

GeoMet, Inc.
Form DEF 14A
October 26, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**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

Soliciting Material under §240.14a-12

GEOMET, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(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 offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

GEOMET, INC.

1221 McKinney Street, Suite 3840

Houston, Texas 77010

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held on December 10, 2015

NOTICE is hereby given that a special meeting of stockholders (the **Special Meeting**) of GeoMet, Inc. (the **Company**) will be held on December 10, 2015, at 2:00 p.m., local time, at 1221 McKinney Street, Suite 3840, Houston, Texas 77010, for the following purposes:

1. To approve the amendment and restatement of the Certificate of Designations (the **Certificate of Designations**) of the Company's Series A Convertible Redeemable Preferred Stock, par value \$0.001 per share (the **Preferred Stock**), to (w) require that 6% of all net distributable assets to be paid or distributed in a dissolution of the Company be paid to the holders of the Company's common stock, par value \$0.001 per share (the **Common Stock**), (x) delete a provision in the Certificate of Designations permitting the Company to repurchase up to \$5.0 million in Common Stock without the consent of the holders of Preferred Stock, (y) make certain non-substantive and corrective changes and (z) integrate any prior amendments thereto;
2. To approve the dissolution of the Company pursuant to a Plan of Dissolution and Liquidation;
3. To grant discretionary authority to the Board of Directors of the Company to adjourn the Special Meeting, even if a quorum is present, to solicit additional proxies, if necessary or appropriate, in the event that there are insufficient shares present in person or by proxy voting in favor of the approval of the above proposals; and
4. To transact such other business as may properly come before the Special Meeting or any adjournment or postponement thereof.

Only stockholders of record at the close of business on October 15, 2015 are entitled to notice of and to vote at the Special Meeting or any adjournment thereof. A complete list of stockholders entitled to vote at the Special Meeting will be available for examination by any stockholder at the Company's offices, located at 1221 McKinney Street, Suite 3840, Houston, Texas 77010, for purposes relating to the Special Meeting,

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during normal business hours for a period of 10 days before the Special Meeting.

Whether or not you expect to attend the Special Meeting in person, please submit a proxy as soon as possible. In order to submit a proxy, please call the toll-free number listed on the enclosed proxy card, use the internet as described on the enclosed proxy card, or complete, date and sign the enclosed proxy card and return it in the enclosed envelope, which requires no additional postage if mailed in the United States. If you attend the Special Meeting, and if you so choose, you may withdraw your proxy and vote in person.

The foregoing items of business are more fully described in the Proxy Statement accompanying this notice. A record of the Company's activities during 2014 and its consolidated audited financial statements for the year ended December 31, 2014 are contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, which is filed with the Securities and Exchange Commission.

Dated: October 26, 2015

By Order of the Board of Directors
/s/ William A. Wiederkehr, Jr.
William A. Wiederkehr, Jr.
Secretary

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE SPECIAL MEETING TO BE HELD ON DECEMBER 10, 2015**

The Proxy Statement for the Special Meeting is available at <http://www.proxyvote.com>. The Control Number for accessing the materials is set forth on the accompanying proxy card.

YOUR VOTE IS IMPORTANT.

WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING IN PERSON, PLEASE MARK, SIGN AND DATE THE ENCLOSED PROXY AND RETURN IT PROMPTLY IN THE ACCOMPANYING ENVELOPE OR SUBMIT YOUR PROXY BY INTERNET OR BY TELEPHONE. IF YOU DO ATTEND THE SPECIAL MEETING IN PERSON, YOU MAY WITHDRAW YOUR PROXY AND VOTE IN PERSON. THE PROMPT RETURN OF PROXIES BY MAIL, INTERNET OR TELEPHONE WILL ENSURE A QUORUM AND SAVE THE COMPANY THE EXPENSE OF FURTHER SOLICITATION.

GEOMET, INC.

1221 McKinney Street, Suite 3840

Houston, Texas 77010

PROXY STATEMENT

For Special Meeting of Stockholders

To be Held on December 10, 2015

GENERAL

The accompanying proxy is solicited by the Board of Directors (the Board or the Board of Directors) of GeoMet, Inc., a Delaware corporation (the Company, we, us, our or GeoMet), for use at the special meeting of stockholders of the Company (the Special Meeting) to be held at time and place and for the purposes set forth in the foregoing notice. The approximate date on which this proxy statement (the Proxy Statement) and the accompanying proxy are first being sent to stockholders is November 1, 2015.

The cost of soliciting proxies will be borne by the Company. The Company may use certain of its officers and employees (who will receive no special compensation thereto) to solicit proxies in person or by telephone, facsimile, or similar means.

