

# SECURITIES AND EXCHANGE COMMISSION

## FORM PRES14A

Preliminary proxy statements, special meeting

Filing Date: **1995-06-13** | Period of Report: **1995-08-02**  
SEC Accession No. **0000950152-95-001255**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### FILER

#### **FABRI CENTERS OF AMERICA INC**

CIK: **34151** | IRS No.: **340720629** | State of Incorp.: **OH** | Fiscal Year End: **0131**  
Type: **PRES14A** | Act: **34** | File No.: **001-06695** | Film No.: **95546839**  
SIC: **5940** Miscellaneous shopping goods stores

Mailing Address  
5555 DARROW ROAD  
HUDSON OH 44236

Business Address  
5555 DARROW RD  
HUDSON OH 44236  
2166562600

-----  
 -----  
 SCHEDULE 14A  
 (RULE 14A)  
 INFORMATION REQUIRED IN PROXY STATEMENT  
 SCHEDULE 14A INFORMATION  
 PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
 EXCHANGE ACT OF 1934  
 (AMENDMENT NO.        )

Filed by the Registrant    /X/

Filed by a Party other than the Registrant    / /

Check the appropriate box:

<TABLE>

<S>

<C>

/X/ Preliminary Proxy Statement

/ / CONFIDENTIAL, FOR USE OF THE COMMISSION  
 ONLY (AS PERMITTED BY RULE 14A-6(E)(2))

/ / Definitive Proxy Statement

/ / Definitive Additional Materials

/ / Soliciting Material Pursuant to sec.240.14a-11(c) or sec.240.14a-12

</TABLE>

Fabri-Centers of America, Inc.  
 (NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Fabri-Centers of America, Inc.  
 (NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of filing fee (Check the appropriate box):

/ / \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), 14a-6(i)(2) or  
 Item 22(a)(2) of Schedule 14A.

/ / \$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 (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:

/X/ 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:

-----  
-----  
2

FABRI-CENTERS OF AMERICA, INC.  
5555 Darrow Road  
Hudson, Ohio 44236

Dear Fellow Shareholder:

You are cordially invited to attend Fabri-Center's Special Meeting in Lieu of Annual Meeting of Shareholders at 1:00 p.m., Eastern Time, Wednesday, August 2, 1995 at the Company's Corporate Offices, 5555 Darrow Road, Hudson, Ohio. A notice of the meeting, proxy statement and proxy card, and the Company's Annual Report for the fiscal year ended January 28, 1995 is enclosed with this letter.

At this year's meeting, in addition to the normal election of Directors, you are being asked to vote upon proposed amendments to the Company's Articles of Incorporation (the "Recapitalization Amendment"), which would, among other things, (i) provide for two classes of common stock, one voting class designated as Class A Common Shares and a new class of nonvoting shares designated as Class B Common Shares and (ii) change each issued share of the Company's existing Common Shares into (a) one Class A Common Share and (b) one Class B Common Share. The Class A Common Shares would have essentially the same voting rights as the existing Common Shares, and the Class B Common Shares would be nonvoting, except as otherwise required by law. The specific features of the two classes are described in the accompanying proxy statement. The amendment requires a majority vote of all outstanding Common Shares.

YOUR BOARD OF DIRECTORS BELIEVES THAT THE AMENDMENT IS IN THE BEST INTEREST OF THE COMPANY AND ITS SHAREHOLDERS AS WE GO FORTH INTO THE FUTURE AND RECOMMENDS A VOTE "FOR" APPROVAL OF THE RECAPITALIZATION AMENDMENT. The reasons for the Board's recommendation and other information as to the effects of the Recapitalization Amendments on existing shareholders are contained in the accompanying proxy statement.

It is important that your shares be represented and voted at the meeting, regardless of whether or not you plan to attend in person. I urge you to review the proxy statement carefully and to vote, sign, date and mail the enclosed proxy in the envelope provided, whether or not you intend to be present at the Annual Meeting.

Sincerely,

Alan Rosskamm  
Chairman of the Board,  
President and Chief Executive  
Officer