

SECURITIES AND EXCHANGE COMMISSION

FORM DEF 14A

Definitive proxy statements

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INTELLIGENT ELECTRONICS INC

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INTELLIGENT ELECTRONICS, INC.
411 Eagleview Boulevard
Exton, PA 19341
(610) 458-5500

NOTICE AND PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD 9:30 A.M. MAY 24, 1994

To the Shareholders of Intelligent Electronics, Inc.:

NOTICE IS HEREBY GIVEN THAT the Annual Meeting of Shareholders of Intelligent Electronics, Inc. (the "Company") will be held at Griffith Hall, Route 100 and Nantmeal Road, Glenmoore, Pennsylvania, 19343, on May 24, 1994 at 9:30 a.m. for consideration of and action upon the following matters:

1. The election of four directors for a three-year term;
2. The election of one director for a two-year term;
3. The election of one director for a one-year term;
4. The ratification of the appointment of Price Waterhouse as the Company's independent public accountants for the fiscal year ending January 28, 1995; and
5. The transaction of such other business as may properly come before the Annual Meeting and any adjournment thereof, and matters incident to the conduct of the Annual Meeting.

The Board of Directors has fixed the close of business on April 5, 1994, as the record date for the determination of holders of Common Stock of the Company entitled to notice of, and to vote at, the Annual Meeting. The Company's Annual Report to Shareholders for the year ended January 29, 1994, accompanies this Notice and Proxy Statement.

SHAREHOLDERS (WHETHER THEY OWN ONE OR MANY SHARES AND WHETHER THEY EXPECT TO ATTEND THE ANNUAL MEETING OR NOT) ARE REQUESTED TO VOTE, SIGN, DATE AND RETURN PROMPTLY THE ACCOMPANYING PROXY IN THE ENCLOSED ENVELOPE, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.

BY ORDER OF THE BOARD OF DIRECTORS,

Stephanie Cohen, Secretary

Exton, PA
April 22, 1994

INTELLIGENT ELECTRONICS, INC.
411 Eagleview Boulevard
Exton, PA 19341
(610) 458-5500

PROXY STATEMENT

This Proxy Statement is furnished and is being mailed with the accompanying proxy on or about April 22, 1994, to each Shareholder of record of Intelligent Electronics, Inc. (the "Company") in connection with the solicitation of proxies by the Board of Directors of the Company, to be voted at the Annual Meeting of Shareholders of the Company (the "Meeting") to be held on May 24, 1994 at 9:30 a.m. at Griffith Hall, Route 100 and Nantmeal Road, Glenmoore, Pennsylvania, 19343, and at any adjournment thereof, for the purposes stated below.

Any person giving a proxy has the power to revoke it at any time before its exercise by a later dated proxy, a written revocation sent to the Secretary of the Company or attendance at the Meeting and voting in person. In the absence of contrary instructions, properly executed proxies, received and unrevoked, will be voted by the persons named in the proxy for: (i) the election of four directors nominated by the Board of Directors for a three-year term; (ii) the election of one director nominated by the Board of Directors for a two-year term; (iii) the election of one director nominated by the Board of Directors for a one-year term; (iv) the ratification of the appointment of Price Waterhouse as the Company's independent public accountants; and (v) any action, in their discretion, with respect to such other business as may properly come before the Meeting and matters incident to the conduct of the Meeting.

Each of the above proposals is discussed below.

VOTING SECURITIES OF THE COMPANY

Only Shareholders of record at the close of business on April 5, 1994, are entitled to notice of, and to vote at, the Meeting. On that date, the outstanding voting securities of the Company consisted of 35,135,024 shares of Common Stock. Each share of Common Stock is entitled to one vote on all matters presented to the Meeting with no right to vote cumulatively. Under Pennsylvania law and the By-laws of the Company, the presence of a quorum is required for each matter to be acted upon at the Meeting. The presence at the Meeting, in person or by proxy, of shareholders entitled to cast at least a majority of the votes that all shareholders are entitled to cast on a particular matter shall constitute a quorum for the purposes of consideration and action on the matter. Directors are elected by a plurality vote and ratification of the appointment of the independent public accountants is by the affirmative vote of a majority of the votes cast by shareholders present, in person or by proxy, at the Meeting. Votes withheld and abstentions will be counted in determining the presence of a quorum, but will not be voted and will have no effect on matters to be voted on at the Meeting. Broker non-votes will not be counted in determining the presence of a quorum and will not be voted.

PRINCIPAL SHAREHOLDERS AND HOLDINGS OF OFFICERS AND DIRECTORS

The following table sets forth, as of March 30, 1994, the number and percentage of shares of Common Stock which, according to information supplied to the Company, are beneficially owned by:

(i) each person who is the beneficial owner of more than 5% of the Common Stock; (ii) each of the directors and the nominees for directorship of the Company individually; (iii) the Company's Chief Executive Officer and each of the Company's four other most highly compensated executive officers for fiscal year 1993; and (iv) all current directors and officers of the Company as a group. Under rules adopted by the Securities and Exchange Commission, a person is deemed to be a beneficial owner of Common Stock with respect to which he has or shares voting power (which includes the power to vote or to direct the voting of the security), or investment power (which includes the power to dispose of, or to direct the disposition of, the security). A person is also deemed to be the beneficial owner of shares with respect to which he has the right to obtain voting or investment power within 60 days of March 30, 1994, such as upon the exercise of options or warrants.

