

Integrated Media Holdings, Inc.  
Form PRER14C  
December 24, 2008

SCHEDULE 14C/A

(Amendment No. 5)

(Rule 14c-101)

INFORMATION REQUIRED IN INFORMATION STATEMENT

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

Integrated Media Holdings, 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 amount on which filing fee is calculated and state how it was determined):
  - 4) Proposed maximum aggregate value of transaction:
  - 5) Total fee paid:
- 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 offering fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of the filing.
  - 1) Amount previously paid:

- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

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INTEGRATED MEDIA HOLDINGS, INC.  
524 East Weddell Drive  
Sunnyvale, CA 94089  
Telephone (408) 744-1331– Facsimile (408) 744-1711

NOTICE OF ACTION TAKEN AND TO BE TAKEN PURSUANT TO THE WRITTEN  
CONSENT OF THE BOARD OF DIRECTORS AND MAJORITY STOCKHOLDERS IN LIEU OF  
A SPECIAL MEETING OF THE DIRECTORS AND STOCKHOLDERS

To Our Stockholders:

NOTICE IS HEREBY GIVEN to inform the holders of record of shares of common stock and preferred stock of Integrated Media Holdings, Inc. (the “Company,” “us,” “we,” or “our”), that on February 8, 2008 (and supplemented on December 15, 2008), our board of directors and stockholders holding a majority of our voting shares voted in favor of the following resolutions:

- A reverse stock split of our common stock outstanding effective on the 20th day after the mailing of this information Statement (the “Effective Date”) on the basis of one post-split share for every thirty (30) pre-split shares (the “Reverse Stock Split”);
- Reincorporation in Nevada and change of our corporate name by merger with and into our wholly-owned Nevada subsidiary, Arrayit Corporation; and
- The Articles of Incorporation of our Nevada subsidiary will become the Articles of Incorporation of the Company on the effective time of the reincorporation and reverse split.

WE ARE NOT ASKING YOU FOR A PROXY

AND YOU ARE REQUESTED NOT TO SEND US A PROXY

The actions have been approved by our board of directors and by shareholders holding 2,926,786 shares of our Series A Preferred Stock, which in aggregate can vote a total of 28,097,155 shares of our voting stock and shareholders holding 100,000 shares of our Series C Preferred Stock, which in aggregate can vote a total of 35,000,000 shares of our voting stock, representing an aggregate of 63,097,155 voting shares or 62.8% of our total voting shares based on 89,096,378 voting shares outstanding (the “Majority Shareholders”). The total of 89,096,378 voting shares outstanding represents 17,499,262 shares of common stock issued and outstanding, which each vote one (1) share on shareholder matters, a total of 3,697,611 shares of Series A Preferred Stock issued and outstanding, which each vote 9.6 shares on shareholder matters, and a total of 103,143 shares of our Series C Preferred Stock issued and outstanding, which each vote 350 shares on shareholder matters..

The accompanying Information Statement is furnished pursuant to Section 14(c) of the Securities Exchange Act of 1934, as amended, and Regulation 14C and Schedule 14C thereunder.

We are mailing the Information Statement on or about \_\_\_\_\_, 2008 (the “Record Date”) to stockholders of record of the Company at the close of business on the date of mailing.

THIS IS NOT A NOTICE OF A SPECIAL MEETING OF STOCKHOLDERS AND NO STOCKHOLDER MEETING WILL BE HELD TO CONSIDER ANY MATTER WHICH IS DESCRIBED HEREIN, INSTEAD, THE MATTERS DESCRIBED ABOVE WILL BE EFFECTIVE ON THE 20TH DAY AFTER THE MAILING OF THIS INFORMATION STATEMENT WITHOUT ANY FURTHER ACTION.

By Order of the Board of Directors,

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Rene' A. Schena, Chairman and Chief Executive Officer  
December\_\_\_\_, 2008

