stockholders of the Company owning at least a majority of the outstanding shares of Common Stock of the Company as of the Record Date (the "Consenting Stockholder").

The Written Consent authorized an amendment of our Certificate of Incorporation (the "Certificate") to increase the Company's total authorized shares of capital stock to 100,000,000 shares, consisting of 99,000,000 shares of common stock and 1,000,000 shares of preferred stock (the "Amendment").

The Written Consent constitutes the consent of a majority of the shares of our capital stock issued and outstanding as of the Record Date, and is sufficient under the Delaware corporation Law and the Company's Certificate of Incorporation to approve the Amendment. Accordingly, the Amendment is not presently being submitted to the Company's other Stockholders for a vote. The action by Written Consent will become effective when the Company files the Amendment with the Delaware Secretary of State (the "Effective Date").

This is not a notice of a meeting of Stockholders and no Stockholders meeting will be held to consider the matters described herein. This Information Statement is being furnished to you solely for the purpose of informing Stockholders of the matters described herein pursuant to Section 14(c) of the Exchange Act and the regulations promulgated thereunder, including Regulation 14C. Except as otherwise indicated by the context, references in this information statement to "Company," "we," "us," or "our" are references to Seawright Holdings, Inc.

By Order of the Board of Directors,

/s/ Joel P. Sens  
Joel P. Sens, Chief Executive Officer

## GENERAL INFORMATION

This Information Statement is being first mailed on or about September \_\_, 2012, to Stockholders of the Company by the Board of Directors to provide material information regarding corporate actions that have been approved by the Written Consent of the Consenting Stockholders.

Only one Information Statement is being delivered to two or more Stockholders who share an address unless we have received contrary instruction from one or more of such Stockholders. We will promptly deliver, upon written or oral request, a separate copy of the Information Statement to a security holder at a shared address to which a single copy of the document was delivered. If you would like to request additional copies of the Information Statement, or if in the future you would like to receive multiple copies of information statements or proxy statements, or annual reports, or, if you are currently receiving multiple copies of these documents and would, in the future, like to receive only a single copy, please so instruct us by writing to the corporate Chief Executive Officer at the Company's executive offices at the address specified above.

**PLEASE NOTE THAT THIS IS NOT A REQUEST FOR YOUR VOTE OR A PROXY STATEMENT, BUT RATHER AN INFORMATION STATEMENT DESIGNED TO INFORM YOU OF THE AMENDMENT OF OUR CERTIFICATE OF INCORPORATION.**

The entire cost of furnishing this Information Statement will be borne by the Company. We will request brokerage houses, nominees, custodians, fiduciaries and other like parties to forward this Information Statement to the beneficial owners of the Common Stock held of record by them.

### AUTHORIZATION BY THE BOARD OF DIRECTORS AND THE CONSENTING STOCKHOLDERS

Under the Delaware corporation Law, any action that can be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted consent to such action in writing. The approval of the Amendment requires the affirmative vote or written consent of a majority of the votes entitled to be cast.

On the Record Date, we had 18,612,381 shares of Common Stock issued and outstanding, and 90,554.05 shares of Series B Convertible Preferred Stock (the "Preferred Stock") issued and outstanding. Each share of Common Stock is entitled to one vote per share and each share of Series B Convertible Preferred Stock (the "Preferred Stock") is entitled to two hundred and fifty (250) votes per share on any matter which may properly come before the stockholders. Therefore, on the Record Date there was an aggregate of 41,250,830.5 votes entitled to be cast on the Amendment.

On September 6, 2012, our board of directors (the "Board of Directors") unanimously adopted a resolution approving the Amendment and recommended that the stockholders approve the Amendment. In connection with the adoption of these resolutions, the Board of Directors elected to seek the written consent of the holders of a majority of our outstanding shares in order to reduce associated costs and implement the proposals in a timely manner. Pursuant to Section 228 of the Delaware General Corporation Law, the Consenting Stockholder voted in favor of the Amendment in a written consent dated September 6, 2012. The Consenting Stockholder is the record or beneficial owner of 90,554.05 shares of Preferred Stock and 5,300 shares of Common Stock, which constitutes 54.9% of the issued and outstanding votes of Common Stock and Preferred Stock voting as a single group, and was sufficient to approve the Amendment. No consideration was paid for the consent. The Consenting Stockholder's name, affiliation with the Company and beneficial holdings are as follows:

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Name	Affiliation	Common Stock	Common Stock Percentage (1)	Preferred Stock	Preferred Stock Percentage (2)
Joel P. Sens (3)	Director, Chief Executive Officer	5,300	0.00 %	90,554.05	100 %

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- (1) Based on 18,612,318 shares of Common Stock issued and outstanding on the Record Date.
- (2) Based on 90,554.05 shares of Preferred Stock issued and outstanding on the Record Date.
- (3) Mr. Sens's shares of Common Stock and Preferred Stock are owned by him outright.

