

Edgar Filing: CIRTRAN CORP - Form PRE 14C

CIRTRAN CORP
Form PRE 14C
February 07, 2007

=====

SCHEDULE 14C
(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

CirTran Corporation

(Name of Registrant as Specified in 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 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 the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

- 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 of Schedule and the date of its filing.

- 1) Amount Previously Paid:_____
- 2) Form, Schedule or Registration Statement No _____
- 3) Filing Party:_____
- 4) Date Filed:_____

=====

Edgar Filing: CIRTRAN CORP - Form PRE 14C

CirTran Corporation
4125 South 6000 West
West Valley City, Utah 84128

WE ARE NOT ASKING YOU FOR A PROXY
AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

Information Statement pursuant to
Section 14(c) of the Securities Exchange Act of 1934

February __, 2007

To the Shareholders:

The purpose of this Information Statement is to inform the holders of record, as of the close of business on February 5, 2007 (the "Record Date"), of shares of common stock, par value \$0.001 per share (the "Common Stock") of CirTran Corporation, a Nevada corporation ("CirTran" or the "Company"), that the holders of 52.61% of our capital stock as of the Record Date have given written consent as of January 1, 2007, to approve the amendment of our articles of incorporation to increase our authorized capital to include 1,500,000,000 shares of our common stock.

We encourage you to read the attached Information Statement carefully, including the exhibits, for further information regarding these actions. In accordance with Rule 14c-2 promulgated under the Securities Exchange Act of 1934, as amended ("Exchange Act"), the approval of the action described herein by the holders of a majority of the voting power of the Company will be deemed ratified and effective at a date that is at least 20 days after the date this Information Statement has been mailed or furnished to our stockholders. This Information Statement is first being mailed or furnished to stockholders on or about [February __], 2007.

THIS IS NOT A NOTICE OF A MEETING OF STOCKHOLDERS AND NO STOCKHOLDERS' MEETING WILL BE HELD TO CONSIDER THE MATTERS DESCRIBED HEREIN. This Information Statement is being furnished to you solely for the purpose of informing stockholders of the matters described herein in compliance with Regulation 14C of the Exchange Act.

By Order of the Board of Directors,

/s/ Iehab Hawatmeh

Salt Lake City, Utah
February __, 2007

Iehab Hawatmeh,
President and Director

CirTran Corporation
4125 South 6000 West
West Valley City, Utah 84128
(801) 963-5112

Edgar Filing: CIRTRAN CORP - Form PRE 14C

INFORMATION STATEMENT

This Information Statement is being provided to the Shareholders of CirTran Corporation ("CirTran" or the "Company"), in connection with our prior receipt of approval by written consent, in lieu of a meeting of shareholders, to approve an amendment to our Articles of Incorporation to increase our authorized capital to include 1,500,000,000 shares of our common stock, \$0.001 par value per share.

ACTIONS BY BOARD OF DIRECTORS AND CONSENTING STOCKHOLDERS

General

The Company will pay all costs associated with the distribution of this Information Statement, including the costs of printing and mailing. The Company will only deliver one Information Statement to multiple stockholders sharing an address unless the Company has received contrary instructions from one or more of the stockholders. The Company will promptly deliver a separate copy of this Information Statement and future stockholder communication documents to any stockholder at a shared address to which a single copy of this Information Statement was delivered, or deliver a single copy of this Information Statement and future stockholder communication documents to any stockholder or holders sharing an address to which multiple copies are now delivered, upon written or oral request to the following address:

4125 South 6000 West
West Valley City, Utah 84128
(801) 963-5112

Stockholders may also address future requests regarding delivery of information statements and/or annual reports by contacting the Company at the address listed above.

Information on Consenting Stockholders

Pursuant to the Company's Bylaws and the Nevada Revised Statutes, the amendment to our Articles of Incorporation (the "Amendment") must be approved by the vote of the holders of shares representing a majority of the voting power of the common stock. The Company's Articles of Incorporation do not authorize cumulative voting. As of the Record Date, the Company had 750,000,000 authorized shares of capital stock, of which _____ were issued and outstanding. The consenting stockholders, who consist of 35 current stockholders of the Company, are collectively the record and beneficial owners of 344,945,599 shares, which represented 52.61% of the 655,716,326 issued and outstanding shares of the Company's outstanding capital stock as of January 1, 2007. Pursuant to Chapter 78.325 of the Nevada Revised Statutes, the consenting stockholders voted in favor of the actions described by written consent, dated as of January 1, 2007. The actions taken by the Company's Board of Directors and the consenting stockholders will become effective on [March ____], 2007, twenty business days from the mailing of this Information Statement to the stockholders of record on the Record Date. No consideration was paid to the consenting stockholders to obtain their written consent to these actions.

-2-

DISSENTERS' RIGHTS OF APPRAISAL

No action was taken in connection with the proposal by the Company's Board of

Edgar Filing: CIRTRAN CORP - Form PRE 14C

Directors or the consenting stockholders for which Nevada law, our Articles of Incorporation or our Bylaws provide a right of a stockholder to dissent and obtain appraisal of or payment for such stockholder's shares.

VOTING SECURITIES

As of the Record Date, we had _____ shares of Common Stock issued and outstanding, which is the only class of voting securities that would be entitled to vote at a stockholders' meeting if one were to be held. Each share of Common Stock is entitled to one vote.

RECORD DATE

The close of business on Monday, [February 5], 2007, was fixed as the record date for determining the shareholders entitled to notice of the action taken by shareholder resolution. As of the record date there were _____ shares of the Company's common stock outstanding and entitled to vote, held by _____ holders of record. For a description of the principal holders of such stock, see "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT" below.

This Information Statement and the enclosed Proxy are being furnished to shareholders on or about February __, 2007. Under applicable law, shareholder approval of the increase in authorized capital will become effective on March __, 2007, which is at least twenty days after the date this Information Statement is first sent to shareholders.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY. WE ARE NOT ASKING YOU FOR YOUR SIGNATURE TO ANY WRITTEN CONSENT RESOLUTIONS OF SHAREHOLDERS. YOU ARE REQUESTED NOT TO SEND US ANY DOCUMENT IN RESPONSE TO THIS MAILING.

-3-

INCREASE IN AUTHORIZED CAPITAL

As of January 1, 2007, the first paragraph of Article IV of the Company's Articles of Incorporation, as amended to date, read:

"FOUR: The aggregate number of shares which this Corporation shall have authority to issue is 750,000,000 Common Shares having a par value of \$0.001 per share. Each share of stock

Edgar Filing: CIRTRAN CORP - Form PRE 14C

shall entitle the holder thereof to one (1) vote on each matter submitted to a vote at a meeting of the shareholders. All stock of the Corporation shall be of the same class and shall have the same rights and preferences. The capital stock of the Corporation shall be issued as fully paid, and the private property of the shareholders shall not be liable for the debts, obligations or liabilities of the Corporation. Fully paid stock of this Corporation shall not be liable to any further call of assessment. On May 19, 2000, the shareholders of the Corporation approved a one for three thousand (3,000) reverse stock split of the issued and outstanding shares of the Corporation.

The Company's Board of Directors has approved the adoption of, and has received the approval from the holders of 52.61% of the Company's issued and outstanding common stock as of the January 1, 2007, to adopt, an amendment to Article Four of the Company's certificate of incorporation that would increase the number of shares of common stock that the Company is authorized to issue from 750,000,000 shares to 1,500,000,000 shares. The new first paragraph of Article IV of the Certificate of Incorporation, as amended, will read as follows:

ARTICLE IV CAPITALIZATION

The aggregate number of shares which this Corporation shall have authority to issue is 1,500,000,000 Common Shares having a par value of \$0.001 per share. Each share of stock shall entitle the holder thereof to one (1) vote on each matter submitted to a vote at a meeting of the shareholders. All stock of the Corporation shall be of the same class and shall have the same rights and preferences. The capital stock of the Corporation shall be issued as fully paid, and the private property of the shareholders shall not be liable for the debts, obligations or liabilities of the Corporation. Fully paid stock of this Corporation shall not be liable to any further call of assessment. Effective as of the time at which this Certificate of Amendment to Articles of Incorporation (the "Amended Articles") becomes effective (the "Effective Date"), all outstanding shares of common stock of the Corporation automatically shall be subdivided at the rate of 1.20 shares for one share (the "Forward Split") without the necessity of any further action on the part of the holders thereof or the Corporation, provided, however, that the Corporation shall, through its transfer agent and as necessary, exchange certificates representing common stock outstanding immediately prior to the Effective Date of the Forward Split (the "Existing Common") into new certificates representing the appropriate number of shares of common stock resulting from the subdivision ("New Common").

