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FORM DEF 14C

CardioGenics Holdings Inc. - CGNH

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All other definitive information statements

SCHEDULE 14C INFORMATION
(RULE 14C-101)

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

Check the appropriate box:

- Preliminary Information Statement
- Definitive Information Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d) (2))

CARDIOGENICS HOLDINGS INC.
(Name if Registrant as Specified in its Charter)

Payment of Filing Fee (Check 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:
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 - 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 fee was paid previously. Identify the filing by registration statement number, or the Form or Schedule and the date of filing.
 - (1) Amount previously paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

CARDIOGENICS HOLDINGS INC.

6295 NORTHAM DRIVE, UNIT 8
MISSISSAUGA, ONTARIO L4V 1W8

NOTICE OF STOCKHOLDER ACTION TAKEN BY WRITTEN CONSENT

To: The Holders of Our Common Stock and the Holders of the Exchangeable Shares of CardioGenics ExchangeCo Inc.

The purpose of this letter and the enclosed Information Statement is to inform you that the stockholders holding a majority of our Voting Stock (as defined in the Information Statement) have executed written consents in lieu of a meeting to approve:

1. The re-election of our four (4) directors, each to hold office until our 2011 Annual Meeting or until his respective successor is elected and qualified; and
2. The approval and ratification of J.H. Cohn as our independent auditors for the fiscal year ending October 31, 2011.

The details of the actions taken pursuant to such written consents and certain other information are set forth in the accompanying Information Statement.

THIS IS NOT A NOTICE OF A SPECIAL OR ANNUAL MEETING OF STOCKHOLDERS AND NO STOCKHOLDER MEETING WILL BE HELD TO CONSIDER ANY MATTER WHICH WILL BE DESCRIBED HEREIN.

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

By Order of the Board of Directors,

/s/ Yahia Gawad

Chief Executive Officer

*Mississauga, Ontario
February 24, 2011*

CARDIOGENICS HOLDINGS INC.

6295 NORTHAM DRIVE, UNIT 8
MISSISSAUGA, ONTARIO L4V 1W8

**INFORMATION STATEMENT
PURSUANT TO SECTION 14 (C)
OF THE SECURITIES EXCHANGE ACT OF 1934
AND REGULATION 14C AND SCHEDULE 14C THEREUNDER**

THE ACCOMPANYING MATERIAL IS BEING SENT TO YOU FOR INFORMATION PURPOSES ONLY. NO VOTE OR OTHER ACTION OF OUR STOCKHOLDERS IS REQUIRED IN CONNECTION WITH THIS INFORMATION STATEMENT. WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY. THE APPROXIMATE DATE OF MAILING OF THIS INFORMATION STATEMENT IS FEBRUARY 28, 2011.

CardioGenics Holdings Inc., a Nevada corporation (hereinafter the “Company,” “we,” “us” or “our”), is sending you this Information Statement solely for the purpose of informing you, as one of our stockholders, in the manner required under Regulation 14C promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that our Board of Directors (our “Board”) has previously approved, and the holders of a majority of the outstanding shares of (i) our common stock, par value \$0.00001 per share (the “Common Stock”) and (ii) the exchangeable shares of CardioGenics ExchangeCo Inc. (“ExchangeCo”), our wholly-owned Canadian subsidiary (the “Exchangeable Shares”), voting together on an as-exchanged basis (the “Majority Stockholders”), have previously executed Written Consents of Stockholders in Lieu of a Meeting dated February 9, 2011 (the “Written Consents”) (a) approving the re-election of our four (4) directors, each to hold office until our 2011 Annual Meeting or until his respective successor is elected and qualified and (b) approving and ratifying J.H. Cohn as our independent auditors for the fiscal year ending October 31, 2011 (collectively, the “Proposals”).

The actions pursuant to the Written Consents shall be taken on or about March 20, 2011, twenty (20) days after the mailing of this Information Statement. Only holders of our Common Stock and the Exchangeable Shares of record at the close of business on February 14, 2011 (the “Record Date”) are being given notice of the actions to be taken pursuant to the Written Consent (the “Voting Stockholders”) and such notice is being given solely for the purpose of informing them of such corporate actions before they take effect.

Section 78.320 of the Nevada Revised Statutes “NRS”, permits any action that may be taken at a meeting of the stockholders to be taken by the written consent to the action by the holders of the number of shares of voting stock required to approve the action at a meeting.