<TABLE>

<CAPTION>

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	of Shares Outstanding
<S>	<C>	<C>	<C>
Common Stock	Richard D. Sanford(a) 411 Eagleview Blvd. Exton, PA 19341	3,735,563 (b)	10.6%
Common Stock	Christopher T.G. Fish Le Jardin, Rue du Torval Castel, Guernsey Channel Islands	1,196,986 (c)	3.4%
Common Stock	Arnold S. Hoffman 1735 Market Street Philadelphia, PA 19103	40,000 (d)	(e)
Common Stock	Roger J. Fritz 1113 North Loomis Street Naperville, IL 60540	140,004 (f)	(e)
Common Stock	William L. Rulon-Miller 1801 Market Street Philadelphia, PA 19103	70,136 (g)	(e)
Common Stock	Barry M. Abelson 3000 Two Logan Square Philadelphia, PA 19103	425,336 (h)	1.2%
Common Stock	Michael R. Shabazian Peked Mountain Road Townshend, VT 05353	40,000 (d)	(e)

Common Stock	James M. Ciccarelli 6400 S. Fiddler's Green Circle Englewood, CO 80111	62,824 (d)	(e)
Common Stock	John A. Porter 311 Lido Drive Fort Lauderdale, FL 33301	20,000	(e)
Common Stock	Alex A.C. Wilson 39 Woodlands Park Rosemont, Blairgowrie Perthshire, PH106UW Scotland	--	(e)
Common Stock	Gregory A. Pratt 411 Eagleview Boulevard Exton, PA 19341	55,000 (i)	(e)
Common Stock	Robert P. May 411 Eagleview Boulevard Exton, PA 19341	1,000	(e)
Common Stock	Mark R. Briggs 5340 S. Quebec Street Englewood, CO 80111	42,100 (j)	(e)
Common Stock	Edward A. Meltzer 411 Eagleview Boulevard Exton, PA 19341	21,400 (k)	(e)
Common Stock	Twentieth Century Companies, Inc. 4500 Main Street Kansas City, MO 64141-6200	2,625,000 (l)	7.5%
Common Stock	FMR Corp. 82 Devonshire Street Boston, MA 02109-3614	4,719,190 (m)	13.4%
Common Stock	Nicholas-Applegate Capital Management 600 West Broadway San Diego, CA 92101	1,876,715 (n)	5.3%
Common Stock	All directors and officers as a group (15 persons)	5,672,966	15.9%

(a) Mr. Sanford is Chairman of the Board and Chief Executive Officer of the Company.

(b) Includes 60,000 shares purchasable upon the exercise of stock options granted pursuant to the Non-Qualified Stock Option Plan for Employees and Directors (the "Plan") and 153,007 shares held by two charities established by Mr. Sanford, of which Mr. Sanford is a director or trustee. Mr. Sanford disclaims beneficial ownership as to the shares held by the charities.

(c) Includes 60,000 shares purchasable upon the exercise of stock options granted pursuant to the Plan and 1,062,310 shares owned by Sprint Investments, S.A. The sole shareholder of Sprint Investments, S.A. is a trust, the beneficiaries of which are the wife and children of Mr. Fish. Also includes 70,676 shares held in a trust (the beneficiary of which is a child of Mr. Sanford) of which Mr. Fish and Mr. Abelson are co-trustees (as to which shares Mr. Fish disclaims beneficial ownership) and 4,000 shares held in the name of Mr. Fish's daughter.

(d) Includes 40,000 shares purchasable upon the exercise of stock options granted pursuant to the Plan.

(e) Less than 1% of the issued and outstanding Common Stock of the Company.

(f) Includes 100,000 shares purchasable upon the exercise of stock options granted pursuant to the Plan.

(g) Includes 60,000 shares purchasable upon the exercise of stock options granted pursuant to the Plan.

(h) Includes 40,000 shares purchasable upon the exercise of stock options granted pursuant to the Plan; 70,676 shares held in a trust (the beneficiary of which is a child of Mr. Sanford) of which Mr. Abelson and Mr. Fish are co-trustees; 126,253 shares held by Mr. Abelson as custodian for the benefit of two children of Mr. Sanford; and 153,007 shares held by two charities established by Mr. Sanford, of which Mr. Abelson is a director or trustee. Mr. Abelson disclaims beneficial ownership as to the shares held by the trust and charities.

(i) Consists of 55,000 shares purchasable upon the exercise of stock options granted pursuant to the Plan.

(j) Includes 42,000 shares purchasable upon the exercise of stock options granted pursuant to the Plan.

(k) Includes 18,200 shares purchasable upon the exercise of stock options granted pursuant to the Plan.