Except for this change, the amendment would not affect any other provision of the Articles of Incorporation. The text of the proposed amendment to amend Article IV to the Articles of Incorporation is attached to this Information Statement as Exhibit 1 and is incorporated herein by reference.

Background of the Proposed Amendment

Increase in Authorized Capital

As of January 1, 2007, we were authorized, pursuant to our Articles of

Edgar Filing: CIRTRAN CORP - Form PRE 14C

Incorporation, as amended to date, to issue up to 750,000,000 shares of our common stock, and there were 655,716,326 shares of the Company's Common Stock issued and outstanding. Additionally, as of the Record Date, the Company had the following obligations to reserve or issue shares of its common stock:

-4-

The Highgate Convertible Debenture Transaction

On May 26, 2005, we entered into a securities purchase agreement (the "Purchase Agreement") with Highgate House Funds, Ltd., a Cayman Island exempted company ("Highgate"), relating to the issuance by us of a 5% Secured Convertible Debenture, due December 31, 2007, in the aggregate principal amount of \$3,750,000 (the "Highgate Debenture").

In connection with the purchase of the Highgate Debenture, we used \$2,265,000 to repay two promissory notes to Cornell Capital Partners, LP ("Cornell"), one in the amount of \$1,700,000, and the other in the amount of \$565,000. Highgate and Cornell have the same general partner, Yorkville Advisors, but have different portfolio managers.

We also paid a commitment fee of \$240,765, a structuring fee of \$10,000 to Highgate, and legal fees of \$5,668. As such, of the total purchase amount of \$3,750,000, the net proceeds to us were \$1,228,567, which we received following the closing of the issuance of the Highgate Debenture. We used these proceeds for general corporate and working capital purposes.

The Highgate Debenture bears interest at a rate of 5%. Highgate is entitled to convert, at its option, all or part of the principal amount owing under the Highgate Debenture into shares of our common stock at a conversion price equal to the lesser of (a) \$0.10 per share, or (b) an amount equal to the lowest closing bid price of the Common Stock as listed on the OTC Bulletin Board, as quoted by Bloomberg L.P. for the twenty (20) trading days immediately preceding the conversion date. Except as otherwise set forth in the Highgate Debenture, Highgate's right to convert principal amounts owing under the Highgate Debenture into shares of our common stock is limited as follows:

1. Highgate may convert up to \$250,000 worth of the principal amount plus accrued interest of the Highgate Debenture in any consecutive 30-day period when the market price of our stock is \$0.10 per share or less at the time of conversion;
2. Highgate may convert up to \$500,000 worth of the principal amount plus accrued interest of the Highgate Debenture in any consecutive 30-day period when the price of our stock is greater than \$0.10 per share at the time of conversion, provided, however, that Highgate may convert in excess of the foregoing amounts if we and Highgate mutually agree; and
3. Upon the occurrence of an event of default (as defined in the Highgate Debenture), Highgate may, in its sole discretion, accelerate full repayment of all debentures outstanding and accrued interest thereon or may, notwithstanding any limitations contained in the Highgate Debenture and/or the Purchase Agreement, convert the Highgate Debenture and accrued interest thereon into shares of our common stock pursuant to the Highgate Debenture.

Pursuant to the Highgate Debenture, interest is to be paid at the time of

Edgar Filing: CIRTRAN CORP - Form PRE 14C

maturity or conversion. We may, at our option, pay accrued interest in cash or in shares of common stock. If paid in stock, the conversion price shall be the closing bid price of the common stock on either (i) the date the interest payment is due; or (ii) if the interest payment is not made when due, the date on which the interest payment is made.

As noted above, assuming a hypothetical conversion of the \$2,650,000 remaining as of January 29, 2007, at a hypothetical conversion price of \$0.02 per share, we would need to issue 132,500,000 shares of our common stock to Highgate. Please note that if the conversion price changes, the number of shares issuable on conversion also changes. We have included a table below with examples of the number of shares issuable at various conversion prices.

The 2005 Cornell Convertible Debenture Transaction

On December 30, 2005, we entered into a securities purchase agreement (the "Cornell Purchase Agreement") with Cornell Capital Partners, a Delaware

-5-

limited partnership ("Cornell Capital"), relating to the issuance by us of a 5% Secured Convertible Debenture, due July 30, 2008, in the aggregate principal amount of \$1,500,000 (the "Cornell Debenture").

We also paid a commitment fee of \$120,000, and a structuring fee of \$10,000 to Cornell Capital. As such, of the total purchase amount of \$1,500,000, the net proceeds to us were \$1,370,000.

The Cornell Debenture bears interest at a rate of 5%. Cornell Capital is entitled to convert, at its option, all or part of the principal amount owing under the Debenture into shares of the Company's common stock at a conversion price equal one hundred percent (100%) of the lowest closing bid price of the Common Stock as listed on the OTC Bulletin Board, as quoted by Bloomberg L.P. for the twenty (20) trading days immediately preceding the Conversion Date, subject to certain restrictions and limitations set forth in the Cornell Debenture.

Under the terms of the Cornell Debenture, except upon an event of default as defined in the Cornell Debenture, Cornell Capital may not convert the Cornell Debenture for a number of shares of common stock in excess of that number of shares of common stock which, upon giving effect to such conversion, would cause the aggregate number of shares of Common Stock beneficially owned by Cornell Capital and its affiliates to exceed 4.99% of the outstanding shares of the common stock following such conversion.

Pursuant to the Cornell Debenture, interest is to be paid at the time of maturity or conversion. We may, at our option, pay accrued interest in cash or in shares of our common stock. If paid in stock, the conversion price shall be the closing bid price of the common stock on either (i) the date the interest payment is due; or (ii) if the interest payment is not made when due, the date on which the interest payment is made.

In connection with the Cornell Purchase Agreement, we also agreed to grant to Cornell Capital warrants (the "Cornell Warrants") to purchase up to an additional 10,000,000 shares of our common stock. The Cornell Warrants have an exercise price of \$0.09 per share, and expire three years from the date of issuance. The Cornell Warrants also provide for cashless exercise if at the time of exercise there is not an effective registration statement or if an event of default has occurred.

Edgar Filing: CIRTRAN CORP - Form PRE 14C

As noted above, assuming a hypothetical conversion of the \$1,500,000 remaining as of January 29, 2007, at a hypothetical conversion price of \$0.02 per share, we would need to issue 75,000,000 shares of our common stock to Cornell. Please note that if the conversion price changes, the number of shares issuable on conversion also changes. We have included a table below with examples of the number of shares issuable at various conversion prices.

The 2006 Cornell Convertible Debenture Transaction

On August 23, 2006, we entered into a securities purchase agreement (the "2006 Cornell Purchase Agreement") with Cornell relating to the issuance by us of another 5% Secured Convertible Debenture, due April 23, 2009, in the aggregate principal amount of \$1,500,000 (the "2006 Cornell Debenture").

We also paid a commitment fee of \$120,000, and a structuring fee of \$15,000 to Cornell. As such, of the total purchase amount of \$1,500,000, the net proceeds to us were \$1,365,000.

The 2006 Cornell Debenture bears interest at a rate of 5%. Cornell is entitled to convert, at its option, all or part of the principal amount owing under the 2006 Cornell Debenture into shares of the Company's common stock at a conversion price equal one hundred percent (100%) of the lowest closing bid price of the Common Stock as listed on the OTC Bulletin Board, as quoted by Bloomberg L.P. for the twenty (20) trading days immediately preceding the Conversion Date, subject to certain restrictions and limitations set forth in the 2006 Cornell Debenture.

Under the terms of the 2006 Cornell Debenture, except upon an event of default as defined in the 2006 Cornell Debenture, Cornell may not convert the Cornell Debenture for a number of shares of common stock in excess of that

-6-

number of shares of common stock which, upon giving effect to such conversion, would cause the aggregate number of shares of Common Stock beneficially owned by Cornell and its affiliates to exceed 4.99% of the outstanding shares of the common stock following such conversion.

Pursuant to the 2006 Cornell Debenture, interest is to be paid at the time of maturity or conversion. We may, at our option, pay accrued interest in cash or in shares of our common stock. If paid in stock, the conversion price shall be the closing bid price of the common stock on either (i) the date the interest payment is due; or (ii) if the interest payment is not made when due, the date on which the interest payment is made.

In connection with the 2006 Cornell Purchase Agreement, we also agreed to grant to Cornell warrants (the "2006 Cornell Warrants") to purchase up to an additional 15,000,000 shares of our common stock. The 2006 Cornell Warrants have an exercise price of \$0.06 per share, and expire three years from the date of issuance. The 2006 Cornell Warrants also provide for cashless exercise if at the time of exercise there is not an effective registration statement or if an event of default has occurred.