Accordingly, the Company has obtained all necessary corporate approvals in connection with the Amendment. The Company is not seeking written consent from any other Stockholders, and the other Stockholders will not be given an opportunity to vote with respect to the actions described in this Information Statement. All necessary corporate approvals have been obtained. This Information Statement is furnished solely for the purposes of advising Stockholders of the action taken by written consent and giving Stockholders notice of such actions taken as required by the Exchange Act.

The Company will, when permissible following the expiration of the 20 day period mandated by Rule 14c-2 and the provisions of the Delaware General Corporation Law, file the Amendment with the Delaware Secretary of State's Office. The Amendment will become effective upon such filing and we anticipate that such filing will occur approximately 20 days after this Information Statement is first mailed to Stockholders.

#### DESCRIPTION OF THE COMPANY'S CAPITAL STOCK

The Company's authorized capital currently consists of 20,000,000 shares of capital stock, consisting of 19,900,000 shares of Common Stock, par value \$0.001 per share, and 100,000 shares of preferred stock, par value \$0.001 per share.

##### Common Stock

Each outstanding share of Common Stock entitles the holder thereof to one vote per share on all matters. Common Stockholders do not have preemptive rights to purchase shares in any future issuance of our Common Stock. Upon our liquidation, dissolution or winding up, and after payment of creditors and preferred stockholders, if any, our assets will be divided pro-rata on a share-for-share basis among the holders of the shares of Common Stock.

The holders of shares of our Common Stock are entitled to dividends out of funds legally available when and as declared by our Board of Directors. Our Board of Directors has never declared a dividend and does not anticipate declaring a dividend in the foreseeable future. In the event of our liquidation, dissolution or winding up, holders of our Common Stock are entitled to receive, ratably, the net assets available to stockholders after payment of all creditors.

All of the issued and outstanding shares of our Common Stock are duly authorized, validly issued, fully paid and non-assessable. To the extent that additional shares of our Common Stock are issued, the relative interests of existing Common Stockholders will be diluted.

##### Preferred Stock

We may issue shares of preferred stock in one or more classes or series within a class as may be determined by our Board of Directors, who may establish the number of shares to be included in each class or series, may fix the designation, powers, preferences and rights of the shares of each such class or series and any qualifications, limitations or restrictions thereof. Any preferred stock so issued by the Board of Directors may rank senior to the common stock with respect to the payment of dividends or amounts upon liquidation, dissolution or winding up of us, or both. Moreover, under certain circumstances, the issuance of preferred stock or the existence of the un-issued

preferred stock might tend to discourage or render more difficult a merger or other change in control.

We have designated all 100,000 shares of our preferred stock for our Series B Convertible Preferred Stock (the Preferred Stock). Each share of Preferred Stock is:

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- entitled to be paid dividends in an amount equal to the amount of dividends that would be received if the share were converted into Common Stock immediately prior to the record date for any dividend paid on the Common Stock.
- entitled to a liquidation preference equal to the amount original purchase price of the Preferred Stock prior to any distribution on the common stock in any liquidation, dissolution or winding up of the Company.
- entitled to two hundred and fifty votes (250) per share on any matter to which stockholders are entitled to vote.
  - convertible into twenty (20) shares of Common Stock.

Finally, the Company may not (a) increase or decrease the total number of Preferred Shares, (b) issue or obligate itself to issue any other share of capital stock senior to or on a parity with the Preferred Shares, (c) authorize or effect a recapitalization or reclassification of any of the outstanding shares of capital stock of the Company, or (d) redeem or purchase any shares of Common Stock other than the repurchase of Common Stock issued to officers, directors, employees and other service providers upon termination of their employment or services pursuant to agreements providing the Corporation such a right of repurchase with any Preferred Shares are outstanding without first obtaining the approval of a majority of the outstanding Preferred Shares voting as a single class.

#### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information, as of September 6, 2012, with respect to the beneficial ownership of our common stock by (i) all of our directors, (ii) each of our executive officers named in the Summary Compensation Table, (iii) all of our directors and named executive officers as a group, and (iv) all persons known to us to be the beneficial owner of more than five percent (5%) of any class of our voting securities.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (1)
Joel Sens (2) 600 Cameron Street Alexandria, Virginia 22314	1,816,381	8.9%
All Officers and Directors as a Group	1,816,381	8.9%

(1) Based upon 18,612,318 shares of Common Stock issued and outstanding as of September 6, 2012.

(2) Mr. Sens's ownership consists of 5,300 shares of Common Stock owned outright, and 90,554.05 shares of Preferred Stock, which are presently convertible into 1,811,081 shares of Common Stock.

#### AMENDMENT TO CERTIFICATE OF INCORPORATION

On September 6, 2012, our Board of Directors approved, subject to receiving the approval of the holders of a majority of the Company's outstanding capital stock, the Amendment to our Certificate of Incorporation, which amends our current Certificate of Incorporation to increase our authorized shares of Capital Stock to 100,000,000 shares, of which 99,000,000 will be Common Stock and 1,000,000 will be Preferred Stock (the "Amendment"). We are presently authorized to issue only 20,000,000 shares of capital stock, of which 19,900,000 shares are Common Stock and 100,000 shares are Preferred Stock. As of the Record Date, we had 18,612,318 shares of Common Stock issued and



outstanding and 90,554.05 shares of Preferred Stock issued and outstanding. The Consenting Stockholder approved the Amendment pursuant to a Written Consent dated as of September 6, 2012.

In 2003, we purchased property containing a natural spring in Mt. Sidney, Virginia, and planned to market our spring water on a retail basis. However, we ultimately determined that we did not have the capital resources to market and distribute our bottled water as a retail brand, and therefore we discontinued that business strategy. Our business strategy is now focused on negotiating bulk sales of our water to other bottlers, or to municipal, commercial or agricultural users. We also decided to enter the business of owning oil and gas properties, but have not completed the purchase of any such properties to date. However, to enter the oil and gas business we need additional authorized shares, either to issue for capital to acquire oil and gas properties or to issue to sellers of oil and gas properties. We do not know how many shares we will have to issue to raise the capital to complete the acquisition of the oil and gas properties. We do not plan to seek further authorization from shareholders before issuing shares to raise capital to fund the purchase of any acquisition. There will be no effect on the rights of existing security holders from the issuance of shares to fund the acquisition of oil and gas properties other than the dilution of their interest in the Company. However, we need the ability to issue more shares of our Common Stock in order to finance our possible expansion into the oil and gas business.

We also are left with a substantial amount of indebtedness resulting from our failed effort to market our spring water on a retail basis, and we need the ability to issue more shares of our Common Stock to settle our indebtedness. We do not know how many shares we will have to issue to settle our indebtedness, and we do not plan to seek further authorization from shareholders before issuing shares to settle indebtedness. There will be no effect on the rights of existing security holders from the issuance of shares to settle indebtedness other than the dilution of their interest in the Company.

Therefore, the Board of Directors has determined that it is the best interests of the Company to increase the number of authorized shares of common stock by approving the Amendment. The Amendment will increase the number of authorized shares of Common Stock to 99,000,000 and the number of authorized shares of preferred stock to 1,000,000.

No vote of holders of outstanding shares of the Company, other than the Consenting Stockholder, is necessary for approval of the Amendment. It is anticipated that the Amendment will be filed of record and be effective on the 21st day after this Information Statement is first mailed to shareholders. Shareholders will have no dissenters' or appraisal rights with respect to the Amendment.

## FINANCIAL STATEMENTS

Audited annual financial statements for the Company for the years ending December 31, 2011 and 2010 and unaudited interim financial statements for the six months ended June 30, 2012 are provided at Exhibits A and B, respectively.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

### General Overview

In 2003, we purchased property containing a spring located in Mt. Sidney, Virginia in the Shenandoah Valley with the intention of developing a spring water distribution business. The spring has a flow in excess of 1,000,000 gallons of water daily.

