

Organic To Go Food CORP
Form PRE 14A
April 03, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
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ORGANIC TO GO FOOD CORPORATION

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
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-

ORGANIC TO GO FOOD CORPORATION
3317 Third Avenue South
Seattle, Washington 98134

April __, 2008

To Stockholders:

You are cordially invited to attend the Annual Meeting of Stockholders of Organic To Go Food Corporation, which will be held at 10:00 a.m., local time, on May 16, 2008, at 601 Union Street, 51st Floor, Seattle, Washington 98101. All holders of Organic To Go Food Corporation common stock as of the close of business on _____, 2008 are entitled to vote at the Annual Meeting. Enclosed is a copy of the Notice of Annual Meeting of Stockholders, Proxy Statement and proxy card.

Your vote is very important. Whether or not you plan to attend the Annual Meeting, please vote as soon as possible. In order to facilitate your voting, you may vote in person at the meeting, by sending in your written proxy card. Your vote will ensure your representation at the Annual Meeting if you cannot attend in person. Please review the instructions on the proxy card regarding these voting options.

Thank you for your ongoing support and continued interest in Organic To Go Food Corporation.

Sincerely,

/s/ Jason Brown
Jason Brown
*Chairman and
Chief Executive
Officer*

ORGANIC TO GO FOOD CORPORATION
3317 Third Avenue South
Seattle, Washington 98134

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held May 16, 2008

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the "Annual Meeting") of Organic To Go Food Corporation, a Delaware corporation (the "Company"), will be held at 10:00 a.m., local time, on May 16, 2008, at 601 Union Street, 51st Floor, Seattle, Washington 98101, for the following purposes:

1. To elect seven directors to hold office for a one-year term and until their respective successors are elected and qualified.
2. To ratify the appointment of Rose, Snyder & Jacobs as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2008.
3. To ratify the amendment of the Company's 2007 Equity Participation Plan to increase the number of shares of common stock authorized for issuance under the plan by 2,000,000 shares.
4. To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

A copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, containing consolidated financial statements, is included with this mailing.

The Board of Directors has fixed the close of business on _____, as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting and all adjourned meetings thereof.

By Order of the
Board of Directors

/s/ Jason Brown
Jason Brown
*Chairman and
Chief Executive
Officer*

Dated: April ___, 2008

WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY CARD AND MAIL IT PROMPTLY IN THE ENCLOSED ENVELOPE, WHICH WILL ENSURE REPRESENTATION OF YOUR SHARES AT THE ANNUAL MEETING. IF YOU LATER DESIRE TO REVOKE YOUR PROXY FOR ANY REASON, YOU MAY DO SO IN THE MANNER DESCRIBED IN THE ATTACHED PROXY STATEMENT.

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ORGANIC TO GO FOOD CORPORATION
3317 Third Avenue South
Seattle, Washington 98134

PROXY STATEMENT

GENERAL INFORMATION

This proxy statement ("Proxy Statement") is being furnished in connection with the solicitation of proxies by the board of directors (the "Board of Directors") of Organic To Go Food Corporation (together with its wholly owned subsidiary, Organic To Go, Inc., the "Company," "we," "our" or "us") for use at the Annual Meeting of Stockholders (the "Annual Meeting" or the "Meeting") to be held at 10:00 a.m., local time, on May 16, 2008, at 601 Union Street, 5th Floor, Seattle, Washington 98101, and at any adjournment thereof. It is anticipated that this Proxy Statement and accompanying proxy will be mailed on or about April 16, 2008, to all stockholders entitled to vote at the Annual Meeting. When your proxy is properly executed and returned, the shares it represents will be voted in accordance with any directions noted thereon.

At the close of business on _____, the record date for determining stockholders entitled to notice of and to vote at the Annual Meeting, we had issued and outstanding _____ shares of common stock, \$0.001 par value per share. Each share of our common stock entitles the holder of record thereof to one vote on any matter coming before the Annual Meeting. Only stockholders of record at the close of business on _____, are entitled to notice of, and to vote at, the Annual Meeting or any adjournment thereof.

