

SECURITIES AND EXCHANGE COMMISSION

FORM PRES14A

Preliminary proxy statements, special meeting

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FILER

IMCERA GROUP INC

CIK: **51396** | IRS No.: **361263901** | State of Incorporation: **NY** | Fiscal Year End: **0630**
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Business Address
2315 SANDERS RD
NORTHBROOK IL 60062
7085648600

SCHEDULE 14A INFORMATION

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

Filed by the Registrant / /
Filed by a Party other than the Registrant / /
Check the appropriate box:
/X/ Preliminary Proxy Statement
/ / Definitive Proxy Statement
/ / Definitive Additional Materials
/ / Soliciting Material Pursuant to Section 240.14a-11(c) or Section
240.142-12

IMCERA GROUP INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

/X/ \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(2)
/ / \$500 per each party to the controversy pursuant to Exchange Act Rule
14a-6(i)(3)
/ / 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:*

4) Proposed maximum aggregate value of transaction:

* Set forth the amount on which the filing fee is calculated and state how it
was determined.

/ / 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:

[LOGO]

NOTICE OF SPECIAL
MEETING OF STOCKHOLDERS
AND PROXY STATEMENT

PRELIMINARY COPY

IMCERA GROUP INC.

[LOGO]

IMCERA GROUP INC.

February 1, 1994

Dear Stockholder:

You are cordially invited to attend a Special Meeting of Stockholders of
IMCERA Group Inc. to be held at the Second Floor Conference Room, Pierre Laclède
Building, 7733 Forsyth Boulevard, St. Louis, Missouri 63105, on Tuesday, March
15, 1994, at 10:00 a.m. local time. A Notice of the Special Meeting and a Proxy
Statement covering the formal business of the meeting are enclosed.

The purpose of the meeting is to obtain shareholder approval to change the name of the Company from IMCERA Group Inc. to Mallinckrodt Group Inc. In the opinion of your Board of Directors, the new name will better communicate our new strategic direction and evolution to a more focused, technology based enterprise.

We urge you to attend the meeting. If you plan to do so, please check the appropriate box on the accompanying proxy card. A map showing the location of the meeting place is set out at the end of the Proxy Statement.

Whether or not you expect to attend, please promptly sign and return the proxy card in the accompanying postage-paid envelope. This will assure that your shares are represented at the meeting and will help us avoid the expense of a follow-up mailing. Even though you execute this proxy, you may revoke it at any time before it is voted. If you attend the meeting you will be able to vote in person if you wish to do so, even if you have previously returned your proxy card.

Your cooperation and prompt attention to this matter will be appreciated.

Sincerely,

/s/ GEORGE D. KENNEDY
GEORGE D. KENNEDY
CHAIRMAN

/s/ C. RAY HOLMAN
C. RAY HOLMAN
PRESIDENT & CHIEF EXECUTIVE OFFICER

2315 Sanders Road, Northbrook, Illinois 60062

Telephone (708) 564-8600

[LOGO]

IMCERA GROUP INC.

HEADQUARTERS OFFICE: 2315 SANDERS ROAD, NORTHBROOK, ILLINOIS 60062

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To our Stockholders:

A Special Meeting of Stockholders of IMCERA Group Inc., a New York corporation, will be held on Tuesday, March 15, 1994, at 10:00 a.m. local time, in the Second Floor Conference Room, Pierre Laclede Building, 7733 Forsyth Boulevard, St. Louis, Missouri 63105, to consider and act upon the following matter which is explained more fully in the following Proxy Statement. A proxy card for your use in voting is also enclosed.

1. Considering and acting upon an amendment to Article FIRST of the Corporation's Restated Certificate of Incorporation to change the name of the Corporation from IMCERA Group Inc. to Mallinckrodt Group Inc., as recommended by the Board of Directors.
2. Transacting any other business relating to the foregoing that may properly come before the meeting or any adjournment thereof.

Only Common and 4% Cumulative Preferred stockholders of record at the close of business on January 21, 1994, are entitled to notice of and to vote at the meeting.

Dated: February 1, 1994

By Order of the Board of Directors

/s/ ROGER A. KELLER

ROGER A. KELLER
VICE PRESIDENT, SECRETARY AND
GENERAL COUNSEL

PROXY STATEMENT

IMCERA GROUP INC.
2315 SANDERS ROAD, NORTHBROOK, ILLINOIS 60062

This Proxy Statement is furnished in connection with the solicitation of

proxies by the Board of Directors of IMCERA Group Inc. for the Special Meeting of Stockholders to be held on March 15, 1994, notice of which, to all stockholders of record entitled to vote as of January 21, 1994, accompanies this statement. Only common and 4% cumulative preferred stockholders of record at the close of business on January 21, 1994, are entitled to vote at this meeting. At that time, the number of outstanding shares of capital stock of the Corporation entitled to vote was as follows: 4% Cumulative Preferred Stock, par value \$100 per share, 98,330 shares and Common Stock, par value \$1 per share, 00,000,000 shares. Each such share is entitled to one vote.