We chose to develop and acquire packaging for selling our water under the brand names Seawright Springs and Quibell. We developed two proprietary Polyethylene Terephthalate, or PET, bottles in a 16.9 ounce size and a 33.8 ounce size. In addition, in June 2005 we acquired from Quibell glass bottle designs for various sized bottles (including 237 ml, 385 ml, 750 ml and 1 liter sizes) as well as labels for various sized sparkling water bottles, spring water

bottles and tea bottles (including 237 ml, 385 ml, 750 ml, 1 liter, 1.5 liter and 16.9 ounce bottles).

We ultimately determined that we did not have the capital resources to market and distribute our bottled water as a retail brand, and therefore we discontinued that business strategy. Our business strategy is now focused on negotiating bulk sales of our water to other bottlers, or to municipal, commercial or agricultural users. The fair value of the intangible assets acquired from Quibell was impaired and reduced to \$0 as of December 31, 2007.

We do not anticipate that our business will require substantial additional capital to the extent it involves the sale of water in bulk from our existing property, because we expect that such sales will be handled by our existing officer. However, we are also considering complimentary acquisitions of other natural resources properties, and will need to raise new capital to complete any acquisitions.

#### Results of Operations for the Fiscal Years ended December 31, 2011 and 2010

During the years ended December 31, 2010 and 2011, \$0 of revenue was generated from the Mt. Sidney spring from on-site sales. We have discontinued trying to market our bottled water as a retail brand, and have shifted our focus to negotiating bulk sales of our water to other bottlers, or to municipal, commercial or agricultural users. Because of the change in our business strategy, we do not believe that past revenues are reflective of our future revenues.

From our inception through December 31, 2011, we have incurred an accumulated deficit of \$9,846,663. These losses were associated principally with maintenance and engineering costs associated with the spring site, including testing of water quality, stock issuances to our founders, legal, consulting and accounting fees and costs in connection with the development of our business plan, market research, and the preparation of our registration statement.

We incurred operating expenses of \$494,173 during the year ended December 31, 2010 as compared to \$405,912 of expenses during the year ended December 31, 2011. Expenses for the year ended December 31, 2010 and 2011 are composed principally of salary, legal and accounting fees, and consulting fees. The Company's operations have been further reduced in the year ended December 31, 2011 as compared to the year ended December 31, 2010.

We realized total other income of \$179,051 in the year ended December 31, 2010, as compared to total other expenses of (\$493,389) for the year ended December 31, 2011. Other income for the year ended December 31, 2010 was primarily attributable to a gain of approximately \$786,000 from the settlement of debt, net of interest expenses of approximately \$644,000. Other expenses for the year ended December 31, 2011 was mainly attributable to interest expenses for existing loans.

During the years ended December 31, 2010 and 2011, we incurred net losses of (\$315,122) and (\$899,301), respectively.

#### Results of Operations for the three and six months ended June 30, 2012 and 2011

##### Three months ended June 30, 2012 and 2011

During the three months ended June 30, 2012 and 2011, we generated no revenues. We have discontinued trying to market our bottled water as a retail brand, and have shifted our focus to negotiating bulk sales of our water to other bottlers, or to municipal, commercial or agricultural users. Because of the change in our business strategy, we do not believe that past revenues are reflective of our future revenues.

From our inception through June 30, 2012, we have incurred net losses of \$10,255,466. These losses were associated principally with maintenance and engineering costs associated with the spring site, including testing of water quality, stock issuances to our founders, legal, consulting and accounting fees and costs in connection with the development of our business plan, market research, interest and financing expenses, and the preparation of our registration statements.

We incurred operating expenses of \$102,784 during the three months ended June 30, 2012 as compared to expenses of \$88,393 during the three months ended June 30, 2011. Expenses for the three months ended June 30, 2012 and 2011 are composed principally of salary, legal, accounting, and consulting fees. The increase in the current period as compared to the same period last year was primarily due to increases in professional fees incurred.



We incurred total other expenses of \$79,293 for the three months ended June 30, 2012, as compared to total other expenses of \$93,078 for the three months ended June 30, 2011. Other expense in both periods was mainly attributable to interest and financing expense on borrowed funds. The decrease in interest and financing expenses in the three months ended June 30, 2012 as compared to the same period ended June 30, 2011 was mainly due to approximately \$12,747 debt discount on certain notes.