Voting

You may vote by attending the Annual Meeting and voting in person. You may also vote by completing and mailing the enclosed proxy card. If your shares are held by a bank, broker or other nominee, please refer to the instructions they provide for voting your shares. All shares entitled to vote and represented by properly executed proxies received before the polls are closed at the Annual Meeting, and not revoked or superseded, will be voted at the Annual Meeting in accordance with the instructions indicated on those proxies.

The method of voting by proxy differs for shares held as a record holder and shares held in "street name," which means shares that are held of record by a broker, bank or other nominee. If you hold your shares of common stock as a record holder, you may vote by completing, dating and signing the enclosed proxy card and promptly returning it in the enclosed, preaddressed, postage paid envelope or otherwise mailing it to us by following the instructions on the enclosed proxy card. If you hold your shares of common stock in street name, which means your shares are held of record by a broker, bank or nominee, you will receive instructions from your broker, bank or other nominee that you must follow in order to vote your shares. Your broker, bank or nominee may allow you to deliver your voting instructions over the Internet or by telephone. Please see the voting instructions from your broker, bank or nominee that accompany this Proxy Statement.

If you plan to attend the Annual Meeting and wish to vote in person, you will be given a ballot at the Annual Meeting. Please note, however, that if your shares are held in street name and you wish to vote at the Annual Meeting, you must bring to the Annual Meeting a legal proxy from the record holder of the shares, which is the broker or other nominee, authorizing you to vote at the Annual Meeting.

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Your vote is very important. Accordingly, please complete, sign and return the enclosed proxy card or voting instruction card whether or not you plan to attend the Annual Meeting in person. If you properly give your proxy and submit it to us in time to vote, one of the individuals named as your proxy will vote your shares as you have directed.

Any stockholder of record has the power to revoke his or her proxy at any time before it is voted by delivering a written notice to our Secretary, bearing a date later than the date of the proxy, stating that the proxy is revoked, or by signing and delivering a new proxy, relating to the same shares and bearing a later date than the original proxy. In addition, a stockholder of record attending the Annual Meeting may revoke his or her proxy and vote in person if he or she desires to do so, but attendance at the Annual Meeting will not of itself revoke the proxy. Written notices of revocation and other communications with respect to the revocation of proxies should be addressed to Organic To Go Food Corporation, 3317 Third Avenue South, Seattle, Washington 98134, Attention: Secretary.

If your shares are held in street name, you may change your vote by submitting new voting instructions to your broker, bank or other nominee. You must contact your broker, bank or other nominee to find out how to do so.

The enclosed proxy, when properly signed, also confers discretionary authority with respect to amendments or variations to the matters identified in the notice of Annual Meeting and with respect to other matters which may be properly brought before the Annual Meeting. At the time of printing this Proxy Statement, our management is not aware of any other matters to be presented for action at the Annual Meeting. If, however, other matters which are not now known to our management should properly come before the Annual Meeting, the proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the proxy holders.

Shares represented by executed and unrevoked proxies will be voted in accordance with the instructions contained therein or, in the absence of such instructions, in accordance with the recommendations of our Board of Directors. Our Board of Directors is recommending a vote "FOR" each of the seven director nominees, "FOR" the ratification of the selection of the independent auditors, and "FOR" the amendment of our 2007 Equity Participation Plan.

Quorum and Vote Required

The presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the eligible votes on the record date will constitute a quorum, permitting the meeting to conduct its business. Proxies received, but marked as abstentions, and broker non-votes (*i.e.*, shares that are not voted by the broker who is the record holder of the shares because the broker is not instructed to vote by the actual owner of the shares and does not have discretionary authority to vote such shares) will be included in the calculation of the number of votes considered to be present at the Meeting for purposes of a quorum. Brokers or other nominees who hold shares of our common stock in street name for a beneficial owner of those shares generally have the authority to vote in their discretion on "routine" proposals when they have not received instructions from beneficial owners.

For Proposal 1, directors will be elected by a plurality of the votes cast. This means that the seven directors receiving the highest number of votes will be elected as directors. Any broker non-vote or abstention will not have an effect on the election of directors.