As noted above, assuming a hypothetical conversion of the \$1,500,000 remaining under the 2006 Cornell Debenture, as of January 29, 2007, at a hypothetical conversion price of \$0.02 per share, we would need to issue 75,000,000 shares of our common stock to Cornell. Please note that if the conversion price changes, the number of shares issuable on conversion also

Edgar Filing: CIRTRAN CORP - Form PRE 14C

changes. The Cornell Debenture (issued in December 2005) and the 2006 Cornell Debenture are referred to collectively as the "Cornell Debentures."

We have included a table below with examples of the number of shares issuable at various conversion prices.

Highgate and Cornell have the same general partner, Yorkville Advisors, but have different portfolio managers. Additionally, the escrow agent appointed in connection with the purchase and sale of both the Cornell debenture transactions and the Highgate debenture transaction is David Gonzalez, who is an officer of Cornell.

A chart showing the number of shares issuable upon hypothetical conversions of the Highgate Debenture and the Cornell Debentures at particular conversion prices is as follows:

Holders of CirTran common stock are subject to the risk of additional and substantial dilution to their interests as a result of the issuances of common stock in connection with the Convertible Debentures.

The following table describes the number of shares of common stock that would be issuable, assuming that the full principal amount of the Cornell Debentures and the Highgate Debentures (collectively, the "Convertible Debentures"), excluding any interest accrued, was converted into shares of our common stock, irrespective of the availability of registered shares and any conversion limitations contained in the Convertible Debentures, and further assuming that the applicable conversion or exercise prices at the time of such conversion or exercise were the following amounts:

| Hypothetical Conversion Price | Shares Issuable Upon Conversion of \$2,650,000 Principal Amount of Convertible Debenture by Highgate House Funds, Ltd. | Shares Issuable Upon Conversion of \$3,000,000 Principal Amount of Convertible Debentures by Cornell Capital Partners | Total Shares Issuable in Connection with Conversion of Aggregate Principal Amount of Convertible Debentures |
|-------------------------------|--|---|---|
| \$0.01 | 265,000,000 | 300,000,000 | 565,000,000 |
| \$0.02 | 132,500,000 | 150,000,000 | 282,500,000 |
| \$0.03 | 88,333,333 | 100,000,000 | 183,333,333 |
| \$0.04 | 66,250,000 | 75,000,000 | 141,250,000 |
| \$0.05 | 53,000,000 | 60,000,000 | 113,000,000 |
| \$0.10 | 26,500,000 | 30,000,000 | 56,500,000 |

Given the formula for calculating the shares to be issued in connection with

Edgar Filing: CIRTRAN CORP - Form PRE 14C

conversions of the Convertible Debentures, there effectively is no limitation on the number of shares of common stock which may be issued in connection with conversions of the Convertible Debentures, except for the number of shares registered under prospectuses and related registration statements. As such, holders of our common stock may experience substantial dilution of their interests to the extent that Highgate and/or Cornell converts amounts under the Convertible Debentures.

Although we have entered into an agreement with Cornell wherein Cornell agreed that it would not convert any of the principal or interest on the Cornell Debentures or exercise any of the Warrants granted to Cornell until we had taken the steps necessary to increase our authorized capital, if we are successful in increasing our authorized capital, Cornell will be able to convert the Cornell Debentures pursuant to its terms, which could result in the dilution described above.

ANAHOP Private Placement Transactions

On May 24, 2006, we closed a private placement of shares of our common stock and warrants (the "May Private Offering"). Pursuant to a securities purchase agreement (the "Agreement"), we sold Fourteen Million, Two Hundred Eighty-five Thousand, Seven Hundred Fifteen (14,285,715) shares of our Common Stock (the "Shares") to ANAHOP, Inc., a California corporation ("ANAHOP"). The consideration paid for the Shares was One Million Dollars (\$1,000,000). There were no underwriting discounts. In addition to the Shares, we issued warrants (the "May Warrants") to designees of ANAHOP as follows:

- A warrant to purchase up to 10,000,000 shares, with an exercise price of \$0.15 per share, exercisable upon the date of issuance, to Albert Hagar.
- A warrant to purchase up to 5,000,000 shares, with an exercise price of \$0.15 per share, exercisable upon the date of issuance, to Fadi Nora.
- A warrant to purchase up to 5,000,000 shares, with an exercise price of \$0.25 per share, exercisable upon the date of issuance, to Fadi Nora.
- A warrant to purchase up to 10,000,000 shares, with an exercise price of \$0.50 per share, to Albert Hagar.

The May Warrants have exercise prices ranging from \$0.15 to \$0.50 as noted above, and are exercisable as of the date of issuance and through and including the date which is five years following the date on which our Common Stock is listed for trading on either the Nasdaq Small Cap Market, the Nasdaq Capital Market, the American Stock Exchange, or the New York Stock Exchange (the "Expiration Date").

On June 30, 2006, we closed a second private placement of shares of our common stock and warrants (the "June Private Offering"). Pursuant to a securities purchase agreement (the "June Agreement"), the Company agreed to sell Twenty-Eight Million, Five Hundred Seventy-One Thousand, Four Hundred Twenty-Eight (28,571,428) shares of its Common Stock (the "June Shares") to ANAHOP. The total consideration to be paid for the Shares will be Two Million Dollars (\$2,000,000) if all tranches of the sale close.

Pursuant to the Agreement, ANAHOP agreed to pay Three Hundred Thousand Dollars (\$300,000) at the time of closing, and an additional Two Hundred Thousand Dollars (\$200,000) within 30 days of the closing. (The payments of \$300,000 and \$200,000 are referred to collectively as the "First Tranche Payment.") Upon the receipt of the First Tranche Payment, we agreed to issue a

Edgar Filing: CIRTRAN CORP - Form PRE 14C

certificate or certificates to the Purchaser representing 7,142,857 of the Shares. The 7,142,857 shares were issued in July 2006.

The remaining \$1,500,000 is to be paid by ANAHOP as follows:

- (i) No later than thirty calendar days following the date on which any class of our capital stock is first listed for trading on either the Nasdaq Small Cap

-8-

Market, the Nasdaq Capital Market, the American Stock Exchange, or the New York Stock Exchange, ANAHOP agreed to pay an additional \$500,000 to us; and

- (ii) No later than sixty calendar days following the date on which any class of our capital stock is first listed for trading on either the Nasdaq Small Cap Market, the Nasdaq Capital Market, the American Stock Exchange, or the New York Stock Exchange, ANAHOP agreed to pay an additional \$1,000,000 to us. (The payments of \$500,000 and \$1,000,000 are referred to collectively as the "Second Tranche Payment.")

Upon receipt by us of the Second Tranche Payment, we agreed to issue a certificate or certificates to ANAHOP representing the remaining 21,428,571 Shares. Additionally, once we have received the Second Tranche Payment, we agreed to issue warrants (the "June Warrants") to designees of the Purchaser as follows:

- A warrant to purchase up to 20,000,000 shares, with an exercise price of \$0.15 per share, exercisable upon the date of issuance, to Albert Hagar.
- A warrant to purchase up to 10,000,000 shares, with an exercise price of \$0.15 per share, to Fadi Nora.
- A warrant to purchase up to 10,000,000 shares, with an exercise price of \$0.25 per share, exercisable upon the date of issuance, to Fadi Nora.
- A warrant to purchase up to 23,000,000 shares, with an exercise price of \$0.50 per share, exercisable upon the date of issuance, to Albert Hagar.

The June Warrants have exercise prices ranging from \$0.15 to \$0.50 as noted above, and are exercisable as of the date of issuance and through and including the later of (1) the fifth anniversary of the date of the June Warrant or (2) the fifth anniversary of the date on which our Common Stock is first listed for trading on either the Nasdaq Small Cap Market, the Nasdaq Capital Market, the American Stock Exchange, or the New York Stock Exchange (the "Expiration Date").

Warrants

The 110,000,000 Warrants which the Company had outstanding as of the Record Date, consisted of:

- 30,000,000 May Warrants issued in connection with the May

Edgar Filing: CIRTRAN CORP - Form PRE 14C

Private Offering;

- 63,000,000 June Warrants issued in connection with the June Private Offering;
- 10,000,000 Warrants issued to Cornell in connection with the Cornell Debenture; and
- 7,000,000 Warrants held by other holders.

There is no guarantee that any or all of these warrants will be exercised, or that we will be required to issue any shares of common stock in connection with these warrants. However, until such time as the warrants listed above have expired, we will continue to reserve shares for issuance in connection with the warrants.