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SUMMARY

OVERVIEW	<p>Effective February 21, 2008, TeleChem International, Inc., a Delaware corporation, became a wholly owned, Nevada, subsidiary of the Company by merger into the Company's wholly owned Nevada subsidiary. The three transactions summarized below simultaneously will: (i) reincorporate the Company from Delaware to Nevada, (ii) consolidate ("reverse split") the outstanding shares of the Company's common stock in the ratio of 1 new share for each 30 old shares, without affecting the number of outstanding shares of Series A Preferred Stock or Series C Preferred Stock; and (iii) change the corporate name of the Company to Arrayit Corporation</p> <p>As a result of these actions the holders of the Series C preferred stock will hold 73.1% of the total voting rights and total outstanding common shares upon their conversion. In addition, the number of outstanding shares of Series A preferred stock will not be affected by the reverse stock split, however, the conversion ratio will be reduced from 9.6:1 to .32:1 to reflect the reverse stock split.</p>
TRANSACTION:	Reincorporation in Nevada
PURPOSE:	To provide greater flexibility and simplicity in corporate transactions, reduce taxes and other costs of doing business. The Reincorporation will increase the number of authorized shares of capital stock from 100,000,000 shares of common stock and 5,000,000 shares of preferred stock to 4800,000,000 and 20,000,000 shares of preferred stock. For a discussion of the increase in our authorized shares and the cancellations that will occur upon completion of the reincorporation see the question: "After completion of the reincorporation, reverse split and conversion of all shares of convertible stock and outstanding debt, how many shares will be outstanding?"
METHOD:	Merger of the Company with and into our wholly-owned Nevada subsidiary, Arrayit Corporation. See "Reincorporation in Nevada - Principal Features of the Reincorporation."
TRANSACTION:	Reverse Stock Split
PURPOSE:	To increase the market price of our common stock in order to attract more investor interest. To decrease the number of outstanding shares in order to have a sufficient number of common shares to issue upon conversion of the Series C Preferred Stock that were issued because there were no a sufficient number of common shares to satisfy the terms of the merger agreement with TeleChem International, Inc. The Series C Preferred Stock was selected because it could be issued and the merger consummated without shareholder approval.

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EXCHANGE RATIOS:	<p>One (1) share of Arrayit common stock will be issued for each 30 of our shares of common stock held as of the Effective Date and cash payment for each fractional share of Arrayit common stock that would otherwise be issued. See “Reincorporation in Nevada – Principal Features of the Reincorporation.”</p> <p>One (1) share of Arrayit Series A Preferred Stock will be issued for each one (1) share of our Series A Preferred Stock held as of the Effective Date. As a result of the Reverse Stock Split of our issued and outstanding common stock, the conversion ratio of our Series A Preferred Stock will be automatically reduced to 0.32 shares of common stock for each one (1) share of Series A Preferred Stock converted, which conversion ratio equals the prior conversion ratio, 9.6 divided by 30 in connection with the Reverse Stock Split.</p> <p>The Company’s outstanding shares of Series C Preferred Stock will not be affected by the reverse stock split and will instead convert into Series C Preferred Stock of Arrayit upon the Effective Date of the reverse split, with substantially similar rights as the Company’s Series C Preferred Stock as amended.</p> <p>See “Reincorporation in Nevada – Principal Features of the Reincorporation.”</p>
TRANSACTION:	Change corporate name to Arrayit Corporation
PURPOSE:	A new corporate name to more accurately reflect the business of the Company.
METHOD:	Merger of the Company with and into our wholly-owned Nevada subsidiary, Arrayit Corporation.
RECORD DATE:	_____, 2008 (the date this information statement is mailed)
EFFECTIVE DATE:	_____, 2008 (twenty days after the Record Date)
ADDITIONAL PROVISIONS:	Exchange of outstanding certificates representing shares of Company common stock for certificates representing shares of Arrayit common stock. See “Reincorporation in Nevada - How to Exchange Company Certificates for Arrayit Certificates.”

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The beneficial owners of approximately 62.8% of the total voting shares of the Company's capital stock entitled to vote on these matters approved the adoption of the Reverse Stock Split, the Reincorporation, the New Articles and name change, without a meeting dated as of February 8, 2008 and approved the amendments to the Series A Preferred Stock and Series C Preferred Stock by a written consent to action without meeting dated as of November 24, 2008. This Information Statement is furnished only to inform stockholders of the Company of the above actions which were taken by the Majority Shareholders of the Company before such action can take effect in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Because the stockholders holding a majority of the voting rights of all of the outstanding shares of capital stock voted in favor of the foregoing proposals by resolution on February 8, 2008, no other stockholder consents will be solicited in connection with this Information Statement.

The elimination of the need for a special or annual meeting of stockholders to ratify or approve the New Articles to affect the Reverse Stock Split, the Reincorporation and name change is authorized by Section 228(a) of the Delaware General Corporation Law ("DGCL"), which provides that the written consent of stockholders holding at least a majority of the voting power may be substituted for such a special or annual meeting. In order to eliminate the costs and management time involved in holding a special or annual meeting and in order to effect or ratify the Reverse Stock Split and other actions described herein as early as possible in order to accomplish the purposes of the Company as hereafter described, the board of directors of the Company believes it is in the best interests of the shareholders to utilize the written consent of stockholders holding a majority of the voting power of the Company, rather than holding a special meeting of shareholders.

