

Edgar Filing: HISTORICAL AUTOGRAPHS USA INC - Form PRE 14C

HISTORICAL AUTOGRAPHS USA INC
Form PRE 14C
October 29, 2003

SCHEDULE 14C INFORMATION
Information Statement Pursuant to Section 14(c) of
the Securities Exchange Act of 1934.

Filed by the Registrant [x]

Filed by Party other than the Registrant []

[x] Preliminary Information Statement

[] Confidential, for Use of the Commission Only
[as permitted by Rule 14a-6(e)(2)]

[] Definitive Information Statement

[] Definitive Additional Materials

[] Soliciting Material Pursuant to Section 240.14a-11(c) or Section
240.14a-12

HISTORICAL AUTOGRAPHS U.S.A., INC.
(Exact name of Registrant as specified in its charter.)

Commission File Number 000-32603

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:

HISTORICAL AUTOGRAPHS U.S.A, INC.
516 W Sprague Avenue
Spokane, WA 99201

INFORMATION STATEMENT

INTRODUCTION

This information statement is being mailed or otherwise furnished to stockholders of HISTORICAL AUTOGRAPHS U.S.A., INC., a Nevada corporation (the "Company"), in connection with the prior receipt by the Board of Directors of approval by written consent of the holders of a majority of the Company's common stock of a proposal (the "Proposal") to approve an amendment (the "Amendment") to the Articles of Incorporation to change the name of the Company to "ARBIOS

Edgar Filing: HISTORICAL AUTOGRAPHS USA INC - Form PRE 14C

SYSTEMS, INC."

The Company has entered into an agreement to acquire, by merger (the "Merger") a liver assist medical device company named Arbios Technologies, Inc. If the Merger is completed, the Company will change its business to the business conducted by Arbios Technologies, Inc. The Board of Directors believes that it is advisable and in the best interests of the Company to change the name of the Company after the Merger to reflect its new business of developing, manufacturing and marketing liver assist devices to meet the urgent need for therapy of liver failure.

This information statement is being first sent to stockholders on or about November ____, 2003. The Company anticipates that the Merger will become effective on or about October 30, 2003, and that the Amendment will become effective after the Merger. If the Merger is not completed, the Amendment will not be filed.

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

Vote Required

The proposed amendment requires the approval of a majority of the outstanding shares of common stock. Each holder of common stock is entitled to one (1) vote for each share held. The record date for the purpose of determining the number of shares outstanding and for determining stockholders entitled to vote, is the close of business on October 6, 2003 (the "Record Date"), the day in which the Board of Directors of the Company adopted the resolution setting forth and recommending the Amendment to the Articles of Incorporation. As of the record date, the Company had one million two hundred twenty thousand (1,220,000) shares of common stock issued and outstanding. Holders of the shares have no preemptive rights. All outstanding shares are fully paid and nonassessable. The transfer agent for the common stock is The Nevada Agency and Trust Company, Bank of America Plaza, 50 West Liberty Street, Suite 880, Reno, NV 89501, Attention: Ms. Leah Finke, telephone (775) 322-0626.

-2-

Meeting Not Required

Nevada Revised Statutes 78.320(2) provides that any action required or permitted to be taken at a meeting of stockholders may be taken without a meeting if, before or after the action, a written consent thereto is signed by the stockholders holding at least a majority of the voting power.

Furnishing Information

This information statement is being furnished to all holders of common stock of the Company. The Form 10-KSB for the year ending December 31, 2002 and all subsequent filings may be viewed on the Securities and Exchange Commission web site at www.sec.gov in the EDGAR Archives and are incorporated herein by reference. The Company is presently current in the filing of all reports required to be filed by it.

Dissenters Rights of Appraisal

There are no dissenter's rights of appraisal applicable this action to change the name of the Company. Proposals by Security Holders No security holders entitled to vote have transmitted any proposals to be acted upon by the Company.