During the three months ended June 30, 2012 and 2011, we incurred net loss of \$185,343 and \$184,782, respectively.

#### Six months ended June 30, 2012 and 2011

During the six months ended June 30, 2012 and 2011, we generated no revenues. We have discontinued trying to market our bottled water as a retail brand, and have shifted our focus to negotiating bulk sales of our water to other bottlers, or to municipal, commercial or agricultural users. Because of the change in our business strategy, we do not believe that past revenues are reflective of our future revenues.

From our inception through June 30, 2012, we have incurred net losses of \$10,255,466. These losses were associated principally with maintenance and engineering costs associated with the spring site, including testing of water quality, stock issuances to our founders, legal, consulting and accounting fees and costs in connection with the development of our business plan, market research, interest and financing expenses, and the preparation of our registration statements.

We incurred operating expenses of \$209,133 during the six months ended June 30, 2012 as compared to expenses of \$188,322 during the six months ended June 30, 2011. Expenses for the six months ended June 30, 2012 and 2011 are composed principally of salary, legal, accounting, and consulting fees. The increase in the current period as compared to the same period last year was primarily due to increases in professional fees incurred.

We incurred total other expenses of \$193,138 for the six months ended June 30, 2012, as compared to total other expenses of \$281,543 for the six months ended June 30, 2011. Other expense in both periods was mainly attributable to interest and financing expense on borrowed funds. However, in the six months ended June 30, 2012, we incurred a net gain of \$23,096 from settlement of debt and accounts payable. The decrease in interest and financing expenses in the six months ended June 30, 2012 as compared to the same period ended June 30, 2011 was mainly due to approximately \$75,000 late charges incurred on January 1, 2011 upon the expiration of forbearance agreements on certain notes.

During the six months ended June 30, 2012 and 2011, we incurred net loss of \$408,803 and \$476,487, respectively.

#### Liquidity and Sources of Capital

The following table sets forth the major sources and uses of cash for the six months ended June 30, 2012 and 2011:

	Six months ended June 30,	
	2012	2011
Net cash used in operating activities	\$ -	\$ (101,736)
Net cash used in investing activities	-	-
Net cash provided by financing activities	-	101,736
Net increase in cash and cash equivalents	\$ -	\$ -

As of June 30, 2012, we had working capital deficit (total current liabilities in excess of total current assets) of \$3,433,160, no available cash balance, an accounts payable and accrued liabilities balance of \$1,104,261, notes

payable and convertible notes payable of \$2,217,482, other current liabilities of \$50,000, and due to officer of \$61,417. The Company had no bank account at June 30, 2012 and 2011, and all operating costs and expenses were paid directly by officers or lenders.

While we have raised the capital necessary to meet our working capital and financing needs in the past, additional financing is required in order to meet our current and projected cash flow deficits from operations and development. Funds will be needed to meet certain of our obligations that are secured by our property in Mt. Sydney, Virginia, and to fund general and administrative expenses. We have been working on business development in recent years to fund our cash needs from the bulk sale of our spring water, but if we are not able to negotiate a bulk sales agreement in a timely fashion, we will need to raise new capital to fund our cash needs.

If we are not successful in generating sufficient liquidity from operations or in raising sufficient capital resources on terms acceptable to us, this could have a material adverse effect on our business, results of operations, liquidity and financial condition.

#### OTHER INFORMATION

For more detailed information on the Company and other information about the business and operations of the Company, including financial statements and other information, you may refer to other periodic filings made with the SEC from time to time. Copies of these documents are available on the SEC's EDGAR database at [www.sec.gov](http://www.sec.gov) and a copies of which may be obtained by writing our Chief Executive Officer at the address specified above.

Dated this \_\_\_\_ day of September, 2012.

BY ORDER OF THE BOARD OF  
DIRECTORS,

/s/ Joel P. Sens

Joel P. Sens, Chief Executive  
Officer



EXHIBIT A

SEAWRIGHT HOLDINGS, INC.

FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2011 and 2010

AND PERIOD FROM OCTOBER 14, 1999 (DATE OF INCEPTION)  
TO DECEMBER 31, 2011

WITH AUDIT REPORT OF REGISTERED PUBLIC ACCOUNTING FIRM

SEAWRIGHT HOLDINGS, INC.  
(A DEVELOPMENT STAGE COMPANY)  
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