

# SECURITIES AND EXCHANGE COMMISSION

## FORM PRE 14C

Preliminary information statement not related to a contested matter or merger/acquisition

Filing Date: **2008-08-29** | Period of Report: **2008-08-29**  
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### FILER

#### **JUNIPER GROUP INC**

CIK: **864921** | IRS No.: **112866771** | State of Incorporation: **NY** | Fiscal Year End: **0714**  
Type: **PRE 14C** | Act: **34** | File No.: **000-19170** | Film No.: **081047007**  
SIC: **1731** Electrical work

Mailing Address  
*111 GREAT NECK ROAD  
STE 604  
GREAT NECK NY 11021*

Business Address  
*111 GREAT NECK RD STE 604  
GREAT NECK NY 11021  
5168294670*

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**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

**JUNIPER GROUP, 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 by written 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:

**JUNIPER GROUP, INC.  
MISSION BAY OFFICE PLAZA  
20283 STATE ROAD 7, SUITE 400  
BOCA RATON, FL 33498**

**NOTICE OF SHAREHOLDER ACTION BY WRITTEN CONSENT**

**TO ALL SHAREHOLDERS OF JUNIPER GROUP, INC.:**

The purpose of this letter is to inform you that holders of shares representing a majority of our voting power have given our Board of Directors the authority to increase the number of shares of common stock of the Company from 200 million shares to 5 billion shares, subject to further designation by the Board of Directors of the Company.

The holders of shares representing 87% of our voting power have executed a written consent giving our board the authority to amend the Company's certificate of incorporation to increase the authorized common stock of the Company from 200 million to 5 billion shares.

The amendment to the certificate of incorporation is described in greater detail in the information statement accompanying this notice. The consents that we have received constitute the only stockholder approval required to amend the certificate of incorporation under the Nevada Revised Statutes and our certificate of incorporation and bylaws. The approval by the shareholders will not become effective until twenty (20) days from the date of mailing of this Information Statement to our shareholders and after the filing of the amendment to our Articles of Incorporation with the Secretary of State of the State of Nevada..

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.** Because the written consent of holders of a majority of our voting power satisfies all applicable stockholder voting requirements, we are not asking you for a proxy; please do not send us one.

The accompanying information statement is for information purposes only. Please read it carefully.

By Order of the Board of Directors,

/s/ Vlado P. Hreljanovic

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Vlado P. Hreljanovic  
Chief Executive Officer

Boca Raton, Florida  
August , 2008

**JUNIPER GROUP, INC.  
MISSION BAY OFFICE PLAZA  
20283 STATE ROAD 7, SUITE 400  
BOCA RATON, FL 33498**

**INFORMATION STATEMENT  
AND NOTICE OF ACTIONS TAKEN  
BY WRITTEN CONSENT OF THE MAJORITY SHAREHOLDERS**

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

General Information

This information is being provided to the shareholders of Juniper Group, Inc. (the "Company"), in connection with our prior receipt of approval by written consents, in lieu of a special meeting, of the holders of a majority of our common stock authorizing an increase in the number of \$0.001 par value authorized common shares to 5 billion (the "Increase"). The Company's Board of Directors approved the Increase on August 15, 2008 and on August 15, 2008, the Company had also obtained (by written consents) the approval of one shareholder that is the record owner of 14,186 shares of our common stock and 6,720,000 shares of our preferred stock which represent an aggregate of 403,014,186 votes or approximately 87% of the voting power, as of August 15, 2008. The approval by the shareholders will not become effective until 20 days from the date of mailing of this Information Statement to our shareholders, and, after the filing of amended Articles of Incorporation with the Secretary of State of the State of Nevada.

The Company's Board of Directors approved the Increase on August 15, 2008 and recommended to the shareholders to increase the authorized shares of its Common Stock, while retaining the current par value of \$0.001. A copy of the certificate of amendment affecting the Increase is attached to this information statement as Exhibit A.