For Proposal 2, the affirmative vote of a majority of the shares represented in person or by proxy at the Annual Meeting and entitled to vote is required for the ratification of the selection of Rose, Snyder & Jacobs as our independent auditors. Abstentions will have the same effect as voting against this proposal. Any broker non-vote will not have an effect on the ratification of Rose, Snyder & Jacobs as our independent auditors.

For Proposal 3, the affirmative vote of a majority of the shares represented in person or by proxy at the Annual Meeting and entitled to vote is required for approval of the amendment of the Company's 2007 Equity Participation Plan. Abstentions will have the same effect as voting against this proposal. Broker non-votes will not have an effect on this proposal.

Solicitation

We will pay the expenses of soliciting proxies for the Annual meeting, including the cost of preparing, assembling, and mailing the proxy solicitation materials. In addition to the solicitation of proxies by mail, we will request that brokers, banks and other nominees that hold shares of our common stock, which are beneficially owned by our stockholders, send proxies and proxy materials to those beneficial owners and secure those beneficial owners' voting instructions. We will reimburse those record holders for their reasonable expenses. Proxies may be solicited personally, by mail, or by telephone, by directors, officers, and regular employees of the Company who will not be additionally compensated therefore.

The matters to be considered and acted upon at the Annual Meeting are referred to in the preceding notice and are more fully discussed below.

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ELECTION OF DIRECTORS
(Proposal No. 1 of the Proxy Card)

Nominees

The Board of Directors consists of seven members. At each annual meeting of stockholders, directors are elected for a term of one year to succeed those directors whose terms expire on the annual meeting date.

The seven candidates nominated for election as directors at the Annual Meeting are Jason Brown, Dave Smith, Peter Meehan, Roy Bingham, Douglas Lioon, S.M. "Hass" Hassan and Gunnar Weikert. The enclosed proxy will be voted in favor of these individuals unless other instructions are given. If elected, the nominees will serve as directors until the Company's Annual Meeting of Stockholders in 2009, and until their successors are elected and qualified. If any nominee declines to serve or becomes unavailable for any reason, or if a vacancy occurs before the election (although the Company knows of no reason to anticipate that this will occur), the proxies may be voted for such substitute nominees as the Board of Directors may designate.

If a quorum is present and voting, the seven nominees for directors receiving the highest number of votes will be elected as directors. Abstentions and shares held by brokers that are present, but not voted because the brokers were prohibited from exercising discretionary authority, *i.e.*, broker non-votes, will be counted as present only for purposes of determining if a quorum is present.

The following table sets forth the nominees for election as directors at the Meeting. All of our directors, other than Gunnar Weikert, have held their positions with us since February 12, 2007, which is the date when we acquired Organic To Go, Inc.

Name	Age	Position	Director Since (1)
Jason Brown	50	Chief Executive Officer and Chairman	2007
Dave Smith	64	Director	2007
Peter Meehan	50	Director	2007
Roy Bingham (2)	44	Director	2007
Douglas Lioon (2)(3)	50	Director	2007
S.M. "Hass" Hassan (3)	58	Director	2007
Gunnar Weikert	44	Director	2008

(1) Messrs. Brown, Smith, Meehan, Bingham, Lioon and Hassan were appointed as directors of Organic To Go Food Corporation in connection with our merger with Organic To Go, Inc. in February 2007. Prior to the merger, Messrs. Brown, Smith, Meehan, Bingham, Lioon and Hassan served as directors of Organic To Go, Inc.

(2) Member of Audit Committee

(3) Member of Compensation Committee

Jason Brown served as Chief Executive Officer and Chairman of the Board of Directors of Organic To Go, Inc. since its inception in February 2004. Mr. Brown has more than 25 years of experience in branded direct to consumer retail operations. From 2000 through March 2003, Mr. Brown served as the Chief Executive Officer of Custom Nutrition Services, a company which provided consumers with personalized vitamin solutions based on tailored medical

expertise which he founded. In April 2003, Custom Nutrition Services was sold to Drugstore.com for \$5.6 million in cash and stock. From 1995 to 2000, Mr. Brown served as the Chief Executive Officer of Concept Development, an alternative healthcare consulting firm. From 1990 to 2000, Mr. Brown served as a Managing Director for Columbia Sportswear NZ/Australia, an international sportswear manufacturer and retailer. From 1978 to 1989, Mr. Brown served as the Chief Executive Officer of Cotton Comfort, a vertically integrated cotton clothing store chain.