(l) The information with respect to Twentieth Century Companies, Inc. was reported on a Schedule 13-G filed by Twentieth Century Companies, Inc. with the Securities and Exchange Commission on February 10, 1994, a copy of which was received by the Company and relied upon in making this disclosure.

(m) The information with respect to FMR Corp. was reported on a Schedule 13-G filed by FMR Corp. with the Securities and Exchange Commission on February 11, 1994, a copy of which was received by the Company and relied upon in making this disclosure.

(n) The information with respect to Nicholas-Applegate Capital Management was reported on a Schedule 13-G filed by Nicholas-Applegate Capital Management with the Securities and Exchange Commission on February 14, 1994, a copy of which was received by the Company and relied upon in making this disclosure.

</TABLE>

1. ELECTION OF DIRECTORS

In accordance with the Company's By-laws, as amended, the Board of Directors is classified into three classes as nearly equal in number as possible. At the Meeting, four directors will be elected, each for a three-year term expiring at the 1997 Annual Meeting, one director will be elected for a two-year term expiring at the 1996 Annual Meeting, and one director will be elected for a one-year term expiring at the 1995 Annual Meeting. The Board of Directors has unanimously recommended six nominees for election as directors at the Meeting. It is the intention of the persons named in the proxy, unless otherwise directed, to vote all proxies for the election to the Board of Directors of the nominees listed below. The Board has no reason to believe that any of the nominees will be unable or unwilling to be a candidate for election at the time of the Meeting. If any nominee is unable or unwilling to serve, it is presently intended that the proxy shall be voted for the election of a nominee who will be designated by the Board.

Following are the names of the nominees for directors of the Company to serve for a three-year term expiring at the 1997 Annual Meeting of Shareholders, their ages, and certain other information. The Board recommends a vote for all nominees.

Name	Age	Position	Term
Arnold S. Hoffman	58	Director	3 years
Roger J. Fritz	65	Director	3 years
John A. Porter	50	Director	3 years
Alex A.C. Wilson	57	Director	3 years

Following is the name of the nominee for director of the Company to serve for a two-year term expiring at the 1996 Annual Meeting of Shareholders, his age, and certain other information. The Board recommends a vote for the nominee.

Gregory A. Pratt	45	Director	2 years
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Following is the name of the nominee for director of the Company to serve for a one-year term expiring at the 1995 Annual Meeting of Shareholders, his age, and certain other information. The Board recommends a vote for the nominee.

Robert P. May	44	Director	1 year
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Arnold S. Hoffman has been a director of the Company since August 1985. In January 1992, Mr. Hoffman became Managing Director of Legg Mason Wood Walker Incorporated, an investment banking firm. Prior to that, since September 1990, Mr. Hoffman was Chairman of the Middle Market Group, L.P., an investment banking firm. Prior thereto, since August 1989, he served as a Managing Director of the Stamford Company, Inc., an investment banking firm, and of the Middle Market Group, Inc. From April 1985 to August 1989, Mr. Hoffman served as Managing Director of Shearson Lehman Hutton, Inc. Mr. Hoffman is a member of the Board of Directors of Sun Distributors, L.P.

Roger J. Fritz has been a director of the Company since its incorporation in 1982. For more than five years, Mr. Fritz has been President of Organization Development Consultants of Naperville, Illinois, an organizational development/management consulting firm.

John A. Porter has been Vice Chairman of LDDS/Metro Media Communications, the fourth largest long distance carrier, since the fall of 1993. From 1988 until its merger with Metro Media Communications in 1993, he served as Chairman of LDDS. Mr. Porter serves on the Board of Directors of Uniroyal Technology Corporation.

Alex A.C. Wilson has been Senior Vice President of SCI Systems, a worldwide contract manufacturing company in the electronics industry, since November 1993, and is General Manager for the European operations. Prior to that he worked for IBM Corporation as Director of Manufacturing and Distribution. In his 27-year career with IBM Corporation, Mr. Wilson worked in various capacities. Mr. Wilson resides in Scotland and is a citizen of the United Kingdom.

Gregory A. Pratt joined the Company in March 1992 as Executive Vice President and was appointed to the position of President and Chief Operating Officer shortly thereafter. Prior to joining the Company, Mr. Pratt served as President of Atari Computer Corporation and Vice President of Finance and Chief Financial Officer of Atari Corporation. He also served on the Board of Directors of Atari Corporation and was a member of the Board's Executive

Committee.

Robert P. May is Senior Vice President of the Company and Chief Executive Officer of Intelligent Distribution Services, Inc., a wholly-owned subsidiary of the Company. Before he joined the Company in November 1993, Mr. May was a Senior Vice President of Federal Express Corporation and was President of Federal Express' Business Logistics Services Division. In his 20-year career with Federal Express, Mr. May served in a number of executive operations and corporate management positions.

