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NOVAMED INC  
Form DEF 14C  
September 09, 2003

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

NOVAMED, INC.

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(Name of Registrant as Specified In Its Charter)

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1) Title of each class of securities to which transaction applies:  
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1) Amount Previously Paid:  
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2) Form, Schedule or Registration Statement No.:  
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3) Filing Party:  
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4) Dated Filed:  
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NOVAMED, INC.  
2465 West 12th Street, Suite 2  
Tempe, Arizona 85281

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(480) 481-3940

## NOTICE OF ACTION TAKEN WITHOUT A STOCKHOLDER MEETING

September 8, 2003

To the Stockholders of NovaMed, Inc.:

The attached Information Statement is being delivered by NovaMed, Inc. ("Corporation") in connection with the approval by the holders of a majority of our voting stock of an amendment to the Corporation's articles of incorporation, specifically to change our corporate name from "NovaMed, Inc." to "WWA Group, Inc.", and the appointment of Eric Montandon, Cornelis van Lieshout and Digamber Naswa to the Corporation's board of directors. This Information Statement is first being mailed to stockholders on or about September 8, 2003. We anticipate that the amendment to our articles of incorporation will become effective on or after September 28, 2003.

On August 8, 2003, the Corporation's board of directors approved a resolution authorizing the filing of an amendment to our articles of incorporation with the Nevada Secretary of State to change the Corporation's name from "NovaMed, Inc." to "WWA Group, Inc." On August 8, 2003, the holders of a majority of the outstanding shares of the Corporation's common stock entitled to vote thereon executed a written consent to such action in accordance with the provisions set forth in the State of Nevada Revised Statutes Title 7 Chapter 78 Section 320 and Article II, Section 10 of the Corporation's bylaws.

This letter and the accompanying Information Statement are being distributed to you, our stockholders, in accordance with the requirements of the State of Nevada Revised Statutes Title 7, Chapter 78 Section 370, Article II, Section 4 of the Corporation's bylaws and Section 14(c) of the Securities Exchange Act of 1934, as amended. This Information Statement describes the change to the Corporation's articles of incorporation and the appointments to the board of directors.

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

Thank you for your continued interest in and support.

By Order of the Board of Directors

/s/ Cornelis van Lieshout  
Cornelis van Lieshout  
President

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NOVAMED, INC.  
2465 West 12th Street, Suite 2  
Tempe, Arizona 85281  
(480) 505-0070

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

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This Information Statement is being mailed on or about September 8, 2003 to all stockholders of record of NovaMed, Inc., a Nevada corporation ("Corporation"), as of the close of business on August 8, 2003. It is being furnished in connection with the adoption of an amendment to the Corporation's articles of incorporation and the approval of certain appointments to the board of directors. The actions taken were approved by the written consent of the holders of a majority of the outstanding shares of the Corporation's common stock. The Corporation anticipates that the amendment to the articles of incorporation will become effective on September 28, 2003. A copy of the amendment to our articles of incorporation is attached to this document as Exhibit A.

On August 8, 2003, the Corporation's board of directors adopted resolutions proposing and declaring advisable an amendment to our articles of incorporation and stockholder approval of appointments to the board of directors. Specifically, the board of directors proposed that the Corporation change its name from "NovaMed, Inc." to "WWA Group, Inc.", and that the stockholders approve the appointment of Eric Montandon, Cornelis van Lieshout and Digamber Naswa to the Corporation's board of directors.

On August 8, 2003 the actions considered were adopted by the written consent of the holders of a majority of the issued and outstanding shares of the Corporation's common stock entitled to vote thereon in accordance with the provisions set forth in the State of Nevada Revised Statutes Title 7, Chapter 78 Section 320 and Article II, Section 10 of the Corporation's bylaws. Our board of directors decided to obtain the written consent of the holders of the majority of the outstanding common stock entitled to vote on the actions taken in order to eliminate the cost and delay involved in holding a special meeting of the Corporation's stockholders and in order to amend our articles of incorporation in a timely manner.