Shares represented by proxies will be voted in accordance with directions given on the proxy card by a stockholder. Any signed and returned proxy not specifying to the contrary will be voted in favor of amending the Charter to change the name and in the discretion of the proxies as to any other matter that is properly presented at the meeting. A stockholder giving a proxy has the right to revoke it at any time before it has been voted at the meeting.

The vote required to amend the Charter to change the name is indicated in the discussion below. The holders of a majority of the total shares entitled to vote, present in person or by proxy, constitute a quorum for the transaction of business. Abstentions and broker non-votes are counted as shares present for determination of a quorum but are not counted as affirmative or negative votes on any item to be voted upon and are not counted in determining the number of shares voted on the proposal.

AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION

The Board of Directors has adopted resolutions proposing that the Corporation's Restated Certificate of Incorporation be amended to change the Corporation's name from IMCERA Group Inc. to Mallinckrodt Group Inc., and has directed that the proposed amendment be submitted for the approval and authorization of the stockholders at this Special Meeting.

Between 1941, and mid-1990, the Corporation's name was International Minerals & Chemical Corporation, commonly known as "IMC", and it was generally associated with the extensive fertilizer interests of the Corporation. In the mid-1980's to early 1990's, there were significant changes in the nature and thrust of the Corporation's businesses. The fertilizer business was sold over a period of time to the investing public; and is now conducted entirely by IMC Fertilizer Group Inc., a separate and publicly-held Delaware corporation. Other commodity-type businesses were also sold. At the same time, the

1

Corporation began its expansion into new, technology based, growth businesses (medical products and devices for human application and specialty chemicals) and considerably enlarged its animal health and nutrition business.

In recognition of these fundamental changes, the name of the Corporation was changed in 1990 to IMCERA Group Inc., which signified IMC in a new era.

Today, the transformation has been completed and the businesses of the Corporation are conducted by three separately operated, distinct, and growing operating subsidiaries: Mallinckrodt Medical (medical products and devices for human application in radiology, cardiology, nuclear medicine, anesthesiology, and critical care), Mallinckrodt Specialty Chemicals (products for pharmaceutical and niche industrial chemical markets), and Pitman-Moore (veterinary and other products for animal health and nutrition that prevent disease and enhance productivity).

The Board of Directors believes the name of the Corporation should now be untied from the past and focused toward the future. The new name, Mallinckrodt Group Inc. is considered by the Board of Directors to be desirable to accomplish this. About 70% of the Corporation's business is already conducted under the Mallinckrodt name through two of its operating subsidiaries. If shareholders approve the name change, it is contemplated that your Corporation as sole shareholder of Pitman-Moore, will also change that subsidiary's name to identify it more closely with Mallinckrodt Group Inc. The costs necessary to implement the change in your Corporation's name will not be material and stockholders will not need to exchange their present stock certificates.

To be adopted the proposed amendment must be approved by the affirmative vote of the holders of a majority of all outstanding shares of 4% Cumulative Preferred Stock and Common Stock entitled to vote thereon at a meeting of stockholders voting as one class. The effective date of the amendment, when so

approved, will be the date of its filing in the office of the Secretary of State of New York, which is expected to be within a few days after stockholder approval is obtained.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ADOPTION OF THE PROPOSED AMENDMENT (ITEM NO. 1 ON THE PROXY CARD).

OWNERSHIP OF THE CORPORATION'S SECURITIES

OWNERSHIP BY DIRECTORS AND OFFICERS

The Securities and Exchange Commission considers any person who has or shares voting and/or investment power with respect to a security or who has the right to acquire a security within sixty days (such as through the exercise of an option), to be the beneficial owner of that security. The following table shows the number of shares of the Corporation's Common Stock held beneficially as of December 31, 1993, by each director, each of the five executive officers of the Corporation who are expected to be the named executive officers in the summary compensation table in the Corporation's next annual proxy statement, and all such persons and all other present executive officers as a group. Included are shares subject

2

to stock options held by all such directors and officers as a group which may be exercised within sixty days of December 31, 1993 (such options being referred to hereinafter as "exercisable stock options"). Also included are shares of votable restricted stock contingently awarded under the Corporation's long-term incentive plan for senior management.

<TABLE>
<CAPTION>

NAME	NUMBER OF COMMON SHARES OWNED BENEFICIALLY AS OF 12/31/93	PERCENT OF CLASS OUTSTANDING (1) (2)
<S>	<C>	<C>
Raymond F. Bentele	130,635	
Ronald G. Evens	6,700	
Louis Fernandez	6,750	
Alec Flamm	4,650	
C. Ray Holman	188,433	
Paul R. Judy	11,750	
Roberta S. Karmel	6,050	
Roger A. Keller	59,756	
George D. Kennedy	279,368	
William J. Mercer	49,730	
Morton Moskin	4,353	
Robert G. Moussa	49,730	
Mack G. Nichols	132,100	
Herve M. Pinet	9,750	
Daniel R. Toll	5,250	
All directors and executive officers as a group (20 individuals)	1,122,310	1.39 %

<FN>

(1) No individual director or officer is a beneficial owner of more than four-tenths of one percent of the class outstanding.