Options

We also have outstanding options to purchase up to 11,250,500 shares of our common stock, held by various holders. As with the warrants, there is no guarantee that any or all of these options will be exercised, or that we will be required to issue any shares of common stock in connection with these options. However, until such time as these options have expired, we will continue to reserve shares for issuance in connection with the options.

-9-

We do not have any lock-down or other agreements with the option holders regarding the non-exercise of these options.

In summary, and assuming a hypothetical conversion of the Convertible Debentures at the market price as of the Record Date, which was approximately [\$0.02], the Company has the obligation or anticipation of issuing the following shares:

| | |
|------------------------------|-------------|
| ----- | ----- |
| Convertible Debentures | 282,500,000 |
| ----- | ----- |
| Warrants | 110,000,000 |
| ----- | ----- |
| ANAHOP Second Tranche Shares | 21,428,571 |
| ----- | ----- |
| Options | 11,250,000 |
| ----- | ----- |
| TOTAL | 425,178,571 |
| ----- | ----- |

In light of the Company's current authorized capital, and in light of the share obligations listed in the table above, Management believes that the proposed amendment to increase the Company's authorized capital would benefit the Company by:

- enabling the Company to meet its obligations set forth above;
- allowing the Board of Directors to issue additional equity securities to raise additional capital;
- allowing the Board of Directors to pursue strategic investment

Edgar Filing: CIRTRAN CORP - Form PRE 14C

- and technology partners;
- allowing the Board of Directors to facilitate possible future acquisitions; and
- allowing the Company to provide stock-related employee benefits.

As of the date of the Information Statement, the Company's primary source of financing has been private sales of Common Stock or other equity securities, such as the prior equity line of credit and the ANAHOP private transaction, as well as debt securities convertible into Common Stock, such as the current Convertible Debentures. To facilitate additional similar financing transactions, the authorized capital of the Company will need to be increased pursuant to a shareholder-approved amendment to the certificate of incorporation.

As of the date of this Information Statement, and other than the Company's existing obligations and commitments to reserve and issue shares as described herein, the Company did not have any plans, arrangements, commitments, or understandings for the issuance of additional shares of the common stock which are proposed to be authorized. Nevertheless, the Board of Directors believes that the increase in the Company's authorized capital is necessary both to meet the Company's present commitments, and to facilitate additional future financing transactions should they become necessary.

For these reasons, the Company's Board of Directors has sought shareholder approval of the proposed amendment.

Depending upon the consideration per share received by the Company for any subsequent issuance of Common Stock, such issuance could have a dilutive effect on those shareholders who previously paid a higher consideration per share for their stock. Also, future issuances of Common Stock will increase the number of outstanding shares, thereby decreasing the percentage ownership in the Company (for voting, distributions and all other purposes) represented by existing shares of Common Stock. The availability for issuance of the additional shares of Common Stock may be viewed as having the effect of discouraging an unsolicited attempt by another person or entity to acquire control of the Company. Although the Board of Directors has no present intention of doing so, the Company's authorized but unissued Common Stock could be issued in one or more transactions that would make a takeover of the Company more difficult or costly, and therefore less likely. The Company is not aware of any person or entity who is seeking to acquire control of the Company. Holders of Common Stock do not have any preemptive rights to acquire any additional securities issued by the Company.

-10-

Forward Stock Split

The Company also received shareholder approval to effectuate a forward stock split (the "Stock Split") on a ratio of 1.20 new shares (the "New Shares") for each one share of the Company's common stock (the "Old Shares").

The Board of Directors has determined that it will be advantageous to the Company to have additional shares available and issued to the Company's current shareholders. Additionally, The Board has determined that share liquidity could be enhanced by having additional shares held by the Company's shareholders. Moreover, the Company feels that the Stock Split likely would be beneficial to the Company's shareholders.

Edgar Filing: CIRTRAN CORP - Form PRE 14C

EFFECTIVE DATE

The amendment to our Articles of Incorporation, as amended to date, to increase in our authorized capital from 750,000,000 shares of common stock to 1,500,000,000 shares of common stock, has been approved by shareholders holding sufficient shares to authorize such amendment. The Articles of Amendment will become effective upon filing the Articles of Amendment with the Nevada Secretary of State. Under federal securities laws, we cannot file the Articles of Amendment until at least 20 days after mailing this Information Statement. We anticipate that we will file the Articles of Amendment on March __, 2007, which is at least twenty days following our mailing of this Information Statement to our shareholders of record as of February 5, 2007, the Record Date.

The shareholders of record of the Company's common stock as of March __, 2007, will receive the benefit of the Stock Split. As soon as practicable after the Effective Date of the Articles of Amendment, the Company's stockholders as of March __, 2007, will be notified that the Stock Split has been effected. The Company expects that its transfer agent, Interwest Transfer Company, will act as exchange agent for purposes of implementing the exchange of stock certificates. Holders of Old Shares will be asked to surrender to the exchange agent certificates representing Old Shares in exchange for certificates representing New Shares in accordance with the procedures to be set forth in the letter of transmittal the Company sends to its stockholders. No new certificates will be issued to a stockholder until such stockholder has surrendered such stockholder's outstanding certificate(s), together with the properly completed and executed letter of transmittal, to the exchange agent. Any Old Shares submitted for transfer, whether pursuant to a sale, other disposition or otherwise, will automatically be exchanged for New Shares. STOCKHOLDERS SHOULD NOT DESTROY ANY STOCK CERTIFICATES AND SHOULD NOT SUBMIT ANY CERTIFICATES UNTIL REQUESTED TO DO SO.

NO DISSENTERS' OR APPRAISAL RIGHTS

There is no provision in the Nevada Revised Statutes or in our Articles of Incorporation, as amended to date, which provides our stockholders with dissenters' rights or appraisal rights to demand payment in cash for their shares of common stock in connection with the implementation of the proposal to amend our Articles of Incorporation to increase our authorized capital stock or to effectuate the Stock Split.

CONSENT REQUIRED

Pursuant to Sections 78.207 and 78.390 of the Nevada Revised Statutes, we may amend our Articles of Incorporation and increase our authorized capital upon the approval by the holders of a majority of the voting power of our common stock. As of January 1, 2007, there were 655,716,326, shares of our common stock issued and outstanding. We received approval from the holders of an aggregate of 344,945,599 shares of our common stock, or 52.61% of our issued and outstanding common stock as of January 1, 2007. As such, we received the approval of holders of sufficient shares to adopt the amendment to our Articles of Incorporation to increase our authorized capital.

-11-

Pursuant to Section 78.320 of the Nevada Revised Statutes, we were entitled to take this action by written consent of our shareholders rather than through holding an annual or special meeting of shareholders. Pursuant to that section and to the federal securities laws, we are required to provide you

Edgar Filing: CIRTRAN CORP - Form PRE 14C

notice of the corporate action taken prior to its effectiveness, as discussed above under the heading "Effective Date."

WE ARE NOT ASKING YOU FOR A PROXY
AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

INFORMATION ABOUT CIRTRAN CORPORATION

The following sets forth the names, ages and positions of our directors and officers and the officers of our operating subsidiaries, CirTran Corporation (Utah) and CirTran Asia, along with their dates of service in such capacities.

| Name | Age | Positions |
|--------------------|-----|---|
| Iehab J. Hawatmeh | 39 | President, Chief Executive Officer, Chief Financial Officer, Secretary and Director of CirTran Corporation; President of CirTran Corporation (Utah). Served since July 2000. |
| Trevor Saliba | 32 | Director since June 2001. Senior Vice-President, Sales and Marketing. Served since January 2002. |
| Shaher Hawatmeh | 41 | Chief Operating Officer Served since June 2004 |
| Charles Ho | 51 | President, CirTran-Asia Served since June 2004 |
| Richard T. Ferrone | 58 | Chief Financial Officer Served since May 2006 |

Iehab J. Hawatmeh, MBA
Chairman, President & CEO

Mr. Iehab Hawatmeh founded CirTran Corporation in 1993 and has been its Chairman, President and CEO since its inception. Mr. Hawatmeh oversees all daily operation including financial, technical, operational and sales functions for the Company. Under Mr. Hawatmeh's direction, the Company has seen its annual sales exceed \$20 million, its employment exceed 360 and completed two strategic acquisitions. Prior to forming the Company, Mr. Hawatmeh was the Processing Engineering Manager for Tandy Corporation overseeing the company's entire contract manufacturing printed circuit board assembly division. In addition, Mr. Hawatmeh was responsible for developing and implementing Tandy's facility Quality Control and Processing Plan model which is used by CirTran today. Mr. Hawatmeh received his Master's of Business Administration from University of Phoenix and his Bachelor's of Science in Electrical and Computer Engineering from Brigham Young University. Iehab and Shaher Hawatmeh are brothers.