The record date for purposes of determining the stockholders entitled to vote and to whom this Information Statement is to be sent is August 8, 2003. As of the record date, we had 15,742,803 shares of common stock issued and outstanding and entitled to vote on the actions presented for consideration, with each share of common stock entitled to one vote. The holders of 10,025,000 shares of the issued and outstanding common stock, representing approximately 63% of the votes entitled to be cast with regard to the actions presented, approved the actions by written consent.

Pursuant to regulations promulgated under the Securities Exchange Act of 1934, as amended, the amendment may not be effected until at least 20 calendar days after this Information Statement is sent or given to the Corporation's stockholders. We anticipate that the amendments will become effective on September 28, 2003 upon filing with the Nevada Secretary of State.

There will not be a meeting of stockholders to approve these actions and none is required under the Nevada Revised Corporate Statutes because these actions have been approved by written consent of the holders of a majority of the outstanding shares of the Corporation's voting common stock. Under the State of Nevada Revised Statutes Title 7, Chapter 78 Section 370, Article II, Section 4 of the Corporation's bylaws and Section 14(c) of the Securities Exchange Act of 1934, we are required to provide prompt notice of the taking of corporate action without a meeting to our stockholders of record who have not consented in writing to this action. This Information Statement is intended to provide you with the required notice.

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NAME CHANGE TO WWA GROUP, INC.

The Corporation's board of directors and the stockholders holding a majority of the outstanding shares of the Corporation's common stock have approved the change of our corporate name from "NovaMed, Inc." to "WWA Group, Inc." by means of an amendment to the Corporation's articles of incorporation. The corporate name change will become effective upon the filing of an amendment to the Corporation's articles of incorporation with the Nevada Secretary of State, which is expected to occur as soon as is reasonably practicable on or after the twentieth (20th) day following the mailing of this Information Statement to our stockholders.

### REASONS FOR NAME CHANGE

The stockholders holding a majority of the outstanding shares of the Corporation's common stock believe that changing our corporate name to "WWA Group, Inc." is in the best interests of the Corporation and our stockholders to better reflect our new business.

The Corporation recently acquired 100% of World Wide Auctioneers, Ltd. ("WWA Dubai") as a wholly owned subsidiary. WWA Dubai is an international equipment auction company based in the United Arab Emirates that holds unreserved auctions for the sale of construction, industrial and transportation equipment on a consignment basis. Virtually all other equipment auction companies trade for their own accounts in their own auctions, a practice that diminishes the auctioneer's returns and antagonizes equipment dealers. WWA Dubai's business focus on selling on behalf of consignors rather than buying or selling on its own account eliminates any conflict between its own interests and those of buyers or sellers.

WWA Dubai has conducted heavy equipment consignment auctions in Dubai and Jakarta, Indonesia using a sophisticated auction and mailing information system developed in-house over three years of holding auctions. Management is in the process of formalizing agreements to auction large packages of equipment in the U.S., South America and Australia. Equipment, once secured, will be auctioned either in Dubai or through a partner in Australia. Joint ventures to conduct auctions in China, South America and India are also under consideration.

The voting and other rights that accompany the Corporation's securities will not be affected by the change in our corporate name. However, both our ticker symbol, which is "NOMD," and our CUSIP number will change as a result of the Corporation's name change. Stockholders may, but need not, exchange their certificates to reflect the change in corporate name and CUSIP number. Your existing certificate or certificates will continue to represent shares of the Corporation's common stock as if its name had not changed. The Corporation's transfer agent will issue stock certificates with its new name as stock certificates are sent in upon transfers of shares by our existing stockholders. Until you sell or otherwise transfer your shares of common stock, there is no need to send our transfer agent or us your existing stock certificates.