The names of the other directors of the Company, their ages, the term for which they have been elected and certain other information is set forth below:

Name	Age	Position	Term
Richard D. Sanford	50	Chairman	(1)
Christopher T.G. Fish	51	Director	(1)
James M. Ciccarelli	41	Director	(1)
Barry M. Abelson	47	Director	(2)
William L. Rulon-Miller	45	Director	(2)
Michael R. Shabazian	53	Director	(2)

- (1) Currently serving a three-year term expiring at the 1996 Annual Meeting.
(2) Currently serving a three-year term expiring at the 1995 Annual Meeting.

Richard D. Sanford has been the Company's Chairman and Chief Executive Officer since he founded the Company in May 1982. See "Certain Relationships and Related Transactions."

Christopher T.G. Fish has been a director of the Company since its incorporation in 1982. For more than five years, Mr. Fish has been a principal of Sprint Investments, S.A., an investor company which is a holder of the Company's Common Stock. Mr. Fish resides in the Channel Islands, U.K. and is a citizen of the United Kingdom.

James M. Ciccarelli was elected to the Company's Board of Directors in August 1992 and was elected a Vice President of the Company in March 1990. In August and October of 1993, he became CEO and President of Missing Link Communications, Inc. and Wireless Telecom, Inc., respectively, wholly-owned subsidiaries of the Company. From December 1991 through April 1993 he was President of the Company's Systems Group (now the Reseller Network). Prior thereto, he served in a number of executive positions in the operations and management of Connecting Point of America, Inc. from January 1988 until January 1990. Mr. Ciccarelli is also a member of the Board of Directors of The Future Now, Inc.

Barry M. Abelson has been a director of the Company since January 1989. In May 1992 he joined the law firm of Pepper, Hamilton & Scheetz, Philadelphia, Pennsylvania, as a partner. Prior thereto, Mr. Abelson had been a partner of the law firm of Braemer Abelson & Hitchner, Philadelphia, Pennsylvania (and its predecessor firm). During the 1993 fiscal year, Pepper, Hamilton & Scheetz provided legal services to the Company. See "Certain Relationships and Related Transactions." Mr. Abelson is also a member of the Board of Directors of GBC Technologies, Inc.

William L. Rulon-Miller serves as Senior Vice President and Co-Director of Investment Banking for Janney Montgomery Scott Inc., an investment banking firm with which he has held several positions since 1979. Mr. Rulon-Miller was a director of the Company from April 1983 until December 1986, and was re-elected to the Board in November 1987. Mr. Rulon-Miller is also a member of the Board of Directors of Mothers Work, Inc.

Michael R. Shabazian is CEO of The Mindshare Group, a consulting firm. He has been a director of the Company since July 1990. Mr. Shabazian served as President and Chief Operating Officer of the Company from July 1989 to May 1992. From October 1987 until he joined the Company, Mr. Shabazian served as Senior Vice President of Sales and Marketing at Dynabook Technologies Corporation, a computer manufacturer.

BOARD OF DIRECTORS AND COMMITTEES

The Company's Board of Directors held nine (9) meetings and acted by unanimous consent five (5) times during the fiscal year ended January 29, 1994. During the 1993 fiscal year, each member of the Board attended in at least 75% of the aggregate meetings of the Board and the committees of which he is a member, except Mr. Fish.

The Board of Directors has established audit, compensation and stock option, investment and finance, and executive committees to devote attention to specific subjects and to assist in the discharge of its responsibilities. The functions of those committees, their current members and the number of meetings held during the 1993 fiscal year are described below. The Board of Directors has not established a nominating committee.

AUDIT COMMITTEE. The Audit Committee is presently composed of Messrs. Fish, Fritz, Hoffman, Rulon-Miller and Shabazian. The functions of the Audit Committee include the recommendation and selection of independent accountants, the review of audit results and the evaluation of internal accounting procedures of the Company. There were two (2) meetings of the Audit Committee during the 1993 fiscal year; a majority of the members were present for the meetings.

COMPENSATION AND STOCK OPTION COMMITTEE. The Compensation and Stock Option Committee is presently composed of Messrs. Abelson, Fritz, Hoffman, and Rulon-Miller. The Compensation and Stock Option Committee was formally established at a meeting of the Board of Directors on November 19, 1993 and met one time in the 1993 fiscal year. At such meeting, the formerly separate Compensation Committee and Stock Option Committee (which met separately two (2) and four (4) times, respectively, in the 1993 fiscal year) were consolidated and reconstituted as the Compensation and Stock Option Committee. The Compensation and Stock Option Committee is responsible for determining the annual salary, bonus and incentive compensation of the Company's executive officers and, on the basis of recommendations received from executive officers, awarding incentive compensation in the form of stock options to the Company's employees generally. The Report of the Compensation and Stock Option Committee is included later in this Proxy Statement.

INVESTMENT AND FINANCE COMMITTEE. The Investment and Finance Committee is presently composed of Messrs. Abelson, Ciccarelli, Fish, Hoffman, and Rulon-Miller. The functions of the Investment and Finance Committee, which did not meet formally during the 1993 fiscal year, is to review and make recommendations to the Board of Directors as to available investment opportunities to the Company as well as reviewing the Company's investment policies generally.