Trevor M. Saliba, MS
Senior Vice President,
Worldwide Business Development

Edgar Filing: CIRTRAN CORP - Form PRE 14C

Mr. Saliba is responsible for sales and marketing activities worldwide and is responsible for overseeing all worldwide business development strategies for the Company. Mr. Saliba was elected to the Board of Directors in 2001. From 1997 - 2001 he was President and CEO of Saliba Corp., a privately held contracting firm he founded. From 1995-1997 he was an Associate with Morgan Stanley. From 1992 - 1995 he was Vice President of Sales and Marketing for SNJ Industries. Mr. Saliba holds a Bachelors Degree in Business Administration and a Masters Degree in Finance from La Salle University and has completed an Advanced Graduate Program in Engineering and Management at the University of California, Berkeley.

In June 2002 Mr. Saliba filed for personal bankruptcy in the U.S. Bankruptcy Court in Los Angeles, California, which has not yet been discharged. The bankruptcy was unrelated to Mr. Saliba's involvement in CirTran.

Shaher Hawatmeh
Chief Operating Officer

Mr. Shaher Hawatmeh joined the Company in 1993 as its Controller shortly after its founding. Today, Mr. Hawatmeh directly oversees all daily manufacturing production, customer service, budgeting and forecasting for the Company. Following the companies acquisition of Pro Cable Manufacturing in 1996, Mr. Hawatmeh directly managed the entire Company, supervising all operations for approximately two years and successfully oversaw the integration of this new division into the Company. Prior to joining CirTran, Mr. Hawatmeh worked for the Utah State Tax Commission. Mr. Hawatmeh earned his Master's of Business Administration with an emphasis in Finance from the University of Phoenix and his Bachelor's of Science in Business Administration and a Minor in Accounting. Iehab and Shaher Hawatmeh are brothers.

Charles Ho
President, CirTran-Asia

Mr. Ho, who became the President of our CirTran-Asia division on June 15, 2004, served for six years as the chairman of Meicer Semiconductor Co., Ltd., one of the leading semiconductor manufacturers located in China, and was a co-founder of two of the leading design and manufacturing firms of DVD and CD players: Lead Data Co., Ltd., and Media Group. Mr. Ho has served as CEO for Uking System Inc. since 1986 and is still holds that position. Mr. Ho has a Master of Business Administration Degree from the University of South Australia and Bachelor of Science degree in Industrial Design from National Taipei University of Technology.

Richard T. Ferrone
Chief Financial Officer

Prior to joining the Company, Mr. Ferrone had headed his own accounting firm, Ferrone & Associates, which he established in Salt Lake City in 1994. Previously, he was vice president and CFO for then-publicly-held GCI Industries, Inc./Golf Card International for seven years, and served as CFO of Huntsman, Christensen Real Estate & Development Co. Mr. Ferrone had also served as vice president and chief financial officer for BSD Medical Corporation after he started his career with a regional CPA firm in Salt Lake City. Mr. Ferrone has a B.S. in Accounting from the University of Utah, where he also studied for a Master of Professional Accountancy with a tax emphasis.

At this time, the Company does not have an audit committee. The Company's Board of Directors acts as the Company's audit committee. Similarly, the Company's Board of Directors has determined that the Company does not have an audit committee financial expert as defined under Securities and Exchange Commission rules.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Edgar Filing: CIRTRAN CORP - Form PRE 14C

During June 2006 the president of the Company loaned the Company a net amount of \$110,837 which was recorded as a note payable to the lender.

During December 2005 the president of the Company loaned the Company \$95,806 which was recorded as a note payable to the lender. The proceeds of this

-13-

loan were used to fund on going operations of the Company. In January 2006, the Company made a payment to the lender which repaid the entire balance (\$95,806) of the loan.

As of December 31, 2001, Iehab Hawatmeh had loaned us a total of \$1,390,125. The loans were demand loans, bore interest at 10% per annum and were unsecured. Effective January 14, 2002, we entered into four substantially identical agreements with existing shareholders pursuant to which we issued an aggregate of 43,321,186 shares of restricted common stock at a price of \$0.075 per share for \$500,000 in cash and the cancellation of \$2,749,090 principal amount of our debt. Two of these agreements were with the Saliba Private Annuity Trust, one of our principal shareholders, and a related entity, the Saliba Living Trust. The Saliba trusts are also principals of Abacas Ventures, Inc., which entity purchased our line of credit in May 2000. Pursuant to the Saliba agreements, the trusts were issued a total of 26,654,520 shares of common stock in exchange for \$500,000 cash and the cancellation of \$1,499,090 of debt. We used the \$500,000 cash from the sale of the shares for working capital. As a result of this transaction, the percentage of our common stock owned by the Saliba Private Annuity Trust and the Saliba Living Trust increased from approximately 6.73% to approximately 17.76%. Mr. Trevor Saliba, one of our directors and officers, is a passive beneficiary of the Saliba Private Annuity Trust. Pursuant to the other two agreements made in January 2002, we issued an aggregate of 16,666,666 shares of restricted common stock at a price of \$0.075 per share in exchange for the cancellation of \$1,250,000 of notes payable by two shareholders, Mr. Iehab Hawatmeh (our president, a director and our principal shareholder) and Mr. Rajai Hawatmeh. Of these shares, 15,333,333 were issued to Iehab Hawatmeh in exchange for the cancellation of \$1,150,000 in debt. As a result of this transaction, the percentage of our common stock owned by Mr. Hawatmeh increased from 19.9% to approximately 22.18%.

In February 2000, prior to its acquisition of Vermillion Ventures, Inc., a public company, Circuit Technology, Inc., while still a private entity, redeemed 680,145 shares (as presently constituted) of common stock held by Raed Hawatmeh, who was a director of Circuit Technology, Inc. at that time, in exchange for \$80,000 of expenses paid on behalf of the director. No other stated or unstated rights, privileges, or agreements existed in conjunction with this redemption. This transaction was consistent with other transactions where shares were offered for cash.

In 1999, Circuit entered into an agreement with Cogent Capital Corp., or "Cogent," a financial consulting firm, whereby Cogent agreed to assist and provide consulting services to Circuit in connection with a possible merger or acquisition. Pursuant to the terms of this agreement, we issued 800,000 (pre-forward split) restricted shares (12,000,000 post-forward split shares) of our common stock to Cogent in July 2000 in connection with our acquisition of the assets and certain liabilities of Circuit. The principal of Cogent was appointed a director of Circuit after entering into the financial consulting agreement and resigned as a director prior to the acquisition of Circuit by Vermillion Ventures, Inc. on July 1, 2000.

Edgar Filing: CIRTRAN CORP - Form PRE 14C

Also, as of December 31, 2004 the company owed I&R Properties, LLC, the previous owner of our principal office and manufacturing facility for unpaid accrued rent and accrued interest. The Company settled with owed I&R Properties, LLC., on accrued rent and interest of \$400,000 by issuing 10,000,000 shares of unregistered common stock in March 2005.

Management believed at the time of each of these transactions and continues to believe that each of these transactions were as fair to the Company as could have been made with unaffiliated third parties.

Abacas Ventures

An explanation of the relationship between CirTran and Abacas Ventures, Inc., is as follows:

Two trusts, the Saliba Living Trust and the Saliba Private Annuity Trust (collectively, the "Saliba Trusts"), were investors in Circuit Technology, a Utah corporation and predecessor entity of the Company. The trustees of the trusts are Tom and Betty Saliba, and Tom Saliba, respectively. (Tom Saliba is the nephew of the grandfather of Trevor Saliba, one of the directors of CirTran.) In July 2000, CirTran Corporation merged with Circuit Technology. Through that merger, the Saliba Trusts became shareholders of CirTran. The Saliba Trusts are also two of the shareholders of an entity named Abacas Ventures, Inc. ("Abacas"). At the time of the merger, CirTran was in default on

-14-

several of its obligations, including an obligation to Imperial Bank. The Saliba Trusts, through Abacas, purchased the bank's claim against CirTran to protect their investment in CirTran. Since that time, Abacas has continued to settle debts of CirTran to improve Abacas's position and to take advantage of certain discounts that creditors of CirTran offered to settle their claims. On two occasions, the Abacas shareholders have agreed to convert outstanding debt owed by CirTran to Abacas into shares of CirTran common stock (discussed below). Abacas continues to work with the company to settle claims by creditors against CirTran, and, on occasion, to provide funding. There can be no assurance that Abacus will agree to convert its existing debt, or any debt it acquires in the future, into shares of CirTran, or that conversions will occur at a price and on terms that are favorable to CirTran. If Abacus and CirTran cannot agree on acceptable conversion terms, Abacus may demand payment of some or all of the debt. If CirTran does not have sufficient cash or credit facilities to pay the amount then due and owing by CirTran to Abacus, Abacus may exercise its rights as a senior secured lender and commence foreclosure or other proceedings against the assets of CirTran. Such actions by Abacus could have a material adverse effect upon CirTran and its ability to continue in business.

