

CrowdGather, Inc.  
Form DEF 14A  
October 01, 2009

---

---

SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant  x  
Filed by a Party other than the Registrant  o

Check the appropriate box:

- o Preliminary Proxy Statement
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material under Rule 14a-12
- o Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

CROWDGATHER, 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.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) 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.

(6) Amount Previously Paid:

(7) Form, Schedule or Registration Statement No.:

(8) Filing Party:

(9) Date Filed:

1

---

CROWDGATHER, INC.  
20300 Ventura Blvd. Suite 330  
Woodland Hills, CA 91364

October 1, 2009

Dear Stockholder:

We cordially invite you to attend our 2009 annual meeting of stockholders, which will be held at 10:00 a.m. on Friday, November 20, 2009 at the offices of the company at 20300 Ventura Blvd., Suite 330, Woodland Hills, California 91364.

At this year's annual meeting, the agenda will include: (i) the election of directors; (ii) the ratification of the selection of our independent registered public accounting firm for fiscal 2010; and (iii) the transaction of such other business as may properly come before the meeting or any adjournment thereof. Please refer to the enclosed proxy statement for detailed information on each of these proposals and other important information about CrowdGather, Inc.

We hope you will be able to attend the annual meeting, but we know that not every stockholder will be able to do so. Whether or not you plan to attend, please complete, sign and return your proxy, or vote by telephone or via the Internet according to the instructions on the proxy card, so that your shares will be voted at the annual meeting.

Sincerely,

/s/ Sanjay Sabnani  
Sanjay Sabnani  
Chief Executive Officer, President  
and Secretary

CROWDGATHER, INC.  
20300 Ventura Blvd. Suite 330  
Woodland Hills, CA 91364

NOTICE OF 2009 ANNUAL MEETING OF STOCKHOLDERS  
NOVEMBER 20, 2009

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Shareholders of CrowdGather, Inc., a Nevada corporation (the "Company"). The meeting will be held at 10:00 a.m. local time on Friday, November 20, 2009 at the Company's offices at 20300 Ventura Blvd., Suite 330, Woodland Hills, California 91364, for the following purposes:

1. To elect four directors to hold office until the next annual meeting of stockholders or until their successors are duly elected and qualified.
2. To ratify the selection of Mendoza Berger & Company, LLP as our independent registered public accounting firm for the 2010 fiscal year.
3. To conduct any other business properly brought before the meeting or any adjournments thereof.

These items of business are more fully described in the Proxy Statement accompanying this Notice.

The record date for the Annual Meeting is October 1, 2009. Only stockholders of record at the close of business on that day will be entitled to vote at the annual meeting and any and all adjourned sessions thereof. For ten days prior to the meeting, a complete list of shareholders entitled to vote at the meeting will be available for examination by any shareholder, for any purpose relating to the meeting, during ordinary business hours at our offices located at 20300 Ventura Blvd., Suite 330, Woodland Hills, California 91364.

SANJAY SABNANI, OUR CHIEF EXECUTIVE OFFICER, AND ONE OF OUR DIRECTORS, BENEFICIALLY OWNS AND HAS VOTING CONTROL OF 22,110,550 SHARES OF OUR COMMON STOCK, OR APPROXIMATELY 54.23% OF THE OUTSTANDING SHARES. THESE SHARES WILL BE VOTED IN FAVOR OF EACH OF THE PROPOSALS AND THIS VOTE WILL BE SUFFICIENT TO APPROVE ALL THE PROPOSALS ON BEHALF OF THE SHAREHOLDERS.

To ensure that your vote is recorded promptly, please vote as soon as possible. If you are a stockholder of record, please complete, sign and mail the proxy card in the enclosed postage-paid envelope. If your shares are held in "street name", that is held for your account by a broker or other nominee, you will receive instructions from the holder of record that you must follow for your shares to be voted.

Important Notice Regarding the Availability of Proxy Materials for the Annual Stockholder Meeting  
to be held on Friday, November 20, 2009 At 10:00a.m. Local Time at our offices,  
located at 20300 Ventura Blvd., Suite 330, Woodland Hills, California 91364.

Our proxy statement and proxy are enclosed along with our Annual Report on Form 10-K for the fiscal year ended April 30, 2009, which is being provided as our Annual Report to Stockholders and are available at <http://www.crowdgather.com/proxy.cgs>.

By Order of the Board of Directors,

/s/ Sanjay Sabnani  
Sanjay Sabnani  
Chief Executive Officer, President  
and Secretary

October 1, 2009  
Woodland Hills, California

CROWDGATHER, INC.  
20300 Ventura Blvd. Suite 330  
Woodland Hills, CA 91364

PROXY STATEMENT  
FOR THE 2009 ANNUAL MEETING OF SHAREHOLDERS  
November 20, 2009

Our board of directors is soliciting your proxy for the annual meeting of stockholders to be held at the company's offices at 20300 Ventura Blvd., Suite 330, Woodland Hills, California 91364, on Friday, November 20, 2009 at 10:00 a.m. local time and at any and all adjourned sessions of the annual meeting.