EXECUTIVE COMMITTEE. The Executive Committee is presently composed of Messrs. Abelson, Fish, Fritz, Hoffman, Rulon-Miller and Sanford and has the authority of the Board of Directors in the management of the business and affairs of the Company, subject to applicable legal limitations.

OTHER MATTERS

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's directors and officers, and persons who own more than 10% of a registered class of the Company's equity securities, to file initial reports of ownership and reports of changes in ownership with the Securities and Exchange Commission (the "SEC"). Such persons are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file. Based solely on its review of the copies of such forms received by it with respect to the 1993 fiscal year, or written representations from certain reporting persons, the Company believes that all filing requirements applicable to its directors, officers and persons who own more than 10% of a registered class of the Company's equity securities have been met. During the fiscal year ended January 29, 1994, each of Messrs. Shabazian and Pratt filed one Form 4 reporting one transaction after the applicable due date.

EXECUTIVE COMPENSATION

The following table sets forth certain information concerning the compensation paid during the year ended October 31, 1991, the three-month transition period ended February 1, 1992, the year ended January 30, 1993 and the year ended January 29, 1994, to the Company's Chief Executive Officer and each of the Company's four other most highly compensated executive officers based on salary and bonus earned during the fiscal year 1993.

<TABLE>

SUMMARY COMPENSATION TABLE

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Name and Principal Position	Annual Compensation				Long Term Compensation			
	Fiscal Year	Salary(\$)	Bonus(\$)	Other Annual Compensation(\$)(1)	Awards	Payouts	LTI Payouts(\$)	All Other Compensation(\$)(1)
Richard D. Sanford	1993	\$850,000	\$569,160	(2)	None	450,000	None	\$47,665(3)
Chairman of the Board and Chief Executive Officer	1992	748,056	450,000	(2)	None	None	None	98,072
	(4)	190,386	104,000		None	None	None	
	1991	735,454	350,000		None	None	None	
Gregory A. Pratt	1993	272,500	410,000	(2)	None	150,000	None	73,757(7)

President and Chief Operating Officer	1992 (4) 1991	214,892 (5)	0	(2)	None	450,000 (6) None	None	2,660
Mark R. Briggs	1993	210,000	221,900	(2)	None	10,000	None	4,513 (8)
Senior Vice President	1992 (4) 1991	200,833 55,769 148,077	41,800 8,350 117,300	(2)	None None None	None 50,000 None	None None None	2,866
Robert P. May	1993	75,000 (9)	187,500	(2)	None	100,000	None	5,480 (10)
Senior Vice President	1992 (4) 1991							
Edward A. Meltzer	1993	130,190	50,750	(2)	None	5,000	None	3,521 (11)
Vice President and Chief Financial Officer	1992 (4) 1991	107,105 27,987 106,152	5,690 10,168 22,166	(2)	None None None	None 3,000 None	None None None	2,225

(1) In accordance with the transitional provisions applicable to the revised rules on executive officer and director compensation disclosure adopted by the Securities and Exchange Commission, as interpreted by the Commission's Staff, amounts of Other Annual Compensation and All Other Compensation are excluded for 1991 and the three-month transition period ended February 1, 1992.

(2) Amount does not exceed \$50,000 or 10% of the total salary and bonus.

(3) Of the amount indicated, \$36,326 relates to premium payments in excess of cash values paid by the Company in connection with certain "split dollar" life insurance agreements with a trust established by Mr. Sanford (see "Certain Relationships and Related Transactions"), \$1,152 represents the amount of life insurance premiums paid on behalf of the executive, \$6,000 represents directors' fees and \$4,187 represents employer matching contributions to the Company's 401(k) Plan.

(4) Transition Period from November 1, 1991 through February 1, 1992.

(5) Mr. Pratt began his employment with the Company on March 4, 1992.

(6) Of the 450,000 options identified above, 225,000 granted on March 4, 1992 were canceled in July 1992.

(7) Consists of life insurance premiums paid on behalf of the executive of \$687 and payment of relocation expenses of \$73,070.

(8) Consists of life insurance premiums paid on behalf of the executive of \$210, and \$4,303 of employer matching contributions to the Company's 401(k) Plan.

(9) Mr. May began his employment with the Company on November 1, 1993.

(10) Consists of life insurance premiums paid on behalf of the executive of \$87 and payment of relocation expenses of \$5,393.

(11) Consists of life insurance premium paid on behalf of the executive of \$160 and \$3,361 of employer matching contributions to the Company's 401(k) Plan.

</TABLE>

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Option Grants During 1993 Fiscal Year

<CAPTION>

The following table provides information related to options granted to the named executive officers during fiscal 1993.

The Company does not have any outstanding stock appreciation rights.