The Company has asked brokers and other custodians, nominees and fiduciaries to forward this Information Statement to the beneficial owners of the common stock held of record by such persons and will reimburse such persons for out-of-pocket expenses incurred in forwarding such material.

This Information Statement will serve as written notice to stockholders pursuant to Section 228(e) of the DGCL.



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QUESTIONS AND ANSWERS

This Information Statement is first being sent to stockholders on or about \_\_\_\_\_, 2008. The following questions and answers are intended to respond to frequently asked questions concerning the reincorporation of Integrated Media Holdings, Inc. a Delaware corporation into a Nevada corporation. These questions do not, and are not intended to, address all the questions that may be important to you. You should carefully read the entire Information Statement, as well as its appendices and the documents incorporated by reference in this Information Statement.

**Q: WHY IS THE COMPANY REINCORPORATING TO NEVADA?**

A: Nevada imposes no income taxes or franchise taxes on Nevada corporations. We believe that we will be able to save tax expenses in Nevada levied on our profitable operation.

**Q: WHY ISN'T THE COMPANY HOLDING A MEETING OF STOCKHOLDERS TO APPROVE THE REINCORPORATION?**

A: The board of directors has already approved the reincorporation plan and have received the written consent of our shareholders who are officers and directors, and the Majority Shareholders which represent a majority of our outstanding voting shares. Under Delaware General Corporation Law and our Certificate of Incorporation this transaction may be approved by the written consent of a majority of the shares entitled to vote. Since we already have received confirmation that a majority of our voting shares have approved the transactions discussed herein, a formal shareholders meeting is not necessary and represents a substantial and avoidable expense.

**Q: WHAT ARE THE PRINCIPAL FEATURES OF THE REINCORPORATION?**

A: The reincorporation will be accomplished by a merger of the Company with and into our wholly owned subsidiary, Arrayit Corporation, a Nevada corporation ("Arrayit"). One fully paid and non-assessable shares of Arrayit will be issued for each 30 outstanding shares of our common stock. Our Series A Preferred Stock and Series C Preferred Stock will not take part in the reverse split, and as such, one fully paid and non-assessable share of Arrayit's Series A Preferred Stock and Series C Preferred Stock will be issued for each one outstanding share of our Series A Preferred Stock and Series C Preferred Stock that are held by our Series A Preferred Stock and Series C Preferred Stock shareholders, respectively. In addition, cash will be paid for any fractional share that would be issuable to any holder of our common stock based upon the closing price of one share of our common stock as reported on the Electronic Bulletin Board for the last trading day prior to the Effective Date. Additionally, as a result of the Reverse Stock Split of our issued and outstanding common stock, the conversion ratio of our Series A Preferred Stock will be automatically reduced to 0.32 shares of common stock for each one (1) share of Series A Preferred Stock converted, which conversion ratio equals the prior conversion ratio, 9.6 divided by 30 in connection with the Reverse Stock Split. The shares of the Company will cease to trade on the over-the-counter bulletin board market and the shares of Arrayit will begin trading in their place beginning on the Effective Date of the reincorporation, under a new trading symbol and new CUSIP number that has not yet been assigned. Other securities of the Company, such as options, warrants, other rights to purchase common stock, and securities exchangeable for or convertible into our common stock will also be exchanged for similar securities issued by Arrayit, adjusted in connection with the Reverse Stock Split.

**Q: HOW WILL THE REINCORPORATION AFFECT THE NUMBER OF SHARES OF COMMON STOCK AND PREFERRED STOCK WE ARE AUTHORIZED TO ISSUE?**

A: Upon completion of the reincorporation, the number of common shares we are authorized to issue will increase from 100 million to 480 million and the number of preferred shares we are authorized to issue will increase from 5

million to 20 million.