Proxies

Shares represented by valid proxies and not revoked will be voted at the Special Meeting in accordance with the directions given. If no direction is given, such shares will be voted in accordance with the recommendations of the Board unless otherwise indicated. Any stockholder returning a proxy may revoke it at any time before it has been exercised by giving written notice of such revocation to the Corporate Secretary of the Company, by filing with the Company a proxy bearing a subsequent date, or by voting in person at the Special Meeting. GeoMet has retained Alliance Advisors, LLC to assist with the solicitation of proxies from brokers, nominees and other institutional holders for an estimated fee of \$6,500 plus its out-of-pocket expenses.

Voting Procedures and Tabulation

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Holders of record of our common stock, par value \$0.001 per share (the Common Stock), and Series A Convertible Redeemable Preferred Stock, par value \$0.001 per share (the Preferred Stock), may submit a proxy using one of the following three methods:

By Mail: Stockholders of record may submit a proxy by signing, dating and returning the proxy card in the accompanying postage-paid envelope.

By Telephone: Stockholders of record may call the toll-free number on the accompanying proxy card to submit a proxy by telephone, in accordance with the instructions set forth on the proxy card and through voice prompts received during the call.

By Internet: www.proxyvote.com. Use the internet to submit your proxy and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the date of the Special Meeting. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

Proxies submitted by telephone or the internet are treated in the same manner as if the stockholder had signed, dated and returned the proxy card by mail. Therefore, stockholders of record electing to submit a proxy by telephone or the internet should not return their proxy cards by mail.

The Company will appoint an inspector of election to conduct the voting at the Special Meeting. Prior to the Special Meeting, the inspector will sign an oath to perform his duties in an impartial manner and to the best of his abilities. The inspector will ascertain the number of shares outstanding and the voting power of each share, determine the shares represented at the Special Meeting and the validity of proxies and ballots, count all votes and ballots and perform certain other duties as required by law.

The inspector will tabulate the number of votes cast for, against or withheld. The presence, in person or representation by proxy, of holders of a majority of the outstanding shares of Common Stock, including the outstanding shares of Preferred Stock, on an as-converted basis voting together with the holders of the Common Stock as a single class, is necessary to constitute a quorum (Special Meeting Quorum) for the transaction of business. In addition, the presence, in person or by proxy, of holders of a majority of the outstanding shares of Preferred Stock is necessary to constitute a quorum for Proposal No. 1, the amendment and restatement of the Certificate of Designations of the Preferred Stock (the Existing Certificate of Designations) to (w) require that 6% of all net distributable assets to be paid or distributed in a dissolution of the Company be paid to the holders of our Common Stock, (x) delete a provision in the Existing Certificate of Designations permitting the Company to repurchase up to \$5.0 million in Common Stock without the consent of the holders of our Preferred Stock, (y) make certain non-substantive and corrective changes and (z) integrate any prior amendments thereto (the COD Amendment), and Proposal No. 2, the dissolution of the Company pursuant to a Plan of Dissolution (the Plan of Dissolution).

Assuming the presence of the requisite quorums, Proposal Nos. 1 and 2 must be approved by the holders of (i) at least 50% of the outstanding shares of Preferred Stock, voting as a separate class, and (ii) a majority of the outstanding shares of Common Stock and the outstanding shares of Preferred Stock (on an as converted basis) entitled to vote thereon, voting together as a single class. Also, assuming the presence of the requisite quorum, Proposal No. 3 must be approved by the affirmative vote of a majority of the outstanding shares of Common Stock and the outstanding shares of Preferred Stock (on an as converted basis) present, in person or by proxy, and entitled to vote at the Special Meeting, voting together as a single class.

Brokers who hold shares in street name for customers are required to vote shares in accordance with instructions received from the beneficial owners. Brokers are permitted to vote on discretionary items if they have not received instructions from the beneficial owners, but they are not permitted to vote (a broker non-vote) on non-discretionary items absent instructions from the beneficial owner. Brokers do not have discretionary voting authority with respect to matters to be voted on at the Special Meeting, except regarding Proposal No. 3.

Abstentions and broker non-votes will count in determining whether a Special Meeting Quorum is present at the Special Meeting. For purposes of Proposal Nos. 1 and 2, abstentions and broker non-votes will count as a vote against the respective proposal. For purposes of Proposal No. 3, abstentions will be included in the number of shares voting and will have the effect of a vote against the proposal.

