

SECURITIES AND EXCHANGE COMMISSION

FORM DEF 14C

Definitive information statements

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FILER

INSTRUCTIVISION INC

CIK: **770183** | IRS No.: **222386359** | State of Incorpor.: **NJ** | Fiscal Year End: **0930**
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INSTRUCTIVISION, INC.
3 Regent Street
Livingston NJ 07039

March 18, 1999
Livingston, NJ

To the Shareholders of Instructivision, Inc.:

The Annual Meeting of the Shareholders of Instructivision, Inc. (hereinafter called the "Company") will be held at Instructivision, Inc., 3 Regent Street, Suite 306, Livingston, New Jersey 07039 on Thursday, April 22, 1999 at 2:30 PM for the purposes described below.

The following items will be considered at the Annual Meeting:

1. To elect four (4) persons to serve on the Company's Board of Directors, who shall hold office until the next Annual Meeting of Shareholders or until their successors are duly elected and shall have qualified. Management proposes to nominate to the Board of Directors the following individuals:

Rosemary Comras
H. Dale Spaulding

Marcus C. Ruger
David A. Sousa

2. To confirm the appointment of Stanley J. Morin & Associates, PC. as auditors of the Company for fiscal 1999.

3. To act upon such other matters as may properly come before the meeting.

SHAREHOLDERS OF RECORDS AT THE CLOSE OF BUSINESS ON MARCH 12, 1999 ARE ENTITLED TO NOTICE OF AND TO VOTE AT THE ANNUAL MEETING OF SHAREHOLDERS.

By order of the Board of Directors

Rosemary Comras
President,
Chairman of the Board

INSTRUCTIVISION, INC.
3 Regent Street
Livingston NJ 07039

This Statement is furnished to Shareholders by Instructivision, Inc. (hereinafter called the "Company") in accordance with the requirements of Section 14 under the Securities Exchange Act of 1934, as amended, and Regulation 14C promulgated thereunder.

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

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF:

On March 12, 1999, the record date for Shareholders entitled to vote at the Annual Meeting of the Shareholders of the Company to be held on April 22, 1999, the Company's outstanding voting securities consisted of 3,350,000 shares of Common Stock, par value \$.001, each share of which is entitled to one vote. Cumulative voting is not permitted in the election of directors.

The following table sets forth certain information regarding the beneficial ownership of the Company's Common Stock as of March 12, 1999, by (i) each person who is known by the Company to own beneficially more than 5% of the Company's outstanding Common Stock; (ii) each of the Company's officers and present directors; and (iii) directors and officers of the Company as a group. Except as otherwise specified, the named beneficial owner has sole voting and investment power.

Title of Class	Name and Address	Amount and Nature of Beneficial Ownership	Percentage of Ownership
<TABLE>			
<S>	<C>	<C>	<C>
Common Stock	Rosemary Comras (1) 8 Varick Way Roseland, NJ	1,100,000	33%
Common Stock	Rosemary Comras (1) ITF Kevin Comras and Joann Doniloski	975,000	29%
Common Stock	H. Dale Spaulding	--	--
Common Stock	Marcus C. Ruger	--	--
Common Stock	David A. Sousa	6,000	less than 1%
		-----	---
All Officers & Directors as a group		2,081,000	62%
</TABLE>			

(1) Kevin Comras and Joann Doniloski are adult children of the late Jay Comras, former President and CEO, and received beneficial interest, while Rosemary Comras received voting powers. The trust agreement under which Rosemary Comras exercises voting power regarding the 975,000 shares terminates at the earlier of either her remarriage, or on 8/2/2004, at which time the stock passes to such children.

There are no arrangements known to the Company, the operations of which may at a subsequent date result in a change in control of the Company.

DIRECTORS AND EXECUTIVE OFFICERS

At the Annual Meeting of the Shareholders to be held on the 22nd of April, 1999, at 2:30 PM, at 3 Regent Street, Livingston, New Jersey, four persons shall be elected to serve on the Company's Board of Directors. Management proposes to nominate Rosemary Comras, Marcus Ruger, H. Dale Spaulding, and David A. Sousa for election as Directors, each to hold office until the next Annual Meeting of the Shareholders or until their successors have been duly elected and qualified. Information concerning the four persons proposed to serve as directors is set forth below:

<TABLE>

<CAPTION>

NAME	AGE	POSITION
-----	---	-----
<S>	<C>	<C>
Rosemary Comras	58	President, Secretary/Treasurer and Chairman of the Board
Marcus C. Ruger	67	Director
H. Dale Spaulding	57	Director
David A. Sousa	58	Director

</TABLE>

All of the Directors of the Company are elected to serve until the next Annual Meeting of the Shareholders or until their successors have been duly elected and qualified. Officers are appointed to serve until the meeting of the Board of Directors preceding the next Annual Meeting of the Shareholders or until their successors have been duly elected and qualified.