The elimination of the need for a special meeting of the shareholders to approve the Increase is authorized by Section 78.320 of the Nevada Revised Statutes, (the "Nevada Law"). This Section 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 the action at a meeting at which all shares entitled to vote on a matter were present and voted, may be substituted for the special meeting. According to Section 78.390 of the Nevada Law, a majority of the outstanding shares of voting capital stock entitled to vote on the matter is required in order to amend the Company's Articles of Incorporation. In order to eliminate the costs and management time involved in holding a special meeting and in order to affect the Increase as early as possible in order to accomplish the purposes of the Company, the Board of Directors of the Company voted to utilize the written consent of the majority shareholders of the Company.

The date on which this Information Statement will be sent to the shareholders is on, or about August , 2008. The record date established by the Company for purposes of determining the number of outstanding shares of voting stock of the Company was August 15, 2008 (the "Record Date") for the Increase.

Only one information statement is being delivered to multiple shareholders sharing an address, unless we have received contrary instructions from one or more of the shareholders. We will undertake to 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 a written or oral request by sending a written notification to our principal executive offices stating your name, your shared address, and the address to which we should direct the additional copy of the information statement or by calling our principal executive offices at (561) 271-6088. If multiple shareholders sharing an address have received one copy of this information statement and would prefer us to mail each stockholder a separate copy of future mailings, you may send notification to or call our principal executive offices. Additionally, if current shareholders with a shared address received multiple copies of this information statement and would prefer us to mail one copy of future mailings to shareholders at the shared address, notification of that request may also be made by mail or telephone call to our principal executive offices.

## VOTING SECURITIES

Pursuant to the Company's Bylaws and the Nevada Revised Statutes, a vote by the holders of at least a majority of the Company's outstanding votes is required to effect the action described herein. The Company's certificate of incorporation does not authorize cumulative voting. As of the Record Date, the Company had 49,806,778 voting shares of common stock issued and outstanding and 6,960,357 shares of preferred stock issued and outstanding of which the common stock was entitled to 49,806,778 votes and the preferred stock was entitled to 403,050,000 votes, 226,428,389 votes are required to pass this stockholder resolution. The consenting stockholders are entitled to 396,614,186 votes, which represents approximately 87% of the issued and outstanding votes with respect to the Company's shares of common stock and preferred stock. Pursuant to Section 78.320 of the Nevada Revised Statutes, the consenting stockholders voted in favor of the actions described herein in a unanimous written consent, dated August 15, 2008.

### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of August 15, 2008, the beneficial ownership of the Company's common stock and preferred stock (1) by any person or group known by the Company to beneficially own more than 5% of the outstanding common stock, or any series of preferred stock, (2) by each director and executive officer, and (3) by all directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the United States Securities and Exchange Commission. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options or warrants held by that person that are currently exercisable or will become exercisable within 60 days after August 15, 2008, are deemed outstanding, but those shares are not deemed outstanding for purposes of computing percentage ownership of any other person. The number and percentage of shares of common stock beneficially owned are based on the aggregate of 49,806,778 shares of common stock and 6,960,357 shares of preferred stock outstanding as of August 15, 2008. Unless otherwise indicated, the holders of the shares shown in the table have sole voting and investment power with respect to such shares. The address of all individuals for whom an address is not otherwise indicated is c/o Juniper Group, Inc., 20283 State Road 7, Suite 400, Boca Raton, Florida 33498.

<u>Name and Address(1)</u>	<u>Amount and Nature Of Beneficial Ownership</u>	<u>Percentage of Class(1)</u>
Vlado P. Hreljanovic	14,186 Common Stock(2)	0.03%
	220,000 Series C Preferred(3)	73.33%
	6,500,000 Series D Preferred(4)	100.00%

(1) Figures based on an estimated 49,806,778 voting shares of common stock and 403,050,000 voting shares of preferred stock outstanding as of August 15, 2008.