Dave Smith served as a director of Organic To Go, Inc. since its inception in February 2004. Mr. Smith is the co-founder of Smith & Hawken, the garden tool company. From July of 1979 to September of 1988, Mr. Smith served as President and Chief Operating Officer of Smith & Hawken. From September of 1997 to June of 2001, Mr. Smith served as the Vice President of Catalog/Internet Marketing and Operations of Seeds of Change. Since June of 2001, Mr. Smith has worked as an independent consultant to a variety of companies. Mr. Smith has been involved in the retail and catalog industries as an executive and consultant for over 20 years with companies such as SelfCare, Real Goods, Diamond Organics, Seeds of Change and Organic Bouquet.

Peter Meehan served as a director of Organic To Go, Inc. since its inception in February 2004. Mr. Meehan has served as the Chief Executive Officer of Newman's Own Organics since it was co-founded in 1993 by Mr. Meehan, Paul Newman and Nell Newman.

Roy Bingham served as a director of Organic To Go, Inc. since its inception in February 2004. In 2006, Mr. Bingham co-founded NourishLife, LLC, an online marketer of branded nutritional solutions. Previously, Mr. Bingham founded and served as a Managing Director of Health Business Partners, LLC, a specialist investment banking firm. From 1995 to 1997, Mr. Bingham served as a consultant with McKinsey & Company in Boston, where he provided management-consulting services to several Fortune 500 companies. From 1988 to 1993, Mr. Bingham worked in London, England as the corporate treasurer and eventually a Board member of Paragon, PLC. Mr. Bingham earned a Masters Degree in Business Administration with distinction from Harvard Business School in 1995.

Douglas Lioon served as a director of Organic To Go, Inc. since its inception in February 2004. Mr. Lioon joined HVL Incorporated, a healthcare and nutritional products company whose principal brand is Douglas Laboratories, in 1978 as a Sales Representative and served as its President from 1985 to December 2005, when HVL Incorporated was sold to Atrium Biotechnologies Inc. for \$92 million. Mr. Lioon created and developed the Douglas Laboratories brand, a leading dietary supplement company, and engineered its vertical integration strategy growing Douglas Laboratories into one of the leaders in the practitioner segment of the dietary supplement industry.

S.M. "Hass" Hassan served as a director of Organic To Go, Inc. since December 2006. Since June 2006, Mr. Hassan has served as a member of the Board of Directors of Whole Foods Markets, a leading natural food supermarket chain. In 1979, Mr. Hass founded Alfalfa's Markets, a whole food supermarket chain, and served as its President and Chief Executive Officer until 1996. From 1996 to 1998, Mr. Hassan served as the President of Wild Oats Markets, a whole food supermarket chain. In 1999, Mr. Hassan founded Fresh & Wild, the United Kingdom's leading retailer of organic foods, and served as its Executive Chairman until its sale to Whole Foods Markets in 2004. During his career, Mr. Hassan has received many industry recognitions, including the Chain Store Retail Executive of the Year, Boulder Entrepreneur of the Year and EY National Entrepreneur of the Year. Since 2004, Mr. Hassan has been working as an active board member and investor in several companies in the natural products industry.

Gunnar Weikert has served as a director of the Company since February 2008. Dr Weikert is founder and CEO of Inventages Venture Capital Inc., a leading venture capital fund specializing in life sciences. Prior to founding Inventages, Dr. Weikert held the position of Senior Vice President and Global Head for Life Science Deals at Bayer AG. Dr Weikert has a MD and a PhD in metabolic science from University of Düsseldorf. He also received an MBA education.