Name	Options/SAR Grants in Last Fiscal Year Number of Securities Underlying Options/SARs Granted (#) (2)	% of Total Options/SARs Granted to Employees in Fiscal Year	Exercise or Base Price (\$/Sh)	Expiration Date	Potential Realization Value at Assumed Annual Rates of Stock Price Appreciation for Option Term (1)	
					5% (\$)	10% (\$)
<S>	<C>	<C>	<C>	<S>	<C>	<C>
Richard D. Sanford	450,000 (3)	44.5%	\$22.875	November 19, 2003	\$6,473,684	\$16,405,586
Gregory A. Pratt	50,000 (4)	4.9%	15.00	March 10, 2003	471,671	1,195,307
	100,000 (5)	9.9%	24.875	December 22, 2003	1,564,375	3,964,434
Mark R. Briggs	10,000 (4)	1.0%	15.00	March 10, 2003	94,334	239,061
Robert P. May	100,000 (6)	9.9%	22.625	November 1, 2003	1,422,874	3,605,842
Edward A. Meltzer	5,000 (4)	.5%	15.00	March 10, 2003	47,167	119,531

(1) The potential realizable value portion of the foregoing table illustrates value that might be realized upon exercise of the options immediately prior to the expiration of their term, assuming the specified compounded rates of appreciation of the Company's Common Stock over the term of the options.

(2) Options to acquire shares of Common Stock.

(3) The options become exercisable as follows: 103,334 on November 19, 1994; 103,333 on November 19, 1995; and 243,333 on November 19, 1996.

(4) The options become exercisable in five equal annual installments beginning March 10, 1994.

(5) The options become exercisable in three equal installments beginning December 22, 1994.

(6) The options become exercisable in five equal annual installments beginning November 1, 1994.

</TABLE>

<TABLE>

Option Exercises During 1993 Fiscal Year and Fiscal Year-End Option Values

<CAPTION>

The following table provides information related to options exercised by the named executive officers during fiscal 1993 and the number and value of options held at fiscal year-end.

Name	Shares Acquired on Exercise(#)	Value Realized (\$) (1)	Number of Unexercised Options/SARs at FY-End (#)		Value of Unexercised In-the-Money Options/SARs at FY-End (\$) (2)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Richard D. Sanford	120,000	\$782,500	20,000	510,000	\$353,750	\$2,987,500
Gregory A. Pratt	45,000	189,375	--	330,000	--	3,827,500
Mark R. Briggs	60,000	457,500	--	120,000	--	2,040,000
Robert P. May	--	--	--	100,000	--	437,500
Edward A. Meltzer	32,000	246,000	1,200	22,800	13,800	419,700

(1) Represents the difference between the exercise price and the market value on the date of exercise.

(2) Value based on the closing price of \$27.00 per share on January 28, 1994.

</TABLE>

Compensation Committee Interlocks and Insider Participation

Mr. Abelson, a member of the Compensation and Stock Option Committee, is a partner in the law firm of Pepper, Hamilton & Scheetz, which provided legal services to the Company.

Stock Performance Chart

The following chart compares the yearly percentage change in the cumulative total shareholder return on the Company's Common Stock during the five fiscal years ended January 29, 1994, with the cumulative total return on the S&P Mid Cap 400 Index and a peer index comprised of eleven companies (1). The comparison assumes \$100 was invested on January 31, 1989, in the Company's Common Stock and in each of the foregoing indices and assumes reinvestment of dividends.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN AMONG THE COMPANY, S&P MID-CAP 400, AND PEER GROUP

MEASUREMENT PERIOD FISCAL YEAR ENDED:	PEER GROUP	S&P MID-CAP 400	INTELLIGENT ELECTRONICS
JANUARY 1989	\$100.00	\$100.00	\$100.00
JANUARY 1990	83.90	116.16	137.50
JANUARY 1991	85.95	129.91	350.00
JANUARY 1992	163.48	183.92	521.87
JANUARY 1993	196.33	204.78	362.50
JANUARY 1994	290.49	235.83	773.91

(1) Assumes \$100 invested on January 31, 1989 in the Company's Common Stock, the S&P Mid Cap 400 Index and a composite index, weighted by market capitalization, of the following eleven companies: Compucom Systems, Inc., Dataflex Corporation, The Future Now, Inc., Gates/FA Distributing, Inc., Government Technology Services, Inc., Inacom Corp., Merisel, Inc., MicroAge, Inc., Random Access, Inc., Robec, Inc., and Tech Data Corporation.

COMPENSATION AND STOCK OPTION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Compensation and Stock Option Committee (the "Committee") consists of four non-employee directors. The Committee was formally established at a meeting of the Board of Directors on November 19, 1993. At such meeting, the formerly separate Compensation Committee and Stock Option Committee were consolidated and reconstituted as the Committee.

The Committee is responsible for determining the annual salary, bonus and incentive compensation of the Company's executive officers and, on the basis of recommendations received from executive officers, awarding incentive compensation in the form of stock options to the Company's employees generally. This report describes the policies of the Committee in establishing the principal components of executive compensation for fiscal 1993.