(2) Includes warrants to purchase 500,000 shares of common stock

(3) Series C preferred stock entitled to vote 30 votes per share

(4) Series D preferred stock entitled to vote 60 votes per share

## INFORMATION REGARDING THE PROPOSAL

### GENERAL

The proposal to amend the Company's certificate of incorporation is described below. A copy of the certificate of amendment effecting the changes contemplated by the proposals, is attached to this information statement as Exhibit A.

### AMENDMENT OF CERTIFICATE OF INCORPORATION TO INCREASE NUMBER OF AUTHORIZED SHARES

Purpose: The Company's board of directors has unanimously adopted a resolution seeking shareholder approval to amend the certificate of incorporation to increase the number of authorized shares of common stock from 200 million to 5 billion shares. The board of directors believes that this increase in the number of authorized shares is in the best interest of the Company in that it is obligated to issue common stock upon conversion of certain existing outstanding convertible debt and preferred stock and it will provide the Company with available shares that could be issued for various corporate purposes, including acquisitions, stock dividends, stock splits, stock options, convertible debt and equity financings, as the board of directors determines in its discretion. At August 15, 2008, the Company had only 150,193,222 shares of common stock available for issuance which we believe will not be sufficient to satisfy all of its outstanding debt obligations. In December 2005, March 2006, May 2007, September 2007, December 2007, January 2008, March 2008, June 2008 and July 2008, we issued convertible notes that convert at a rate that is 35% of the average of the three lowest intraday trading prices for our common stock during the 20 day period before the conversion date. As of August 15, 2008 the outstanding balance of such debt was \$2,224,988. In addition we have issued additional convertible debt in the aggregate principal amount of \$912,097 which is convertible at a rate equal to 50% of the average of the bid and ask price on the day prior to conversion. On August 15, 2008 the average of the three lowest intraday trading prices for the common stock for the prior 20 days was \$.003. Using the August 15, 2008 numbers, if all of the outstanding debt were to convert to common stock, we would be required to issue an additional 2,727,101,364 shares of common stock. If all our convertible debt, and all of our convertible preferred stock were to convert into shares of common stock, using the August 15, 2008 numbers we would have 2,762,267,199 shares of common stock outstanding. Since our debt and our Series B preferred shares do not convert into shares of common shares at fixed prices it is difficult for us to accurately quantify the number of shares that we will be required to issue upon such conversions. If the average of the three lowest intraday trading prices were to be reduced by one ten thousandth to \$.0002, we would be required to issue an additional 4,125,817,881 shares of common stock upon conversion of the existing outstanding debt.

Average of 3 lowest intra day trading prices	Number of shares of common to be issued assuming all debt is converted	Number of shares outstanding if all convertible securities are converted to common stock
.002	4,125,187,881	
.003* This was the average for the 20 days prior to August 15	2,699,455,333	

Due to the unpredictable nature of the stock market, the board, and the shareholder that will be impacted the most by the dilutive effect of future stock issuances, believe that it is necessary that the authorized common stock be increased to 5 billion. Our board of directors further believes that the increase in the number of authorized shares of common stock will enable the Company to promptly take advantage of market conditions and the availability of favorable opportunities without the delay and expense associated with holding a special meeting of stockholders. Stockholders of a majority of outstanding votes entitled to vote approved the Increase by written consent on August 15, 2008.

Effect: Issuance by the Company of any additional shares of common stock and convertible preferred stock would dilute both the equity interests and the earnings per share of existing holders of the common stock. Such dilution may be substantial, depending upon the amount of shares issued. The newly authorized shares of common stock will have voting and other rights identical to those of the currently authorized shares of common stock. However, the increase could have a dilutive effect on the voting power of existing shareholders. Such increase could have an anti-takeover effect, in that additional shares could be issued (within the limits imposed by applicable law) in one or more transactions that could make a change in control or takeover of the Company more difficult. For example, additional shares could be issued by the Company so as to dilute the voting rights of persons seeking to obtain control of the Company, even if the persons seeking to obtain control of the Company offer an above-market premium that is favored by a majority of the independent shareholders. Similarly, the issuance of additional shares to certain persons allied with the Company's management could have the effect of making it more difficult to remove the Company's current management by diluting the stock ownership or voting rights of persons seeking to cause such removal. The Company has no plans or proposals to adopt other provisions or enter into other arrangements, except as disclosed, that may have material anti-takeover consequences.