Rosemary Comras was elected Chairman of the Board of Directors on September 4, 1996 following the death of Jay Comras, Chairman of the Board, former President and Chief Executive Officer of the Company. Mrs. Comras was Vice Prsident, Secretary/Treasurer and a Director of the Company from 1981 to 1996 and was elected President of the Company on March 28, 1996. Ms. Comras is the widow of Jay Comras.

Dr. Marcus C. Ruger has been a Director of the Company since March 1986. Dr. Ruger was employed as Director of Assessment Services for the Mountain Plains Regional Office of American College Testing (ACT) from 1986 until his retirement in September 1995. Dr. Ruger will continue to devote only as much time to the affairs of the Company as is necessary to carry out his duties as Director, which is estimated to be a minimal amount of his time.

Dr. David A. Sousa has been a Director of the Company since April 1994. He was employed as Superintendent of Schools for the New Providence, New Jersey, school district, for September 1991 until July 1994. Dr.Sousa conducts training seminars and consulting services to schools throughout the United States. Dr. Sousa will devote only as much time to the affairs of the Company as is necessary to carry out his duties as Director, which is estimated to be a minimal amount of his time.

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Dr. H. Dale Spaulding was appointed to the Board of Directors on January 21, 1998. Dr. Spaulding was employed as Principal of the Lampeter-Strasburg, Pennsylvania, Senior High School District from July 1973 to September 1997. Dr. Spaulding served as President of NASSP in 1993-1994 and as member of the Board of Directors of the International Confederation of Principals from 1993-1996. Dr. Spaulding will devote only as much time to the affairs of the Company as is necessary to carry out his duties as a Director, which is estimated to be a minimal amount of his time.

INFORMATION CONCERNING THE BOARD OF DIRECTORS.

The Board of Directors held four meetings during the fiscal year ended September 30, 1998. Each Director attended all of the meetings of the Board. The Board does not have audit, compensation or nominating committees.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth information relating to cash compensation paid by the Company during the fiscal year ended September 30, 1998 to the Company's Chief Executive Officer (no executive officer having received compensation in excess of \$100,000 during the fiscal year).

<TABLE>

<CAPTION>

NAME	FISCAL YEAR	SALARY	OTHER COMPENSATION(1)
-----	-----	-----	-----
<S>	<C>	<C>	<C>
Rosemary Comras	1996	75,000	\$ 3,780
Chairman	1997	82,027	3,900
of the Board			

(1) Compensation consists of reimbursement of health insurance premiums.

</TABLE>

The Company has a three year employment contract with Rosemary Comras, Chairman of the Board, President and Secretary/Treasurer of the Company, which commenced September 1, 1996, for an annual salary of \$75,000, which increased to \$78,500 in 1997, and to \$83,000 in 1998. In addition, Ms. Comras receives a bonus of 2.5% of the Company's net profit before taxes.

The Company may, in the future, offer disability insurance, reimbursement of medical expenses and such other benefits as may be authorized by the Board of Directors. Presently, all employees are eligible to receive health insurance benefits. No retirement, pension, profit sharing, or other similar program has been adopted by the Company. No surviving warrants, or stock options have been granted to any officer, director or other employee of the Company. However, such benefits may be adopted or options granted in the future, if they are authorized by the Board of Directors.

Compensation of Directors:

Outside Directors receive \$500 for each Board meeting attended and are reimbursed for the reasonable out-of-pocket expenses incurred by them in connection with the performance of their services as directors.

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RELATIONSHIP WITH INDEPENDENT PUBLIC ACCOUNTANT.

Action is expected to be taken at the Annual Meeting of the Shareholders to confirm the appointment of Stanley J. Morin and Associates, PC. as independent auditors of the Company for fiscal 1999. A representative of Stanley J. Morin and Associates is expected to be present at the Annual Meeting of the Shareholders and will be provided with an opportunity to make a statement if he desires to do so and is expected to be available to respond to appropriate questions.

RIGHTS OF SHAREHOLDERS

There are no rights of appraisal or similar rights of dissenters with respect to any matter proposed to be acted upon at the Annual Meeting of the Shareholders.

OTHER BUSINESS

The Board of Directors is not aware of any matters that will be presented at the meeting for action on the part of shareowners other than those described herein.

FINANCIAL STATEMENTS

Financial Statement of the Company are contained in the Company's Annual Report for the fiscal year ended September 30, 1998, which is delivered to you herewith.

Livingston, New Jersey
March 18, 1999