The Committee's compensation policies for executive officers reflect a commitment to attract and retain quality executives, to provide incentives to the executives to achieve performance objectives that enhance shareholder value and to reward executives for operational excellence. The Committee believes that its policies are best served by a compensation program that provides

executives a competitive base salary, annual incentive bonuses in amounts that reflect achievement of prescribed financial targets and long-term incentives in the form of stock options.

In establishing compensation for executive officers, the Committee considers industry data generally, the Company's financial performance and industry position and the recommendations of the Chairman of the Board and Chief Executive Officer. The Committee exercises judgment and discretion in the information and analyses it reviews and considers.

In 1993, the Committee adopted a formal incentive plan for each of the Chairman of the Board and Chief Executive Officer and the President and Chief Operating Officer. The plans tie the amount of the bonus opportunity to Mr. Sanford and Mr. Pratt to the Company's achievement of budgeted pre-tax earnings from continuing operations. Additionally, for the President and Chief Operating Officer, certain focus areas have been separately identified to incent performance of specific operational and financial objectives. Further, at the discretion of the Committee, additional bonuses may be paid.

The Committee believes that Mr. Sanford's 1993 compensation as Chairman of the Board and Chief Executive Officer appropriately reflects the strong performance of the Company in 1993 (including a 31% increase in revenues and a 69% increase in income from continuing operations before provision for income taxes) and Mr. Sanford's short and longer terms contributions to the Company. As indicated above, Mr. Sanford's \$569,160 bonus for 1993 (representing a 26.5% increase over his 1992 bonus) was determined pursuant to an incentive plan adopted by the Committee in 1993 that ties the amount of Mr. Sanford's bonus to the Company's achievement of budgeted pre-tax earnings from continuing operations. The Committee also awarded Mr. Sanford options to purchase 450,000 shares of Common Stock, at a per share exercise price equal to the market price of the Common Stock on the award date, in recognition of his substantial past contributions to the Company and as an incentive to his continuing efforts on behalf of the Company. Of the 450,000 options, 70,000 will vest on each of the first and second anniversaries of the grant date (November 19, 1993) and 210,000 will vest on the third anniversary of the grant date. The vesting period for the remaining 100,000 options was tied to the Company's achievement of budgeted pre-tax earnings from continuing operations for 1993 and, based on the Company's achievement, these options will vest ratably over three years from their grant date.

William L. Rulon-Miller
Barry M. Abelson
Roger J. Fritz
Arnold S. Hoffman

DIRECTOR COMPENSATION

Directors received \$500 for each Board meeting attended during the fiscal year ended January 29, 1994. Directors are also reimbursed for expenses in attending Board meetings. There was no additional compensation for participation in or attendance at Committee meetings.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Barry M. Abelson is a partner in the law firm of Pepper, Hamilton & Scheetz, which provided legal services to the Company. The Company believes that the fees charged by Pepper, Hamilton & Scheetz are comparable to those charged by other law firms for comparable services.

The Company is a party to certain "split dollar" life insurance agreements (the "Agreements") with a trust established by Mr. Sanford (of which Mr. Abelson is the trustee) pursuant to which the Company pays a portion of the premiums on permanent life insurance policies insuring the life of Mr. Sanford. Pursuant to the Agreements, the trust annually pays the portion of the total policy premiums that are attributable to the death benefit owned by the trust as determined by the insurers' term insurance rates for such coverage, and the Company pays the balance of the premium. The Company has interests in the policies' cash values equal to the cumulative premiums paid by the Company. The Company also has interests in the policies' excess death benefits. The Company's interests in the policies are secured by a collateral assignment of each policy. During the fiscal year ended January 29, 1994, the amount paid by the Company with respect to the policies in excess of cash values accumulated during the year was \$36,326, which amount is guaranteed by Mr. Sanford. This split dollar life insurance arrangement is in addition to the life insurance program maintained by the Company during fiscal 1993 for all employees, in which Mr. Sanford participates.

2. RATIFICATION OF APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANTS

The Board of Directors has appointed the Company's present independent public accountants, Price Waterhouse, for the fiscal year ending January 28, 1995. This appointment will be submitted to the shareholders for ratification at the Meeting.

The submission of the appointment of Price Waterhouse is not required by law nor by the By-laws of the Company. The Board of Directors is nevertheless submitting it to the shareholders to ascertain their views. If the shareholders do not ratify the appointment, the selection of other independent public accountants will be considered by the Board of Directors. If Price Waterhouse shall decline to accept or become incapable of accepting its appointment, or if its appointment is otherwise discontinued, the Board of Directors will appoint other independent public accountants.

Representatives of Price Waterhouse are expected to be present at the Meeting to respond to appropriate questions and will have the opportunity to make a statement if they so desire.

OTHER BUSINESS

The Company knows of no business which will be presented at the Meeting other than that set forth in this Proxy Statement and Notice of the Annual Meeting. However, if other matters should properly come before the Meeting, it is the intention of the persons named in the enclosed proxy to vote in accordance with their best judgment on such matters.