### VOTE REQUIRED

The affirmative vote of the holders of a majority of the outstanding shares of common stock is required for approval of this amendment to the Corporation's articles of incorporation. The Corporation has obtained this approval through the written consent of stockholders owning a majority of the outstanding voting shares of its common stock. Therefore, an extraordinary meeting of the stockholders to approve the name change and the amendment to the articles of incorporation is unnecessary and will not take place for this purpose. A copy of the amendment is attached to this Information Statement as Exhibit A.

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### ABSENCE OF DISSENTERS' RIGHTS

No dissenters' or appraisal rights are available to the Corporation's stockholders under the Nevada Revised Statutes, the Corporation's articles of incorporation or its bylaws in connection with this amendment.

### APPROVAL OF THE APPOINTMENT OF ERIC MONTANDON, CORNELIS VAN LIESHOUT AND DIGAMBER NASWA TO THE CORPORATION'S BOARD OF DIRECTORS

The Corporation's bylaws provide that individuals elected to the Corporation's board of directors serve for a one year term or until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal from office. The Corporation's stockholders holding a majority of the voting power of its common stock have approved the appointment of Eric Montandon, Cornelis van Lieshout and Digamber Naswa to the board of directors to serve one year terms or until their successors are duly elected and qualified or until their earlier death, resignation or removal from office. Set forth below is certain information concerning the nominees:

#### Eric Montandon

On August 8, 2003, Mr. Montandon was elected as a director and subsequently appointed as the chairman of the board of directors of Corporation. Mr. Montandon will serve a one year term or until the next annual meeting of the Corporation's stockholders or until his successor is elected and qualified.

Mr. Montandon graduated from Arizona State University in 1988 with a Bachelor's Degree in Business Finance. After graduation he worked for Winius-Montandon, Inc. as a commercial real estate consultant and appraiser in Phoenix, Arizona from 1988 until 1992. He was subsequently involved in forming Momentum Asia, Inc., a design and printing operation in Subic Bay, Philippines in 1994. Mr. Montandon operated this company as its chief executive office until the middle of 2000. Mr. Montandon joined the board of directors in of Asia4Sale.com, Inc. in February 2000 and was instrumental in Asia4Sale.com, Inc.'s acquisition and development of World Wide Auctioneers, Inc. He has expanded his role in both Asia4Sale.com, Inc. and World Wide Auctioneers, Inc. to include all areas of finance, operations and administration.

Over the last five years he has been an officer and director of two public companies: Asia4Sale.com, Inc. a holding company with a majority interest in World Wide Auctioneers, Inc. from February 2000 to present (chief executive officer, chief financial officer and director), and Net Telecommunications, Inc., formerly a telecommunications service provider from September 2000 to present (director).

#### Carl van Lieshout

On August 8, 2003, Mr. Van Lieshout was elected as a director and subsequently appointed as the chief executive officer of the Corporation. Mr. Van Lieshout will serve a one year term or until the next annual meeting of the Corporation's stockholders or until his successor is elected and qualified.

Prior to joining World Wide Auctioneers, Inc., Mr. Van Lieshout spent the previous 16 years running Machinehandel Leende BV, a family owned business that traded heavy equipment with operating yards and sales offices in Indonesia; Dubai and the Netherlands. Machinehandel Leende BV was a regular consignor and purchaser at equipment auctions around the world between 1988 and 2000. He speaks Dutch, German and English. Mr. Van Lieshout is intimately familiar with the Dubai, United Arab Emirates business environment.

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Over the last five years he has not been an officer or director of any other public company.

Digamber Naswa

On August 8, 2003, Mr. Digamber was elected as a director and subsequently appointed as the chief financial officer of the Corporation. Mr. Digamber will serve a one year term or until the next annual meeting of the Corporation's stockholders or until his successor is elected and qualified.

Mr. Digamber Naswa is a science graduate from the Kurukshetra University, India. He finished his Chartered Accountancy from the Institute of Chartered Accountants of India in 1984. He spent almost 20 years serving different industries in India and the United Arab Emirates in his various capacities as accounts officer, finance manager, deputy general manager and financial controller. Over the past five years Mr. Naswa as worked as the financial controller of World Wide Auctioneers, Ltd. (2002 to present), Trust Garment Factory, Ltd., as deputy general manager (2000-2002) and Xpro India, Ltd. (A division of Cimmico Birla) (1996-2000).