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**Q: AFTER COMPLETION OF THE REINCORPORATION, REVERSE SPLIT AND CONVERSION OF ALL SHARES OF CONVERTIBLE STOCK AND OUTSTANDING DEBT, HOW MANY SHARES WILL BE OUTSTANDING?**

A: After completion of the actions described in this Information Statement, the 17,499,262 outstanding shares of the Company's common stock will convert into 583,309 shares of Arrayit's common stock (not including any fractional shares of common stock purchased in connection with the Reverse Stock Split), the 3,697,611 outstanding shares of Series A Preferred Stock will convert into 3,697,611 outstanding shares of Arrayit's Series A Preferred Stock, and the 103,143 outstanding shares of the Company's Series C Preferred Stock will automatically convert into 103,143 shares of Arrayit's Series C Preferred Stock. The reincorporation will also trigger the forgiveness of a total of \$1,993,450 of principal outstanding debt of the Company along with various accrued and unpaid interest, and the cancellation of 2,926,787 shares of Series A Preferred Stock shares and the cancellation of 593,314 pre-Reverse Stock Split shares (19,778 post Reverse Stock Split shares) of our common stock by various unrelated shareholders pursuant to individual agreements between such shareholders, the holders of the Company's debt and the Company for the issuance of 12,478,357 newly issued post-Reverse Stock Split shares of our common stock (collectively the "Cancellations"). Therefore, subsequent to the Reverse Stock Split and after the Cancellations, the total number of outstanding shares of common stock the Company will be 13,041,888 (the 593,314 post-Reverse Stock Split shares minus the 19,778 cancelled common shares as a result of the Cancellations); the total number of Series A Preferred Stock shares will be 770,824 shares (the 3,697,611 original shares minus the 2,926,787 cancelled Series A Preferred Stock shares as a result of the Cancellations), and the total number of Series C Preferred Stock shares outstanding will remain at 103,143 shares.

**Q: HOW WILL THE REINCORPORATION AFFECT OUR OWNERS, OFFICERS, DIRECTORS AND EMPLOYEES?**

A: Our officers, directors and employees will become the officers, directors and employees of Arrayit on the Effective Date of the reincorporation. Arrayit will continue our business at the same locations and with the same assets.

**Q: HOW WILL THE ACTIONS DESCRIBED HERE AFFECT MY SECURITIES AND PERCENTAGE OF OWNERSHIP OF THE COMPANY?**

A: After the Telechem merger and before any of the actions described in this Information Statement, the outstanding security holders of the Company's common stock represent 19.6% of the Company's total voting shares, the outstanding security holders of the Company's Series A Preferred Stock represent 39.8% of the Company's total voting shares, and the holders of the Company's Series C Preferred Stock represent 40.5% of the Company's total voting shares. Following the Effective Date of the reincorporation, increase in authorized shares, name change, reverse split, and Cancellations, subject only to insignificant differences relating to the purchase of fractional shares, all of the Company's current common stockholders will hold in aggregate 26.4% of the Company's total voting shares, the Company's Series A Preferred Stock shareholders will hold in aggregate 0.5% of the Company's total voting shares, and the Company's Series C Preferred Stock shareholders will hold 73.1% of the Company's voting shares.

**Q: HOW DOES THE REINCORPORATION, REVERSE SPLIT AND REINCORPORATION RELATE TO OUR MERGER WITH TELECHEM?**

A: The actions described in this information statement are an integral part of the reorganization and recapitalization of the Company in order to move forward as a modern life sciences company incorporated in a more friendly corporate tax jurisdiction, with an appropriate name and capital structure.

**Q: HOW DO I EXCHANGE COMPANY CERTIFICATES FOR CERTIFICATES OF ARRAYIT?**

A: Enclosed with this Information Statement is a letter of transmittal and instructions for surrendering certificates representing our shares. If you are a record stockholder, you should complete the letter of transmittal and send it with certificates representing our shares to the address set forth in the letter. Upon surrender of a certificate for cancellation with a duly executed letter of transmittal, Arrayit will issue a new certificate representing the number of whole shares of Arrayit as soon as practical after the Effective Date of the reincorporation. If you hold our stock in street name or in a brokerage account, we encourage you to request that certificate be issued to you so that you can exchange it for a certificate representing shares of Arrayit.

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**Q: WHAT HAPPENS IF I DO NOT SURRENDER MY COMPANY CERTIFICATES?**

A: You are not required to surrender certificates representing Company shares to receive shares of Arrayit. Until you receive shares of Arrayit you are entitled to receive notice of or vote at stockholder meetings and receive dividends or other distributions on the shares of Arrayit.

**Q: WHAT IF I HAVE LOST MY COMPANY CERTIFICATES?**

A: If you have lost your Company certificates, you should contact our transfer agent as soon as possible to have a new certificate issued. You may be required to post a bond or other security to reimburse us for any damages or costs if the certificate is later delivered for conversion.

**Q: CAN I REQUIRE THE COMPANY TO PURCHASE MY STOCK?**

A: No. Under the General Corporation Law of the State of Delaware, you are not entitled to appraisal and purchase of your stock as a result of the reincorporation.