### INTERESTS OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director, executive officer, associate of any director or executive officer, or any other person has any substantial interest, direct or indirect, by security holdings or otherwise, in the proposal to amend the certificate of incorporation which is not shared by all other holders of the Company's common stock. See "Security Ownership of Certain Beneficial Owners and Management."

### **Nevada Anti-Takeover Provisions**

The anti-takeover provisions of Sections 78.411 through 78.445 of the Nevada Corporation Law apply to us. Section 78.438 of the Nevada law prohibits the Company from merging with or selling more than 5% of our assets or stock to any shareholder who owns or owned more than 10% of any stock or any entity related to a 10% shareholder for three years after the date on which the shareholder acquired our shares, unless the transaction is approved by our Board of Directors. The provisions also prohibit us from completing any of the transactions described in the preceding sentence with a 10% shareholder who has held the shares more than three years and its related entities unless the transaction is approved by our Board of Directors or a majority of our shares, other than shares owned by that 10% shareholder or any related entity. These provisions could delay, defer or prevent a change in control of the Company.

### **DISSENTERS' RIGHT OF APPRAISAL**

Under Nevada law and our certificate of incorporation and by-laws, no shareholder has any right to dissent to our increasing the amount of shares, and no shareholder is entitled to appraisal of or payment for their shares of our stock..

### **DESCRIPTION OF CAPITAL STOCK**

The authorized capital stock of the Company consists of the following:

#### **COMMON STOCK**

As of the Record Date, there were 200 million shares of common stock authorized with a stated par value of \$0.001 per share, of which 49,806,778 shares were issued and outstanding. As of the date hereof there are 49,806,778 shares issued and outstanding. Immediately following approval of the increase in the number of authorized shares of common stock, as described previously, there will be 5 billion shares of common stock authorized, of which 49,806,778 shares will be issued and outstanding and 4,950,193,222 will be authorized but unissued. However, upon conversion of all convertible securities of the Company outstanding today there will be substantially less securities available for issuance. The holders of shares of common stock vote as a single class and are entitled to one vote per share on all matters to be voted on by the shareholders. The holders of shares of common stock are entitled to receive pro rata dividends, when and as declared by the board of directors in its discretion, out of funds legally available therefore, but only if all dividends on the preferred stock have been paid in accordance with the terms of the outstanding shares of preferred stock and there exists no deficiency in the sinking fund for the preferred stock.

Dividends on the common stock are declared by the board of directors. Payment of dividends on the common stock in the future, if any, will be subordinate to the preferred stock, must comply with the provisions of the Nevada Revised Statutes and will be determined by the board of directors. In addition, the payment of any such dividends will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the board of directors deems relevant.

### **BOARD OF DIRECTORS' RECOMMENDATION AND STOCKHOLDER APPROVAL**

As of August 15, 2008, our board of directors and stockholder holding a majority of our voting power voted to authorize our board of directors to amend the certificate of incorporation. In the absence of a meeting, the affirmative consent of holder of a majority of the vote represented by our outstanding shares of stock was required to approve the increase in authorized

common stock and preferred stock. Because holder of approximately 87% of our voting power signed a written consent in favor of the amendment to the certificate of incorporation, we are authorized to amend the certificate of incorporation to increase the authorized common stock of the Company to 5 billion shares.

The information contained in this information statement constitutes the only notice we will be providing stockholders.

### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Except in their capacity as shareholders, none of our officers, directors or any of their respective affiliates has any interest in the amendment to the Plan.