We are mailing our annual report for the fiscal year ended April 30, 2009, to our stockholders with this notice and proxy statement (including the form of proxy) on or about October 9, 2009.

#### Record Date and Quorum Requirements

Only stockholders of record at the close of business on October 1, 2009 will be entitled to vote at the annual meeting. At the close of business on October 1, 2009, we had 40,765,818 shares of common stock issued and outstanding.

A majority of the outstanding shares of common stock as of the record date must be present at the meeting in order to hold the meeting and conduct business. This is called a "quorum." A stockholder's shares are counted as present at the meeting if the stockholder is present at the meeting and votes in person or a proxy card has been properly submitted by the stockholder or on the stockholder's behalf. Both abstentions and broker non-votes are counted as present for the purpose of determining the presence of a quorum.

**SANJAY SABNANI, OUR CHIEF EXECUTIVE OFFICER, AND ONE OF OUR DIRECTORS, BENEFICIALLY OWNS AND HAS VOTING CONTROL OF 22,110,550 SHARES OF OUR COMMON STOCK, OR APPROXIMATELY 54.23% OF THE OUTSTANDING SHARES. THIS TOTAL CONSTITUTES A QUORUM. THESE SHARES WILL BE VOTED IN FAVOR OF EACH OF THE PROPOSALS AND THIS VOTE WILL BE SUFFICIENT TO APPROVE THE ALL PROPOSALS ON BEHALF OF THE SHAREHOLDERS.**

"Broker non-votes" are shares of common stock held by brokers or nominees over which the broker or nominee lacks discretionary power to vote and for which the broker or nominee has not received specific voting instructions from the beneficial owner.

#### Voting Your Shares and Votes Required

Your vote is very important. If you do not vote your shares, you will not have an impact with respect to the issues to be voted on at this annual meeting. In addition, banks and brokers cannot vote on their clients' behalf on "non-routine" proposals without your specific voting instructions.

The holders of all outstanding shares of common stock are entitled to one vote for each share of common stock registered in their names on the books of our company at the close of business on the record date.

In order to be elected as directors, each of the nominees for director must receive a plurality of the votes cast at the annual meeting. Approval of the proposed ratification of the selection of Mendoza Berger & Company, LLP as our independent registered public accounting firm for the 2010 fiscal year will require the affirmative vote of a majority of the shares of common stock present or represented by proxy at the annual meeting. For purposes of determining the

outcome of any matter, shares represented in person or by proxy at the meeting but abstaining from voting on a particular proposal and “broker non-votes” will each be treated as not present and not entitled to vote with respect to that matter, even though the shares of common stock are considered entitled to vote for the purposes of determining a quorum and may be entitled to vote on other matters. Therefore, abstentions will have the effect of a vote “against” this proposal.

## Submitting Your Proxy

If you complete and submit your proxy, the persons named as proxies will vote the shares represented by your proxy in accordance with your instructions. If you submit a proxy card but do not fill out the voting instructions on the proxy card, the persons named as proxies will vote the shares represented by your proxy as follows:

- FOR the election of the director nominees; and
- FOR the ratification of the selection of Mendoza Berger & Company, LLP as our registered public accounting firm.

To ensure that your vote is recorded promptly, please vote as soon as possible. To vote by proxy, please complete, sign and mail the proxy card in the enclosed postage-paid envelope (or follow instructions to grant a proxy to vote by means of telephone or Internet).

Stockholders that attend the annual meeting and wish to vote in person will be given a ballot at the meeting. If your shares are held in “street name” and you want to attend the annual meeting, you must bring an account statement or letter from the brokerage firm or bank holding your shares showing that you were the beneficial owner of the shares on the record date. If you want to vote shares that are held in “street name” or are otherwise not registered in your name, you will need to obtain a “legal proxy” from the holder of record and present it at the annual meeting.

## Revoking or Changing Your Proxy

You may revoke or change your proxy at any time before it is voted. For a stockholder “of record”, meaning one whose shares are registered in his or her own name, to revoke or change a proxy, the stockholder may follow one of the procedures listed below.

- submit another properly signed proxy, which bears a later date;
- deliver a written revocation to our corporate secretary; or
- if you voted by telephone or through the Internet, by voting again either by telephone or through the Internet prior to the close of the voting facility;
- or attend the annual meeting or any adjourned session thereof and vote in person.

If you are a beneficial owner of our common stock, and not the stockholder of record (for example your common stock is registered in “street name” with a brokerage firm), you must follow the procedures required by the holder of record, which is usually a brokerage firm or bank, to revoke or change a proxy. You should contact the stockholder of record directly for more information on these procedures.

## Other Information

We will bear the expense of soliciting proxies. Our officers and certain other employees, without additional remuneration, may solicit proxies personally or by telephone, e-mail or other means.