**Q: WHO WILL PAY THE COSTS OF REINCORPORATION?**

A. Arrayit will pay all of the costs of reincorporation in Nevada, including distributing this Information Statement and the cost of exchanging certificates representing shares of the Company for certificates representing shares of Arrayit. We may also pay brokerage firms and other custodians for their reasonable expenses for forwarding information materials to the beneficial owners of our common stock. We do not anticipate contracting for other services in connection with the reincorporation.

**Q: WILL I HAVE TO PAY TAXES ON THE NEW CERTIFICATES?**

A: We believe that the reincorporation is not a taxable event and that you will be entitled to the same basis in the shares of Arrayit that you had in our common stock. **EVERYONE'S TAX SITUATION IS DIFFERENT AND YOU SHOULD CONSULT WITH YOUR PERSONAL TAX ADVISOR REGARDING THE TAX EFFECT OF THE REINCORPORATION.**

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OUTSTANDING SHARES AND VOTING RIGHTS AT DECEMBER 15, 2008

As of December 15, 2008, date of the consent authorizing the actions described in this Information Statement the Company's authorized capitalization consisted of 100,000,000 shares of common stock, \$.001 par value per share, of which 17,499,262 shares were issued and outstanding, and 5,000,000 shares of preferred stock, \$.001 par value per share, of which 1,000 shares had been designated as Series A Preferred Stock, 100,000 had been designated as Series B Preferred Stock, and 103,143 had been designated as Series C Preferred Stock. A total of 3,697,611 shares of Series A Preferred Stock, no shares of Series B Preferred Stock, and 103,143 shares of Series C Preferred Stock were issued and outstanding. Each share of Series A Preferred Stock entitles its holder to 9.6 votes (based upon the 9.6-to-1 conversion ratio) on each matter submitted to the stockholders and each share of Series C Preferred Stock entitles its holder to 350 votes on each matter submitted to the stockholders (based upon the 350-to-1 conversion ratio). Holders of common stock of the Company have no preemptive rights to acquire or subscribe to any of the additional shares of common stock. Each share of common stock entitles its holder to one vote on each matter submitted to the stockholders. Therefore, as December 15, 2008, the common stock shareholders were able to vote 17,499,262 voting shares, the Series A Preferred Stock shareholders were able to vote a total of 35,497,066 voting shares, and the Series C Preferred Stock shareholders were able to vote 36,100,050 voting shares, which in aggregate represented 89,096,378 total voting shares.

The following table sets forth information regarding the beneficial ownership of our common stock and preferred stock by the officers, directors and shareholders holding beneficial ownership of greater than five percent of the Company's common stock:

Name and Address of Beneficial Owner	Common Stock	Total Voting Percentage of Series A Preferred Stock	Series A Preferred Stock	Total Share of Series A Preferred Stock	Series C Preferred Stock	Total Voting Percentage of Series C Preferred Stock	Total Shares of Series C Preferred Stock	Total Voting Shares Based on All Voting	Total	
Officers and Directors										
Rena' A Schena, Chief Executive Officer, Chief Financial Officer and Director	0	0.00%	0	0.00%	0	42.857	41.60%	14,999,950	14,999,950	16.80%
524 East Weddell Drive										

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Sunnyvale,  
California  
94089

Mark Schena, Director	0	0.00%	0	0.00%	0	14,286	13.90%	5,000,100	5,000,100	5.60%
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524 East  
Weddell  
Drive  
Sunnyvale,  
California  
94089

William L.  
Sklar,  
Director

19,996	0.10%	98,807	2.67%	948,543	0	0.00%	0	968,539	1.10%
--------	-------	--------	-------	---------	---	-------	---	---------	-------

524 East  
Weddell  
Drive  
Sunnyvale,  
California  
94089

Todd  
Martinsky,  
Director

0	0.00%	0	0.00%	0	28,571	27.70%	9,999,850	9,999,850	11.20%
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524 East  
Weddell  
Drive  
Sunnyvale,  
California  
94089

Paul K. Haje  
Director of  
Advertising  
and Public  
Relations

524 East  
Weddell  
Drive  
Sunnyvale,  
California  
94089

0	0.00%	0	0.00%	0	14,286	13.90%	5,000,100	5,000,100	5.60%
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Greater Than 5%  
Shareholders

WV Fiber, LLC (2)	4,055,448	23.20%	0	0.00%	0	0	0.00%	0	4,055,448	4.60%
Mashrua Shipping & Transport Ltd. (3)	1,000,000	5.70%	0	0.00						