### **FORWARD-LOOKING STATEMENTS**

This information statement may contain certain “forward-looking” statements (as that term is defined in the Private Securities Litigation Reform Act of 1995 or by the U.S. Securities and Exchange Commission in its rules, regulations and releases) representing our expectations or beliefs regarding our company. These forward-looking statements include, but are not limited to, statements concerning our operations, economic performance, financial condition, and prospects and opportunities. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the generality of the foregoing, words such as “may,” “will,” “expect,” “believe,” “anticipate,” “intend,” “could,” “estimate,” “might,” or “continue” or the negative or other variations thereof or comparable terminology are intended to identify forward-looking statements. These statements, by their nature, involve substantial risks and uncertainties, certain of which are beyond our control, and actual results may differ materially depending on a variety of important factors, including factors discussed in this and other of our filings with the U.S. Securities and Exchange Commission.

### **WHERE YOU CAN FIND MORE INFORMATION**

We are subject to the information and reporting requirements of the Securities Exchange Act of 1934, as amended, and in accordance with the Securities Exchange Act, we file periodic reports, documents, and other information with the Securities and Exchange Commission relating to our business, financial statements, and other matters. These reports and other information may be inspected and are available for copying at the offices of the Securities and Exchange Commission, 100 F Street, N.E., Washington, DC 20549. Our SEC filings are also available to the public on the SEC’s website at <http://www.sec.gov>.

### **INCORPORATION OF FINANCIAL INFORMATION**

We “incorporate by reference” into this Information Statement the information in certain documents we file with the SEC, which means that we can disclose important information to you by referring you to those documents. We incorporate by reference into this information statement the following documents we have previously filed with the SEC: our annual report on Form 10-KSB for period ending 12-31-07 and our quarterly report on Form 10-QSB for the quarterly periods ended March 31, 2008 and June 30, 2008. You may request a copy of these filings at no cost, by writing or telephoning us at the following address:

Juniper Group, Inc.  
20283 State Road 7, Suite 400  
Boca Raton, FL 33498  
Attention: Vlado P. Hreljanovic

As we obtained the requisite stockholder vote for the amendment to the Plan described in this information statement upon delivery of written consents from the holders of a majority of our outstanding shares of common stock, **WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY**. This information statement is for informational purposes only. Please read this information statement carefully.

**CERTIFICATE OF ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
JUNIPER GROUP, INC.**

Pursuant to NRS 78.207 of the Nevada Revised Statutes, the undersigned person, desiring to amend the Articles of Incorporation of JUNIPER GROUP, INC., under the laws of the State of Nevada, does hereby sign, verify, and deliver to the Office of the Secretary of State of Nevada, this Amendment to the Articles of Incorporation for the above-named company (hereinafter referred to as the "Company"):

The amendment contained herein was approved by a majority vote of shareholders of the Company on August 15, 2008.

FIRST: The Articles of Incorporation of the Company were first filed and approved by the Office of the Secretary of State of Nevada on January 22, 1997. This Amendment to the Articles will become effective upon the filing of the Certificate with the Nevada Secretary of State.

SECOND: That ARTICLE III shall be amended as follows:

"The aggregate number of shares which the Company shall have authority to issue is Five Billion Five Hundred Million (5,500,000,000) shares, divided into:

Five Billion (5,000,000,000) Common Shares, having a par value of \$0.001 per share.

and

Five Hundred Million (500,000,000) Preferred Shares, of which Twenty Five Thousand Three Hundred Fifty Seven (25,357) shares have been designated 12% non-voting convertible preferred stock, par value, \$.10 per share, One Hundred Thirty Five Thousand (135,000) shares, par value, \$.10 per share, have been designated as Series B convertible preferred stock, Three Hundred Thousand (300,000) shares, par value, \$.10 per share, have been designated as Series C convertible preferred stock, Six Million Five Hundred Thousand (6,500,000) shares, par value, \$.001 per share have been designated as Series D convertible preferred stock."

All other aspects of Article III shall remain unchanged except as to the total authorized number of Common and Preferred Shares as referenced in ARTICLE III (A) and (B).

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to the Articles of Incorporation to be signed by Vlado P. Hreljanovic, its Chief Executive Officer, this \_\_ day of August, 2008.

/s/ Vlado P. Hreljanovic

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Vlado P. Hreljanovic  
Chief Executive Officer

