

SURGE COMPONENTS INC
Form DFAN14A
November 08, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by
Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under § 240.14a-12

SURGE COMPONENTS, INC.

(Name of Registrant as Specified In Its Charter)

Bradley P. Rexroad
Michael D. Tofias

(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)(4) 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 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:

Concerned Stockholders of Surge Components Compelled to Commence Litigation to Obtain Stockholder List

—Surge Continues to Not Provide Customary Stockholder List—

—Surge Fails to Make an Appearance in Nevada Court to Account for its Conduct—

New York, NY—November 8, 2016—The Concerned Stockholders of Surge Components, Inc., long-term stockholders of Surge Components, Inc. (OTCPK: SPRS) (“Surge”) who beneficially own approximately 22% of Surge, announced today that they have been compelled to initiate litigation in Nevada related to Surge’s ongoing refusal to provide customary stockholder list materials. The Concerned Stockholders believe that Surge is not providing this information for no reason other than to frustrate the ability of the Concerned Stockholders to communicate with their fellow stockholders in connection with Surge’s upcoming annual meeting.

“We believe that Nevada law requires Surge to provide us with a customary ‘NOBO’ list,” said Michael D. Tofias, one of the Concerned Stockholders. “It is unconscionable that Surge would seek to impede our statutory right to speak openly and freely with our fellow stockholders about the upcoming annual meeting. We have been forced to bring this lawsuit to ensure a level playing field at the annual meeting.”

“To make matters worse, Surge has not even bothered to make an appearance in Nevada court to respond to our lawsuit,” said Bradley P. Rexroad, one of the Concerned Stockholders. “We believe that all of this is further evidence that Surge’s management team and board of directors will do anything possible to deter us in bringing about change through the election of new directors at the annual meeting. We will not be deterred in this effort.”

The Concerned Stockholders remind their fellow stockholders to vote the **WHITE** proxy card TODAY to bring experienced and independent voices to Surge’s board of directors.

About Concerned Stockholders of Surge Components, Inc.:

Concerned Stockholders of Surge Components, Inc. is a group of long-term stockholders of Surge Components, Inc. (“Surge”), who beneficially own approximately 22% of the company. They are pursuing the election of two candidates to Surge’s board of directors, and the approval of various proposals, at Surge’s upcoming annual meeting of

stockholders.

Contact:

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