EXPENSES OF SOLICITATION

This solicitation of proxies is being made on behalf of the Board of Directors. All expenses in connection therewith will be paid by the Company. Request will be made of brokerage houses and other custodians, nominees and fiduciaries to forward the solicitation material, at the expense of the Company, to the beneficial owners of stock held of record by such persons.

SHAREHOLDER PROPOSALS

Proposals by shareholders intended to be presented at the next Annual Meeting of Shareholders of the Company must be received by the Company at its executive offices at 411 Eagleview Boulevard, Exton, PA 19341, on or before January 25, 1995, to be included in the Company's Proxy Statement and Form of Proxy for the 1995 Annual Meeting.

THE COMPANY WILL PROVIDE TO EACH PERSON SOLICITED, WITHOUT CHARGE EXCEPT FOR EXHIBITS, UPON REQUEST IN WRITING, A COPY OF ITS ANNUAL REPORT ON FORM 10-K, INCLUDING THE FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES, AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION FOR THE FISCAL YEAR ENDED JANUARY 29, 1994. REQUESTS SHOULD BE DIRECTED TO STEPHANIE COHEN, SECRETARY, INTELLIGENT ELECTRONICS, INC., 411 EAGLEVIEW BOULEVARD, EXTON, PA 19341.

BY ORDER OF THE BOARD OF DIRECTORS,

Stephanie Cohen
Secretary

DATE: April 22, 1994

GRAPHIC MATERIAL CROSS-REFERENCE PAGE

A stock performance graph comparing the performance for the Company's Common Stock with the Standard & Poor's Mid-Cap 400 Composite Stock Price Index (the "S&P Mid-Cap 400") and a peer group index by measuring the changes in common stock price from January 31, 1989 through January 29, 1994, plus assumed reinvested dividends. Figures indicating the cumulative total return for the Company's Common Stock, the S&P Mid-Cap 400 and the peer group index are shown on page 12.

INTELLIGENT ELECTRONICS, INC.
PROXY SOLICITED BY THE BOARD OF DIRECTORS

Annual Meeting of Shareholders - May 24, 1994

The undersigned shareholder of INTELLIGENT ELECTRONICS, INC. (the "Company"), revoking all previous proxies, hereby appoints STEPHANIE COHEN and BARRY M. ABELSON, and each of them acting individually, as the attorney and proxy of the undersigned, with full power of substitution, to vote all shares of stock of the Company which the undersigned would be entitled to vote if personally present at the Annual Meeting of Shareholders of the Company, to be held at Griffith Hall, Route 100 and Nantmeal Road, Glenmoore, Pennsylvania 19343, on May 24, 1994 at 9:30 a.m., and at any adjournment or postponement thereof; provided that said proxies are authorized and directed to vote as indicated with respect to the following matters:

1. ELECTION OF DIRECTORS

Election of four directors for a term of three years expiring at the 1997 Annual Meeting	FOR	WITHHOLD AUTHORITY
Arnold S. Hoffman	[]	[]
Roger J. Fritz	[]	[]
John A. Porter	[]	[]
Alex A.C. Wilson	[]	[]

2. Election of one director for a term of two years expiring at the 1996 Annual Meeting

	FOR	WITHHOLD AUTHORITY
Gregory A. Pratt	[]	[]

3. Election of one director for a term of one year expiring at the 1995 Annual Meeting

	FOR	WITHHOLD AUTHORITY
Robert P. May	[]	[]

4. RATIFICATION OF APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANTS

	FOR	AGAINST	ABSTAIN
Ratification of the appointment of Price Waterhouse as the Company's independent public accountants for the fiscal year ending January 28, 1995.	[]	[]	[]

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS. UNLESS OTHERWISE SPECIFIED, THE SHARES WILL BE VOTED "FOR" ELECTION OF NOMINEES FOR DIRECTORS LISTED ON THE REVERSE SIDE HEREOF AND "FOR" RATIFICATION OF APPOINTMENT OF PRICE WATERHOUSE AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS. THIS PROXY ALSO DELEGATES DISCRETIONARY AUTHORITY WITH RESPECT TO ANY OTHER BUSINESS WHICH MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.

THE UNDERSIGNED HEREBY ACKNOWLEDGES RECEIPT OF THE NOTICE OF ANNUAL MEETING AND PROXY STATEMENT.

Dated: _____, 1994

 Signature of Shareholder

 Signature of Shareholder

NOTE: PLEASE SIGN THIS PROXY EXACTLY AS NAME(S) APPEAR ON YOUR STOCK CERTIFICATE. WHEN SIGNING AS ATTORNEY-IN-FACT, EXECUTOR, ADMINISTRATOR, TRUSTEE OR GUARDIAN, PLEASE ADD YOUR TITLE AS SUCH, AND IF SIGNER IS A CORPORATION, PLEASE SIGN WITH FULL CORPORATE NAME BY A DULY AUTHORIZED OFFICER OR OFFICERS AND AFFIX THE CORPORATE SEAL. WHERE STOCK IS ISSUED IN THE NAME OF TWO (2) OR MORE PERSONS, ALL SUCH PERSONS SHOULD SIGN.