Voting Securities

The voting securities of the Company outstanding are the Common Stock and the Preferred Stock. Only the holders of record of Common Stock and Preferred Stock at the close of business on October 15, 2015, the record date (the Record Date) for the Special Meeting, are entitled to notice of, and to vote at, the Special Meeting. On the Record Date, there were 40,513,373 shares of Common Stock and 7,217,015 shares of Preferred Stock outstanding and entitled to be voted at the Special Meeting. A Special Meeting Quorum is necessary to transact business at the Special Meeting. In addition, the presence, in person or by proxy, of holders of a majority of the outstanding shares of Preferred Stock is necessary to constitute a quorum for Proposal Nos. 1 and 2. Each holder of Common Stock is entitled to one vote per share of Common Stock and each holder of Preferred Stock is entitled one vote per share of Common Stock into which the holder's Preferred Stock is convertible on all matters submitted to a vote of the holders of the Common Stock at the Special Meeting. Shares of Preferred Stock are convertible at the rate of 7.692307692 shares of Common Stock per share of Preferred Stock, eliminating fractional shares. Consequently, 100 shares of Preferred Stock would represent aggregate voting power of 769 shares of Common Stock after eliminating the remaining fractional share. In total, the 7,217,015 shares of the outstanding Preferred Stock represent aggregate voting power of not more than 55,515,500 shares of Common Stock, representing 57.8% of the combined voting power of the Common Stock and Preferred Stock.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information, as of October 1, 2015, with respect to beneficial ownership of the Common Stock and the Preferred Stock by: (i) each person who, to our knowledge, beneficially owned more than 5% of the shares of the Common Stock or the Preferred Stock outstanding as of such date, (ii) each of our directors, (iii) our former Chief Executive Officer, current Chief Executive Officer and Chief Financial Officer, and (iv) all directors and executive officers as a group.

For purposes of the following table, beneficial ownership is determined in accordance with the rules of Securities and Exchange Commission (the "SEC"), except as noted in footnote 2 below. Except as otherwise noted in the footnotes below, we believe that each person or entity named in the table has sole voting and investment power with respect to all shares of its Common Stock and Preferred Stock shown as beneficially owned by them, subject to applicable community property laws. The percentage of shares of Common Stock outstanding is based on 40,513,373 shares of Common Stock outstanding as of October 1, 2015. The percentage of shares of Preferred Stock outstanding is based on 7,217,015 shares of Preferred Stock outstanding as of October 1, 2015.

Name and Address of Beneficial Owner	Number of Common Shares Beneficially Owned (1)(2)	% Of Total Common Shares Outstanding (2)	Number of Series A Preferred Shares Beneficially Owned	% Of Total Series A Preferred Shares Outstanding	Number of Total Voting Shares (3)	% Of Total Voting Shares (3)
Sherwood Energy, LLC (4) 1221 Lamar Street, 10th Floor, Suite 1001 Houston, Texas 77010			% 4,226,131	58.6%	32,508,699	33.9%
Bradford T. Whitmore (5) 1560 Sherman Avenue, Suite 900 Evanston, Illinois 60201			% 1,978,002	27.4%	15,215,399	15.8%
Yorktown Energy Partners IV, L.P. 410 Park Avenue New York, New York 10022	12,437,072	30.7%			12,437,072	13.0%
T. Rowe Price Associates, Inc. (6) 100 East Pratt Street Baltimore, Maryland 21202	180,000	0.4%	616,541	8.5%	4,922,623	5.1%
CrossCap Management, Inc. (7) 5851 San Felipe, Suite 230 Houston, Texas 77057	3,701,000	9.1%			3,701,000	3.9%

NeighborCare, Inc.	PA	06-1132947			NeighborCare Services Corporation	DE	23-2585556
NIV Acquisition LLC	DE	31-1501415					
North Shore Pharmacy Services, LLC	DE	31-1428484					
OCR-RA Acquisition, LLC	DE	31-1442830					
Omnicare Distribution Center LLC	DE	61-1389057					
Omnicare ESC LLC	DE	20-5859052					
Omnicare Headquarters LLC	DE	76-0720510					

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Omnicare Holding Company	DE	31-1262386
Omnicare Indiana Partnership Holding Company, LLC	DE	16-1653107