(2) The total number of shares of the Common Stock outstanding for calculation of the percentage of the class in the above table does not include shares held by or for the account of the Corporation, but does include, in addition to the shares of Common Stock actually outstanding on December 31, 1993, the above shares under exercisable stock options and shares of contingent restricted stock.

</TABLE>

The table does not include shares held in the name of officers or directors or family members of officers or directors the beneficial ownership of which is disclaimed by the respective officer or director, but does include 24,750 shares as to which voting and investment power is shared; otherwise voting and investment powers are solely held.

OWNERSHIP OF VOTING STOCK BY OTHERS

On the basis of filings with the Securities and Exchange Commission and other information deemed reliable by the Corporation (but excluding holdings of Cede & Co. and Kray & Co., nominees for depositories of the New York and Chicago Stock Exchanges,

3

respectively), the Corporation believes that as of on or about December 1, 1993, the following named institutions owned more than 5% of the Corporation's Common Stock. No changes in these holdings have come to its attention since then. To the Corporation's knowledge, no person or concern beneficially owns more than 5% of its Preferred Stock.

<TABLE>
<CAPTION>

NAME AND ADDRESS	VOTING AUTHORITY		DISPOSITIVE AUTHORITY		TOTAL AMOUNT OF BENEFICIAL OWNERSHIP	% OF CLASS
	SOLE	SHARED	SOLE	SHARED		
<S>	<C>	<C>	<C>	<C>	<C>	<C>
FMR Corporation Boston, MA Investment Manager	533,383	-0-	4,740,919	-0-	4,740,919	6.19%
TIAA-CREF Investment Management Inc. New York, N.Y. Investment Manager	4,215,450	17,400	4,215,450	17,400	4,232,850	5.52%

</TABLE>

MISCELLANEOUS INFORMATION

Under applicable law, only business that relates to the proposed amendment to change the name of the Corporation as stated in the Notice of Meeting and described in this Proxy Statement may be transacted; no other matters may be acted upon at the meeting.

Proxies will be solicited by the Board of Directors and management to assure that stockholders who are unable to attend the meeting have the opportunity nonetheless to cast a vote on the issues to come before the meeting.

In addition to the use of the mails, proxies may be solicited by personal interview, telephone and telegrams by directors, officers and employees of the Corporation. Arrangements may also be made with brokerage houses and other custodians, nominees and fiduciaries for the forwarding of solicitation material to the beneficial owners of stock held of record by such persons, and the Corporation may reimburse them for reasonable out-of-pocket expense incurred by them in connection therewith. In addition, the Corporation has retained Georgeson & Co. to aid in the solicitation, at an estimated cost of \$8,000, plus expenses. The cost of all proxy solicitation, including payments to Georgeson & Co., will be borne by the Corporation.

By order of the Board of Directors

/s/ ROGER A. KELLER

Roger A. Keller
VICE PRESIDENT, SECRETARY AND
GENERAL COUNSEL

Dated: February 1, 1994

4

[MAP DESCRIPTION SEE APPENDIX]

APPENDIX

Location of a map provided for the convenience of the shareholders giving a description of the site in the Clayton area of St. Louis

at which the special meeting is to be held.

IMCERA GROUP INC.

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
THE COMPANY FOR SPECIAL MEETING OF STOCKHOLDERS, MARCH 15, 1994

P

R The undersigned appoints Raymond F. Bentele, Ronald G. Evens, and
O Louis Fernandez, or any of them, with full power of substitution,
X proxies to vote the shares which the undersigned would be entitled to
Y vote if personally present at the Special Meeting of Stockholders of the
Company to be held on March 15, 1994, at the Second Floor Conference
Room, Pierre Laclède Building, 7733 Forsyth Boulevard, St. Louis MO
63105, at 10 a.m. local time, and any adjournments thereof, hereby
revoking any proxy heretofore given.

You are encouraged to vote by marking the appropriate boxes, SEE REVERSE
SIDE, but you need not mark any boxes if you wish to vote in accordance
with the Board of Directors' recommendations. The Proxy Committee cannot
vote your shares unless you sign and return this card.

| SEE REVERSE |
SIDE

/X/ Please mark your
vote as in this
example.

This proxy when properly executed will be voted in the manner directed herein.
If no direction is made, this proxy will be voted FOR proposal 1, and as to all
other matters relating thereto that may properly come before the special
meeting, this proxy will be voted in the discretion of the named proxies, all
in accordance with the Notice and Proxy Statement for the meeting, receipt of
which is acknowledged.

The Board of Directors recommends a vote FOR proposal 1.			

	For	Against	Abstain
1. Amendment of	/ /	/ /	/ /
Restated			
Certificate			
Incorporation.			
			2. In the discretion of
			of the proxies, upon
			such other business
			as may properly come
			before the meeting.

/ / Please check this
box if you plan
to attend the
Special Meeting.

SIGNATURE (S) _____ / _____ DATE _____ 1994

Note: Please date and sign as name appears hereon. If shares are held jointly or by two or more persons, each stockholder named should sign. Executors, administrators, trustees, etc. should so indicate when signing. If the signer is a corporation, please sign full corporate name by duly authorized officer. If a partnership, please sign in partnership name by authorized person.