In January, 2002, the Company entered into an agreement with Abacas under which the Company issued an aggregate of 19,987,853 shares of common stock to four of Abacas's shareholders in exchange for cancellation by Abacas of an aggregate amount of \$1,499,090 in senior debt owed to the creditors by the Company. The shares were issued with an exchange price of \$0.075 per share, for the aggregate amount of \$1,500,000.

In December, 2002, the Company entered into an agreement with Abacas under which the Company issued an aggregate of 30,000,000 shares of common stock to four of Abacas's shareholders in exchange for cancellation by Abacas of an aggregate amount of \$1,500,000 in senior debt owed to the creditors by the Company. The shares were issued with an exchange price of \$0.05 per share, for the aggregate amount of \$1,500,000.

Edgar Filing: CIRTRAN CORP - Form PRE 14C

During 2002, the Company entered into a verbal bridge loan agreement with Abacas. This agreement allows the Company to request funds from Abacas to finance the build-up of inventory relating to specific sales. The loan bears interest at 24% and is payable on demand. There are no required monthly payments. During the years ended December 31, 2004 and 2003, the Company was advanced \$3,128,281 and \$350,000, respectively, and made cash payments of \$3,025,149 and \$875,000, respectively.

During the year ended December 31, 2004, Abacas completed negotiations with several vendors of the Company, whereby Abacas purchased various past due amounts for goods and services provided by vendors, as well as notes payable (see Note 6). The total of these obligations was \$1,263,713. The Company has recorded this transaction as a \$1,263,713 non-cash increase to the note payable owed to Abacas, pursuant to the terms of the Abacas agreement.

The total principal amount owed to Abacas between the note payable and the bridge loan was \$1,530,587 and \$163,742 as of December 31, 2004 and 2003, respectively. The total accrued interest owed to Abacas between the note payable and the bridge loan was \$430,828 and \$230,484 as of December 31, 2004 and 2003, respectively, and is included in accrued liabilities.

In March 2005, the shareholders of Abacas agreed to cancel \$2,050,000 of principal and accrued interest in return for the Company's issuing 51,250,000 shares of our restricted common stock to certain shareholders of Abacas. No registration rights were granted.

As of January 29, 2007, no further loans had been made to the Company from Abacas.

Compliance With Section 16(a) of the Exchange Act

Section 16(a) of the Securities Exchange Act of 1934 requires our officers and directors, and persons who beneficially own more than 10% of a registered class of our equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than 10% shareholders are required by regulation of the Securities and Exchange Commission to furnish us with copies of all Section 16(a) forms which they file. Based solely on its review of the copies of such forms furnished to us during the fiscal year ended December 31, 2005, we are aware of the following untimely filings:

-15-

Iehab Hawatmeh, Raed Hawatmeh, Trevor Saliba and Shaher Hawatmeh all filed untimely Forms 5.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the number and percentage of the 655,716,326 outstanding shares of our common stock which, according to the information supplied to us, were beneficially owned, as of January 1, 2007, by (i) each person who is currently a director, (ii) each executive officer, (iii) all current directors and executive officers as a group and (iv) each person who, to our knowledge, is the beneficial owner of more than 5% of our outstanding common stock.

Except as otherwise indicated, the persons named in the table have sole voting

Edgar Filing: CIRTRAN CORP - Form PRE 14C

and dispositive power with respect to all shares beneficially owned, subject to community property laws where applicable. Beneficial ownership is determined according to the rules of the Securities and Exchange Commission, and generally means that person has beneficial ownership of a security if he or she possesses sole or shared voting or investment power over that security. Each director, officer, or 5% or more shareholder, as the case may be, has furnished us information with respect to beneficial ownership. Except as otherwise indicated, we believe that the beneficial owners of the common stock listed below, based on the information each of them has given to us, have sole investment and voting power with respect to their shares, except where community property laws may apply.

| Name and Address | Relationship | Common Shares | Percent of Class |
|---|--|---------------|------------------|
| Saliba Private Annuity Trust (1) 115 S. Valley Street Burbank, CA 91505 | 5% Shareholder | 75,698,990 | 11.54% |
| Iehab J. Hawatmeh 4125 South 6000 West West Valley City, Utah 84128 | Director, Officer & 5% Shareholder | 60,000,000 | 9.15% |
| Raed Hawatmeh (3) 10989 Bluffside Drive Studio City, CA 91604 | Former Director | 24,000,000 | 3.63% |
| Trevor Saliba (2) 13848 Valleyheart Drive Sherman Oaks, CA 91423 | Director | 9,000,000 | 1.37% |
| Charles Ho 4125 South 6000 West West Valley City, Utah 84128 | Officer of Subsidiary of Company | 0 | 0.00% |
| Shaher Hawatmeh 4125 South 6000 West West Valley City, Utah 84128 | Chief Operating Officer | 1,000,000 | 0.15% |
| Richard T. Ferrone 4125 South 6000 West West Valley City, Utah 84128 | Chief Financial Officer | 0 | 0.00% |
| All Officers and Directors as a Group (4 persons) | | 70,000,000 | 10.68% |

Edgar Filing: CIRTRAN CORP - Form PRE 14C

(1) Includes 13,189,620 shares held by the Saliba Living Trust. Thomas L. Saliba and Betty R. Saliba are the trustees of The Saliba Living Trust and Thomas L. Saliba is the sole trustee of The Saliba Private Annuity Trust. These persons control the voting and investment decisions of the shares held by the respective trusts. Mr. Thomas L. Saliba is a nephew of the grandfather of Mr. Trevor Saliba, one of our directors and officers. Mr. Trevor Saliba is one of five passive beneficiaries of Saliba Private Annuity Trust and has no control over its operations or management. Mr. Saliba disclaims beneficial control over the shares indicated.

(2) Includes options to purchase up to 1,000,000 shares each that can be exercised anytime at exercise prices of \$0.027 per share.

(3) Includes options to purchase up to 6,250,000 shares that can be exercised anytime at exercise prices of \$0.02 - \$0.03 per share. Raed Hawatmeh resigned from the Company's Board of Directors on May 10, 2006.

BOARD OF DIRECTORS MEETINGS, COMMITTEES AND DIRECTOR COMPENSATION

The Company does not have standing audit, nominating, or compensation committees. Those functions are performed by the board of directors.

Please note: On February 1, 2007, Fadi Nora was appointed to the Company's Board of Directors.

The following table sets forth certain information regarding the annual and long-term compensation for services to us in all capacities for the prior fiscal years ended December 31, 2005, 2004, 2003 and 2002, of those persons who were either (i) the chief executive officer during the last completed fiscal year or (ii) one of the other four most highly compensated executive officers as of the end of the last completed fiscal year. The individuals named below received no other compensation of any type, other than as set out below, during the fiscal years indicated.

| Name and Principal Position | Year | Annual Compensation | | Long-Term Compensation Award | |
|--|------|---------------------|------------------------------|---------------------------------------|-------------------------|
| | | Salary (\$) | Bonus/ Commission (\$) | Restricted Stock Awards (\$) | Stock Options (#) |
| Iehab J. Hawatmeh President, Secretary, Treasurer and Director | 2005 | 225,000 | 114,219 | | 6,000,000 |
| | 2004 | 200,000 | - | - | 3,500,000 |
| | 2003 | 175,000 | - | - | 6,500,000 |
| | 2002 | 175,000 | - | - | 1,850,000 |
| Trevor M. Saliba Sr. Vice President and Director of CirTran Corporation | 2005 | 120,000 | 31,895 | | 5,000,000 |
| | 2004 | 108,000 | - | - | 4,250,000 |
| | 2003 | 127,000 | - | - | 3,000,000 |
| | 2002 | 118,000 | - | - | 500,000 |
| Raed S. Hawatmeh Director of CirTran Corporation | 2005 | - | - | - | 4,000,000 |
| | 2004 | - | - | - | 2,500,000 |
| | 2003 | - | - | - | 3,000,000 |
| | 2002 | - | - | - | 500,000 |