Over the last five years he has not been an officer or director of any other public company.

VOTE REQUIRED

The affirmative vote of the holders of a majority of the outstanding shares of common stock is required for approval of the appointment of the above named individuals to the board of directors. The Corporation has obtained this approval through the written consent of stockholders owning a majority of the outstanding voting shares of its common stock. Therefore, an extraordinary meeting of the stockholders to approve the appointments is unnecessary and will not take place for this purpose.

ABSENCE OF DISSENTERS' RIGHTS

No dissenters' or appraisal rights are available to the Corporation's stockholders under the Nevada Revised Statutes, the Corporation's articles of incorporation or its bylaws in connection with the appointment of directors.

BOARD OF DIRECTORS

Set forth below is certain information concerning the Corporation's board of directors.

| Name of Director      | Age | Title  | Directo |
|-----------------------|-----|--|---------|
| Eric Montandon        | 38  | Director, chairman of the board of directors | 2004    |
| Cornelis van Lieshout | 41  | Director, chief executive officer            | 2004    |

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Digamber Naswa

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Director, chief financial officer

2004

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Eric Montandon was appointed to the Corporation's board of directors on August 8, 2003, and currently serves as a director, and as the chairman of the board of directors. Mr. Montandon has obtained shareholder approval of his appointment to the board of directors of the Corporation.

Cornelis van Lieshout was appointed to the Corporation's board of directors on August 8, 2003, and currently serves as a director and the Corporation's chief executive officer. Mr. Van Lieshout has obtained shareholder approval of his appointment to the board of directors of the Corporation.

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Digamber Naswa was appointed to the Corporation's board of directors on August 8, 2003, and currently serves as a director and the Corporation's chief financial officer. Mr. Naswa has obtained shareholder approval of his appointment to the board of directors of the Corporation.

### Corporate Governance; Board Committees; and Meetings

Beginning in the second quarter of 2002, the Corporation began an initiative to evaluate its current corporate governance policies and practices and to institute changes in its corporate governance in order to comply with current and proposed corporate accountability standards required under the Sarbanes-Oxley Act of 2002. The results of that evaluation were a determination to form a standing audit committee. The audit committee has not yet been created. The Corporation further determined to form a compensation committee at such time as the composition of the board of directors is comprised of sufficient members to permit useful oversight of the actions of managerial directors.

The board of directors held two meetings during fiscal 2002. Various matters were however approved during fiscal 2002 and fiscal 2003 to date by the unanimous written consent of the board of directors.

### Compensation of Directors

The Corporation's directors are not compensated for their services as directors.

### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information concerning the ownership of the Corporation's common stock as of August 8, 2003 with respect to: (i) each person known to the Corporation to be the beneficial owner of more than five percent of the Corporation's common stock; (ii) all directors; and (iii) directors and executive officers of the Corporation as a group. The notes accompanying the information in the table below are necessary for a complete understanding of the figures provided below. As of August 8, 2003, there were 15,742,803 shares of common stock issued and outstanding.

| TITLE OF CLASS                      | NAME AND ADDRESS OF BENEFICIAL OWNER  | AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP | PERCENTAGE |
|-------------------------------------|---|---|------------|
| Common Stock<br>(\$0.001 par value) | Eric Montandon<br>Director<br>2465 West 12th Street, Suite 2<br>Tempe, Arizona 85281                                | 300,000*                                  | 1.0%       |
| Common Stock<br>(\$0.001 par value) | Cornelis van Lieshout<br>Chief Executive Officer/Director<br>2465 West 12th Street, Suite 2<br>Tempe, Arizona 85281 | 300,000                                   | 1.0%       |
| Common Stock                        | Digamber Naswa<br>Chief Financial Officer/ Director   | 60,000                                    |            |