Exact Name of Registrant as Specified in its Charter*	State or Other Jurisdiction of Incorporation or Organization	I.R.S Employer Identification Number
Omnicare Management Company	DE	31-1256520
Omnicare of Nevada LLC	DE	20-0888517
Omnicare of New York, LLC	DE	95-4450977
Omnicare Pharmacies of Pennsylvania East, LLC	DE	61-1347894
Omnicare Pharmacies of Pennsylvania West, LLC	PA	25-1213193
Omnicare Pharmacies of the Great Plains Holding Company	DE	61-1386242
Omnicare Pharmacy and Supply Services, LLC	SD	41-1730324
Omnicare Pharmacy of Florida, LP	DE	76-0716528
Omnicare Pharmacy of Maine LLC	DE	61-1339662
Omnicare Pharmacy of Nebraska LLC	DE	61-1386244
Omnicare Pharmacy of North Carolina, LLC	DE	76-0716543
Omnicare Pharmacy of Pueblo, LLC	DE	76-0716546
Omnicare Pharmacy of Tennessee LLC	DE	61-1347088
Omnicare Pharmacy of Texas 1, LP	DE	76-0716554
Omnicare Pharmacy of Texas 2, LP	DE	11-3657397
Omnicare Pharmacy of the Midwest, LLC	DE	31-1374275
Omnicare Property Management, LLC	DE	27-1403681
Omnicare Purchasing Company General Partner, Inc.	DE	61-1401040
Omnicare Purchasing Company Limited Partner, Inc.	DE	61-1401038
Omnicare Purchasing Company LP	DE	61-1401039
Pharmacy Associates of Glens Falls, Inc.	NY	14-1554120
Pharmacy Consultants, LLC	SC	57-0640737
Pharmacy Holding #1, LLC	DE	76-0716538
Pharmacy Holding #2, LLC	DE	76-0716536
Pharmasource Healthcare, Inc.	GA	58-2066823
Pharmed Holdings, Inc.	DE	36-4060882
PMRP Acquisition Company, LLC	DE	26-3418908
PP Acquisition Company, LLC	DE	20-2394950
PRN Pharmaceutical Services, LP	DE	35-1855784
Professional Pharmacy Services, Inc.	MD	23-2847488
PSI Arkansas Acquisition, LLC	DE	20-5810731
Roeschen s Healthcare, LLC	WI	39-1084787
RXC Acquisition Company	DE	20-3113620
Shore Pharmaceutical Providers, Inc.	DE	31-1425144
Specialized Pharmacy Services, LLC	MI	38-2143132
Sterling Healthcare Services, Inc.	DE	36-4031863
Suburban Medical Services, LLC	PA	23-2014806
Superior Care Pharmacy, Inc.	DE	31-1543728
TCPI Acquisition Corp.	DE	31-1508476
Three Forks Apothecary LLC	KY	61-0995656
UC Acquisition Corp.	DE	31-1414594

Exact Name of Registrant as Specified in its Charter*	State or Other Jurisdiction of Incorporation or Organization	I.R.S Employer Identification Number
Uni-Care Health Services of Maine, Inc.	NH	02-0468192
Value Health Care Services, LLC	DE	31-1485530
VAPS Acquisition Company, LLC	DE	20-4849023
Vital Care Infusions, Inc.	NY	61-1336267
Weber Medical Systems LLC	DE	31-1409572
Westhaven Services Co., LLC	OH	34-1151322
Williamson Drug Company, Incorporated	VA	54-0590067
ZS Acquisition Company, LLC	DE	20-4763592

* The address for each of the additional registrants is c/o Omnicare, Inc., 900 Omnicare Center, 201 E. Fourth Street, Cincinnati, Ohio 45202, telephone: (513) 719-2600. The name, address, including zip code, of the agent for service for each of the additional registrants is Thomas S. Moffatt, Vice President and Secretary of Omnicare, Inc., 900 Omnicare Center, 201 E. Fourth Street, Cincinnati, Ohio 45202, telephone: (513) 719-2600.

DEREGISTRATION OF UNSOLD SECURITIES

This post-effective amendment to the Registration Statement on Form S-3 (Registration No. 333-199863) (the Registration Statement) of Omnicare, Inc., a Delaware corporation (the Registrant), filed with the Securities and Exchange Commission on November 5, 2014, hereby amends the Registration Statement to deregister any securities registered pursuant to the Registration Statement and remaining unsold.

Pursuant to the Agreement and Plan of Merger, dated as of May 20, 2015, by and among the Registrant, CVS Pharmacy, Inc., a Rhode Island corporation (Parent), and Tree Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (Merger Sub), Merger Sub was merged with and into the Registrant (the Merger), with the Registrant continuing as the surviving corporation. The Merger became effective on August 18, 2015.

In connection with the closing of the Merger, the offering pursuant to the Registration Statement has been terminated. The Registrant hereby terminates the effectiveness of the Registration Statement and, in accordance with undertakings made by the Registrant in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities that had been registered but which remain unsold at the termination of the offering, hereby removes from registration any and all securities registered but not sold under the Registration Statement as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post-effective amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Woonsocket, State of Rhode Island, on August 25, 2015.

OMNICARE, INC.

By: /s/ Thomas S. Moffatt
Thomas S. Moffatt
Vice President and Secretary

No other person is required to sign this Post-Effective Amendment to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933, as amended.