Edgar Filing: CIRTRAN CORP - Form PRE 14C

-17-

| | | | | | |
|---------------------------|------|---------|---------|---|-----------|
| Shaher Hawatmeh | 2005 | 150,000 | 30,000 | - | 2,000,000 |
| Chief Operating Officer | 2004 | 140,000 | - | - | 4,700,000 |
| | 2003 | 130,000 | - | - | 8,400,000 |
| | 2002 | 130,000 | - | - | 2,500,000 |
| Charles Ho | 2005 | | 460,126 | | 500,000 |
| President of CirTran Asia | 2004 | - | 157,389 | - | - |
| | 2003 | - | - | - | - |
| | 2002 | - | - | - | - |

Option/SAR Grants in the Year Ended December 31, 2005

| Name | Number of Securities Underlying Options/SARs Granted (#) | % of Total Options Granted to Employees in Fiscal Year | Exercise or Base Price (\$/Sh) | Expiration Date |
|-----------------|--|--|--------------------------------|-----------------|
| Iehab Hawatmeh | 6,000,000 | 30.00% | \$0.022 - \$0.027 | Jan - Dec 2010 |
| Trevor Saliba | 5,000,000 | 25.00% | \$0.022 - \$0.027 | Jan - Dec 2010 |
| Raed Hawatmeh | 4,000,000 | 20.00% | \$0.022 - \$0.027 | Jan - Dec 2010 |
| Shaher Hawatmeh | 2,000,000 | 10.00% | \$0.023 - \$0.027 | Jan - Dec 2010 |
| Charles Ho | 500,000 | 2.00% | \$0.06 | Jan 2006 |

Option/SAR Grants in the Year Ended December 31, 2004

| Name | Number of Securities Underlying Options/SARs Granted (#) | % of Total Options Granted to Employees in Fiscal Year | Exercise or Base Price (\$/Sh) | Expiration Date |
|-----------------|--|--|--------------------------------|-----------------|
| Iehab Hawatmeh | 3,500,000 | 14.58% | \$0.015 - \$0.03 | Jan - Dec 2009 |
| Trevor Saliba | 4,250,000 | 17.71% | \$0.015 - \$0.03 | Jan - Dec 2009 |
| Raed Hawatmeh | 3,500,000 | 14.58% | \$0.015 - \$0.03 | Jan - Dec 2009 |
| Shaher Hawatmeh | 4,700,000 | 19.58% | \$0.01 - \$0.03 | Jan - Dec 2009 |

Aggregated Option/SAR Exercises in the Year Ended December 31, 2005 and December 31, 2004 Option/SAR Values

Edgar Filing: CIRTRAN CORP - Form PRE 14C

| Name | Shares Acquired on Exercise (#) | Value Realized (\$) | Number of Securities Underlying Unexercised Options/SARs at FY End (#) Exercisable/Unexercisable | Value of Unexercised In-the-Money Options/SARs at FY-End (\$) Exercisable/Unexercisable |
|-----------------|---------------------------------|---------------------|--|---|
| Iehab Hawatmeh | 8,000,000 | \$198,000 | - | \$ - |
| Trevor Saliba | 4,000,000 | \$100,000 | 3,000,000/0 | \$ 71,000/0 |
| Raed Hawatmeh | 3,000,000 | \$ 73,000 | 5,250,000/0 | \$123,500/0 |
| Shaher Hawatmeh | 1,000,000 | \$ 23,000 | 2,000,000/0 | - |
| Charles Ho | - | - | 500,000/0 | - |

-18-

Aggregated Option/SAR Exercises in the Year Ended December 31, 2005 and December 31, 2004 Option/SAR Values

| Name | Shares Acquired on Exercise (#) | Value Realized (\$) | Number of Securities Underlying Unexercised Options/SARs at FY End (#) Exercisable/Unexercisable | Value of Unexercised In-the-Money Options/SARs at FY-End (\$) Exercisable/Unexercisable |
|-----------------|---------------------------------|---------------------|--|---|
| Iehab Hawatmeh | 1,500,000 | \$ 33,750 | - | \$ - |
| Trevor Saliba | 2,250,000 | \$ 56,250 | - | \$ - |
| Raed Hawatmeh | 750,000 | \$ 11,250 | 2,250,000/0 | \$ 52,500/0 |
| Shaher Hawatmeh | 3,700,000 | \$ 56,000 | 1,000,000/0 | \$ - |

Options issuable in connection with Manufacturing Agreement -- On June 10, 2004, we entered into an exclusive manufacturing agreement with certain Developers, including Charles Ho, the President of CirTran-Asia. Under the terms of the agreement, we, through our wholly owned subsidiary CirTran-Asia, have the exclusive right to manufacture certain products developed by the Developers or any of their affiliates. In connection with this agreement, we identified seven products, in connection with which we agreed to issue options to purchase shares common stock to the Developers upon the sale, shipment and payment for specified amounts of units of a the identified products, as set forth below. The options will be exercisable at \$0.06 per share, vest on the grant date and expire one year after issuance. The schedule of units and potential options that will be issued follows:

Edgar Filing: CIRTRAN CORP - Form PRE 14C

| Product | Initial Units | Options for Initial Units Sold(1) | Each Multiple of Units Above Initial Units | Options for Each Multiple of Units | Options Issued Through January 29, 2007 |
|-----------------------|---------------|-----------------------------------|--|------------------------------------|---|
| Ab King Pro | 500,000 | 500,000 | 100,000 | 100,000 | 1,500,000 (3) |
| Ab Roller | 500,000 | 500,000 | 200,000 | 100,000 | _____ |
| Ab Trainer Club Pro | 25,000 | 500,000 | 15,000 | 100,000 | _____ |
| Instant Abs | 100,000 | 500,000 | 50,000 | 100,000 | _____ |
| Hot Dog Express (2) | 300,000 | 1,000,000 | 100,000 | 200,000 | _____ |
| Condiment Caddy | 200,000 | 250,000 | 100,000 | 100,000 | _____ |
| Denise Austin Pilates | 200,000 | 500,000 | 100,000 | 100,000 | _____ |

(1) Except as set forth in Notes (2) and (3), the options set forth in this table are issuable to Charles Ho, President of our subsidiary CirTran-Asia.

(2) Of the options for initial units sold for this product, Mr. Ho, President of CirTran-Asia, is entitled to receive 700,000, with the remaining 300,000 going to the other developer. For each multiple of units above the initial units, Mr. Ho and the other developer are each entitled to receive an additional 100,000 options, for an aggregate of 200,000 options.

(3) Of the options issued in connection with this product, Mr. Ho received 500,000, and two other developers each received 500,000 options. All of these options expired of their terms in January 2006.

-19-

As of January 29, 2007, we had issued a total of 1,500,000 options pursuant to the agreement relating to the Ab King Pro, but had not received sufficient orders or shipped sufficient quantities of the other products listed in the table to trigger the issuance of additional options. Of the 1,500,000 options issued, Mr. Ho received 500,000 options. The 1,500,000 options were issued with an exercise price of \$0.06 per share, and all 1,500,000 options expired in January 2006 pursuant to their terms.

During 2004, Mr. Ho received approximately \$157,400 in commissions in connection with the manufacturing agreement. During 2005, Mr. Ho received approximately \$460,200 in commissions in connection with the manufacturing agreement. During 2006, Mr. Ho received approximately \$328,000 in commissions in connection with the manufacturing agreement.

Mr. Ho's commissions are calculated by predetermined percentages from manufacturing agreements and/or appendixes. Most of the commissions are calculated using the sales price less freight and cost of sales to the factory,

Edgar Filing: CIRTRAN CORP - Form PRE 14C

that amount is then multiplied by the contract percentage, per unit for each product, after the payment has been received.

Employment Agreements

On July 1, 2004, CirTran Corporation entered into an employment agreement with Iehab Hawatmeh, dated as of June 26, 2004. The agreement, which is for a term of five years and renews automatically on a year-to year basis, provides for a base salary of \$225,000, plus a bonus of 5% of our earnings before interest, taxes, depreciation, and amortization, payable quarterly, as well as any other bonus our board of directors may approve. Under the Agreement, Mr. Hawatmeh agreed to serve as our Chief Executive Officer and President and to perform such other duties as delegated by our board of directors. The agreement provides for benefits including health insurance coverage, cell phone, car allowance, life insurance, and D&O insurance. Under the Agreement, Mr. Hawatmeh's employment may be terminated for cause, or upon his death or disability. In the event that Mr. Hawatmeh is terminated without cause, we are obligated to pay him, as a severance payment, an amount equal to five full years of his then-current annual base compensation, half upon such termination and half one year later, together with a continuation of insurance benefits for a period of five years.