Certain Relationships and Related Party Transactions

All of the Company's officers and directors, with the exception of Michael Gats, Andrew Jacobs and Gunnar Weikert, were appointed to their respective positions in connection with that certain Agreement and Plan of Merger and Reorganization, dated as of January 11, 2007, by and among the Company, Organic Acquisition Corporation and Organic To Go, Inc., pursuant to which the Company acquired its wholly owned subsidiary, Organic To Go, Inc.

Dr. Weikert was appointed as a director of the Company in connection with that certain Securities Purchase Agreement, dated as of February 19, 2008, by and between the Company and W.Health L.P., an affiliate of Inventages Venture Capital Inc., pursuant to which the Company sold 7,142,857 shares of common stock to W.Health L.P. for \$10 million. Dr. Weikert is founder and CEO of Inventages Venture Capital Inc. Pursuant to the Securities Purchase Agreement, if Dr. Weikert resigns or dies, the remaining directors of the Company will be required to elect a new designee of the W.Health L.P. to serve on the Company's Board of Directors. The Board of Directors of the Company may not take any action to remove Dr. Weikert or his designated successors without the written consent of W.Health L.P., and is required to nominate Dr. Weikert or his designated successors for election or re-election at each annual meeting of the Company's stockholders. Dr. Weikert, or his designated successors, have the right to sit on any committee established by the Board of Directors.

Board of Directors

The Company's Board of Directors is currently composed of seven members. Mr. Brown has been elected as the Chairman of the Board of Directors. In this capacity he is responsible for presiding at the meetings of the Board of Directors. All directors are elected annually and serve until the next annual meeting of stockholders or until the election and qualification of their successors. There are no family relationships between any of our directors or executive officers.

Board of Directors Meetings and Committees of the Board of Directors

There were 12 meetings of the Board of Directors during the fiscal year ended December 31, 2007. No person serving as a director during the fiscal year ended December 31, 2007, attended fewer than 75% of the aggregate number of meetings held by the Board of Directors and all committees on which such director served. One member of the Board of Directors attended our 2007 Annual Meeting of Stockholders.

The Board of Directors has established an Audit Committee and Compensation Committee. The Audit Committee, which is comprised of Douglas Lioon and Roy Bingham, met four times during the fiscal year ended December 31, 2007. The Compensation Committee, which is comprised of S.M. "Hass" Hassan and Douglas Lioon, met four times during the fiscal year ended December 31, 2007.

Audit Committee

The Company has a separately designated standing Audit Committee, which makes recommendations for selection of the Company's independent public accountants, reviews with the independent public accountants the plans and results of the audit engagement, approves professional services provided by the independent public accountants, reviews the independence of the independent public accountants, considers the range of audit and any non-audit fees, and reviews the financial statements of the Company and the adequacy of the Company's internal accounting controls and financial management practices.

The Audit Committee currently consists of Messrs. Lioon and Bingham. The Board of Directors has determined that, based upon his prior work experience and his tenure and experience on the Company's Audit Committee, Mr. Bingham qualifies as an "Audit Committee Financial Expert" as this term has been defined under the rules and regulations of the Securities and Exchange Commission (the "SEC"). To date, no determination has been made as to whether any other member of the Audit Committee also qualifies as an Audit Committee Financial Expert.

There were four meetings of the Audit Committee during the fiscal year ended December 31, 2007. The Audit Committee has not adopted a charter. However, the Audit Committee intends to adopt a charter in the near future.

Compensation Committee

The Compensation Committee is responsible for determining compensation for the Company's executive officers, reviewing and approving executive compensation policies and practices, and providing advice and input to the Board of Directors in the administration of the Company's equity compensation plan. The Compensation Committee consists of Messrs. Lioon and Hassan. There were four meetings of the Compensation Committee during the fiscal year ended December 31, 2007.

The Compensation Committee takes into account various qualitative and quantitative indicators of corporate and individual performance in determining the level and composition of compensation to be paid to the executive officers. In addition, the Compensation Committee receives input from executive officers with respect to certain aspects of compensation, such as bonuses.

In general, the process by which the Compensation Committee makes decisions relating to executive compensation includes, but is not limited to, consideration of the following factors:

- The Company's executive compensation philosophy and practices.
- The Company's performance relative to peers and industry standards.
- Success in attaining annual and long-term goals and objectives.