Edgar Filing: HISTORICAL AUTOGRAPHS USA INC - Form PRE 14C

Security Ownership of Certain Beneficial Owner and Management The following sets forth as of October 6, 2003 persons owning more than 5% of the common stock of the Company:

Title of Class	Name and address of beneficial owner	Amount and nature of ownership	Percent of class
Common Stock	Cindy K. Swank 36 E Heroy Spokane, WA 99207	500,000	41%
Common Stock	Raymond J. Kuh 516 W Sprague Ave Spokane, WA 99201	500,000	41%

-3-

The following sets forth as of October 6, 2003, all shares of common stock owned by all directors and nominees, each executive officer, and directors and executive officers as a group.

Title of Class	Name of beneficial owner	Position with Company	Amount and nature of ownership	Percent of class
Common Stock	Cindy K. Swank	President, Treasurer and a Director	500,000	40.98%
Common Stock	Scott Wetzel	Secretary, Vice President and a Director	4,000	0.33%
All officers and directors as a group (2 persons)			504,000	41.3%

-4-

PROPOSAL TO CHANGE THE NAME OF THE COMPANY

The Board of Directors has determined that it would be in the best interest of the Company to change the name of the Company from HISTORICAL AUTOGRAPHS U.S.A., INC. to ARBIOS SYSTEMS, INC. to reflect its change in business from an e-Commerce based company engaged in acquiring and marketing historical documents to a business of developing, manufacturing and marketing liver assist devices to meet the urgent need for therapy of liver failure.

Reasons for the Proposal

On October 20, 2003, the Company entered into an Agreement and Plan of

Edgar Filing: HISTORICAL AUTOGRAPHS USA INC - Form PRE 14C

Reorganization with its founding shareholders, who collectively own in excess of 66 2/3% of the issued and outstanding common stock of the Company, its wholly owned subsidiary, HAUSA Acquisition, Inc., a corporation organized under the laws of Nevada, ("HAI"), and Arbios Technologies, Inc., a corporation organized under the laws of Delaware, ("ATI") whereby each share of Arbios common stock issued and outstanding immediately prior to the effective date of the Merger shall be converted into one share of HAUSA common stock. ATI will have approximately 12,000,000 shares of common stock issued and outstanding immediately prior to the Merger. Closing is subject to certain customary closing conditions and is currently scheduled to occur on October 30, 2003.

ATI is a biomedical company engaged in the discovery, acquisition and development of proprietary liver assist devices and new technologies useful in the diagnosis and treatment of acute liver failure, a debilitating and fatal disease that affects all age groups and may be caused by viruses, alcohol, ingestion of common medications, extensive liver removal for trauma or cancer and other etiologies. The assets owned by ATI were and will be used to continue ATI's discovery, acquisition and development of proprietary liver assist devices and new technologies useful in the diagnosis and treatment of acute liver failure.

In anticipation of the Merger, and subject to the completion of the Merger, the Company decided to change its name from HISTORICAL AUTOGRAPHS U.S.A., INC. to ARBIOS SYSTEMS, INC. to more correctly reflect the new anticipated business of the Company.

Vote Obtained

The following individuals own the number of shares and percentages set forth opposite their names:

-5-

Cindy K. Swank	500,000	41%
Raymond J. Kuh	500,000	41%
Total	1,000,000	82%

On October 7, 2003, the foregoing persons or entities executed a written consent approving the amendment to the Company's articles of incorporation to change the name of the Company to "ARBIOS SYSTEMS, INC."

Certain Matters Related to the Proposal

The Amendment will become effective upon filing with the Secretary of State of Nevada. The Certificate of Amendment of Articles of Incorporation will be filed after the completion of the Merger, which is currently scheduled to occur on October 30, 2003. If the Merger does not occur, the name of the Company will not be changed.

Interest of Certain Persons in Favor of or in Opposition to the Change of Name

No officer or director will receive any direct or indirect benefit from the Company's proposed change of business or name change. No officer or director or any person has notified the Company that it intends to oppose the Company's change of name.

By Order of the Board of Directors

/s/ Cindy K. Swank
Cindy K. Swank, Director

-6-