Additionally, on July 1, 2004, CirTran Corporation entered into an employment agreement with Trevor Saliba, dated as of June 26, 2004. The agreement, which is for a term of three years and renews automatically on a year-to year basis, provides for a base salary of \$120,000, plus a bonus of 1% of our gross sales generated directly by Mr. Saliba, a bonus of 5% of all gross investments made into CirTran which are directly generated and arranged by Mr. Saliba, a bonus of 1% of the net purchase price of any acquisitions completed by us which are directly generated and arranged by Mr. Saliba (payable in CirTran common stock), as well as any other bonus our board of directors may approve. Under the Agreement, Mr. Saliba agreed to serve as our Executive Vice President of Sales and Marketing, and to perform such other duties as delegated by our board of directors. The agreement provides for benefits including health insurance coverage, cell phone, car allowance, life insurance, and D&O insurance. Under the Agreement, Mr. Saliba's employment may be terminated for cause, or upon his death or disability. In the event that Mr. Saliba is terminated without cause, we are obligated to pay him, as a severance payment, an amount equal to one years' salary. If the Agreement expires of its terms or is terminated for any reason, Mr. Saliba may not compete with us for a period of one year from the date of termination of the agreement. Mr. Saliba also agreed not to solicit our employees or customers, or attempt to induce anyone to cease doing business with us for a period of two years after the termination of the agreement.

On July 1, 2004, we also entered into an employment agreement, dated as of June 26, 2004, with Shaher Hawatmeh, the brother of Iehab Hawatmeh. The agreement, which is for a term of three years and renews automatically on a year-to year basis, provides for a base salary of \$150,000, plus a bonus of 1% of our earnings before interest, taxes, depreciation, and amortization, payable quarterly, as well as any other bonus our board of directors may approve. Under the Agreement, Mr. Shaher Hawatmeh agreed to serve as our Chief Operating Officer, and to perform such other duties as delegated by our board of directors. The agreement provides for benefits including health insurance coverage, cell phone, life insurance, and D&O insurance. Under the Agreement, Mr. Shaher Hawatmeh's employment may be terminated for cause, or upon his death

-20-

or disability. In the event that Mr. Shaher Hawatmeh is terminated without cause, we are obligated to pay him, as a severance payment, an amount equal to

Edgar Filing: CIRTRAN CORP - Form PRE 14C

one years' salary. If the Agreement expires of its terms or is terminated for any reason, Mr. Shaher Hawatmeh may not compete with us for a period of one year from the date of termination of the agreement. Mr. Shaher Hawatmeh also agreed not to solicit our employees or customers, or attempt to induce anyone to cease doing business with us for a period of two years after the termination of the agreement.

On June 15, 2004, our subsidiary, CirTran-Asia, entered into an employment agreement with Charles Ho. The agreement, which is for a term of three years and renews automatically on a year-to year basis, provides that for each additional product that Mr. Ho procures pursuant to the agreement between CirTran-Asia and Michael Casey Enterprises, LTD., Mr. Ho shall be entitled to receive such compensation as provided for in that agreement in the form of options to purchase shares of CirTran common stock. Under the Agreement, CirTran-Asia will not provided benefits to Mr. Ho., and his employment may be terminated for cause, or upon his death or disability. If the Agreement expires of its terms or is terminated for any reason, Mr. Ho may not compete with us for a period of one year from the date of termination of the agreement. Mr. Ho also agreed not to solicit our employees or customers, or attempt to induce anyone to cease doing business with us for a period of two years after the termination of the agreement.

In May 2006, we entered into a a three-year employment contract with Richard Ferrone to serve as the Chief Financial Officer of the Company to perform those duties delegated by the Board of Directors and the President of the Company and all other duties consistent with such description. The term of his employment started on May 15, 2006, and will continue for three years thereafter, unless sooner terminated by either party as provided in the agreement. Thereafter, the agreement will be automatically renewed on a year-to-year basis after the expiration of the initial or any subsequent term of the Agreement unless terminated by either party as provided in the agreement. Mr. Ferrone will receive, commencing on May 15, 2006, a base salary of \$120,000.00 per year. The base salary shall be reviewed by the Board annually and may be increased as determined by the Board. The Board's determination of salary will be based primarily on Mr. Ferrone's ability to meet, and to cause the Company to meet, annually established goals. He is also entitled to a bonus of \$30,000 per year, payable in quarterly increments. In addition, he may be granted options to purchase shares of the Company's common stock as determined from time to time by the Board or the Committee established pursuant to the Company's Stock Option Plan.

Recent Developments

Entry into Amendment Agreements

On January 12, 2007, CirTran Corporation (the "Company"), entered into two agreements with Cornell Capital Partners, LP ("Cornell"), both of which amended prior agreements with Cornell.

The Company entered into an Amendment Number 2 to Amended and Restated Investor Registration Rights Agreement ("Amendment No. 2") with Cornell, which amended an Amended and Restated Investor Registration Rights Agreement dated as of August 23, 2006, as amended October 30, 2006. The purpose of Amendment No. 2 was to extend the filing deadline for a registration statement to be filed by the Company to register the resale by Cornell of shares of the Company's common stock issuable to Cornell upon conversion of a convertible debenture in the aggregate principal amount of \$1,500,000 (the "August Debenture") issued to Cornell in August 2006. The new filing deadline for the registration statement is June 1, 2007.

The Company also entered into an Amendment Number 4 to Investor Registration Rights Agreement ("Amendment No. 4") with Cornell, which amended an

Edgar Filing: CIRTRAN CORP - Form PRE 14C

Investor Registration Rights Agreement dated as of December 30, 2005, as most recently amended October 30, 2006. The purpose of Amendment No. 4 was to extend the filing deadline for a registration statement to be filed by the Company to register the resale by Cornell of shares of the Company's common stock issuable to Cornell upon conversion of a convertible debenture in the aggregate principal amount of \$1,500,000 (the "December Debenture") issued to Cornell in December 2005. The new filing deadline for the registration statement is June 1, 2007.

-21-

Entry into Exclusive Manufacturing and Supply Agreement

On November 30, 2006, CirTran Corporation (the "Company"), entered into an Exclusive Manufacturing and Supply Agreement (the "Agreement") with Evolve Projects, LLC ("Evolve"), an Ohio-based limited liability company.

The term of the Agreement (the "Term") is for five years from execution, and may be continued on a month-to-month basis thereafter. The Agreement relates to the manufacturing and production of a new fitness product (the "Product"). Under the Agreement, Evolve committed to minimum orders of at least 20,000 units during the first year of the Term, at least 30,000 units during the second year of the Term, and at least 40,000 units during the third year of the Term. During the Term, Evolve agreed to purchase all of its requirements for the Product on an exclusive basis from the Company.

The Product is designed to strengthen and rehabilitate the lower back and adjacent areas of the body. Under the terms of the Agreement, Evolve will own all right, title, and interest in and to the Product, and will market the Product under its own trademarks, service marks, symbols or trade names.

On December 5, 2006, the Company announced that it had received the first purchase order from Evolve for more than \$54,000 of the Product. The Product will be manufactured in China by the Company's Asia-based subsidiary, CirTran Asia, and the Company anticipates that the Products will ship under this first purchase order to the United States during January 2007. Once Evolve has approved the first production run of the Product, the Company and Evolve will confirm the price per unit.

New Director

As noted above, on February 1, 2007, Fadi Nora was appointed as a director of the Company.

ANNUAL REPORT

Copies of the Company's Annual Report on Form 10-KSB (including financial statements and financial statement schedules) for the year ended December 31, 2005, filed with the Securities and Exchange Commission may be obtained without charge by writing to the Company - Attention: Richard Ferrone, 4125 South 6000 West, West Valley City, Utah 84128. A request for a copy of the Company's Annual Report on Form 10-KSB must set forth a good-faith representation that the requesting party was either a holder of record or a beneficial owner of common stock of the Company on February 5, 2007. Exhibits to the Form 10-K, if any, will be mailed upon similar request and payment of specified fees to cover the costs of copying and mailing such materials.

Edgar Filing: CIRTRAN CORP - Form PRE 14C

By Order of the Board of Directors

/s/ Iehab Hawatmeh
Iehab Hawatmeh
President and Director

Salt Lake City, Utah
February ____, 2007

-22-

EXHIBIT 1

ARTICLES OF AMENDMENT FOR ARTICLES OF INCORPORATION

-23-

CERTIFICATE OF AMENDMENT

Certificate of Amendment to Articles of Incorporation

For Nevada Profit Corporations