In order to eliminate the costs and management time involved in obtaining proxies and holding an annual meeting, and in order to effect the Proposals as early as possible to accomplish the purposes hereafter described, our Board elected to seek the written consent of the Majority Stockholders to reduce the costs and time required to implement the Proposals.

On February 8, 2011, our Board unanimously adopted resolutions authorizing the Proposals.

Pursuant to Rule 14c-2 under the Securities Exchange Act of 1934, as amended, the actions described herein will not be implemented until a date at least 20 days after the date on which this Information Statement has been mailed to the Voting Stockholders. The Company anticipates that the actions contemplated herein will be effected on or about the close of business on March 20, 2011.

ABOUT THE INFORMATION STATEMENT

What is the Purpose of the Information Statement?

This Information Statement is being furnished to you pursuant to Section 14 of the Securities Exchange Act of 1934 to notify the Voting Stockholders as of the Record Date of certain corporate actions taken by the Majority Stockholders pursuant to the Written Consents.

What Corporate Matters Did The Majority Stockholders Vote For?

The Majority Stockholders have voted in favor of the following Proposals:

1. The re-election of four (4) members to our Board of Directors, each to hold office until our 2011 Annual Meeting or until his respective successor is elected and qualified; and
2. The approval and ratification of J.H. Cohn LLP as our independent auditors for the fiscal year ending October 31, 2011.

Who is Entitled to Notice?

Each outstanding share of Common Stock and Exchangeable Shares as of record on the Record Date will be entitled to notice of the actions to be taken pursuant to the Written Consents.

What Constitutes the Voting Stock of the Company?

The voting power entitled to vote on the Proposals consists of the vote of the holders of a majority of the voting power of (i) the outstanding Common Stock and (ii) the shares of Common Stock represented by the Exchangeable Shares (the "Voting Stock"). As of the Record Date, 29,439,201 shares of Common Stock, and 13 Exchangeable Shares, which are exchangeable at any time into 24,388,908 shares of Common Stock, were issued and outstanding, resulting in a total of 53,828,109 shares of Voting Stock issued and outstanding.

What Vote is Required to Approve the Proposals?

The affirmative vote of a majority of the voting power of the shares of Voting Stock outstanding on the Record Date is required for approval of the Proposals. The Majority Stockholders, as stockholders owning a majority of the voting power of the outstanding shares of Voting Stock, voted in favor of the Proposals pursuant to the Written Consents.

Has the Board Approved the Corporate Actions?

Yes. Our Board approved the corporate actions on February 8, 2011.

When will the Corporate Actions Become Effective?

In accordance with federal securities laws, the corporate actions will not become effective until at least twenty (20) calendar days following the mailing of this Information Statement.

OUTSTANDING SHARES AND VOTING RIGHTS

As of the Record Date, the Company's authorized capitalization consisted of five hundred million (500,000,000) shares of common stock par value \$0.00001 (the "Common Stock"); (ii) four hundred forty thousand (440,000) shares of Class B common stock, par value \$0.00001, of which four hundred thousand (400,000) shares have been designated Series 2 Class B common stock ("Series 2 Class B Common Stock"), and forty thousand (40,000) shares have been designated Series 3 Class B common stock ("Series 3 Class B Common Stock"); and (iii) fifty million (50,000,000) shares of preferred stock ("Preferred Stock"), of which one (1) share has been designated Series 1 Preferred Stock (the "Series 1 Preferred Share").

Also as of the Record Date, there are issued and outstanding 29,439,201 shares of Common Stock, (ii) 380,931 shares of Series 2 Class B common stock, (iii) 21,500 shares of Series 3 Class B common stock, and (iv) one (1) Series 1 Preferred Share. In addition, issued and outstanding shares of the Company's prior classes of common stock may be converted upon presentation, in accordance with the terms of its 2002 and 2004 recapitalizations, into 137,448 shares of Common Stock. The holders of the Series 2 Class B Common Stock, Series 3 Class B Common Stock and prior classes of common stock that remain outstanding from the Company's 2002 and 2004 recapitalizations do not have any voting rights.

In addition to the Company's capital stock described above, as of the Record Date, ExchangeCo has 13 shares of a class of exchangeable shares issued and outstanding as of the Record Date, which, among other matters, are exchangeable at any time into 24,388,908 shares of Common Stock and entitle the holders of such exchangeable shares to certain voting rights with respect to any matter on which holders of the Company's Common Stock are entitled to vote, consent or otherwise act (the "Exchangeable Share(s)"), all as more particularly set forth in that certain Voting and Exchange Rights Agreement dated July 9, 2009 among the Company, ExchangeCo and Weirfoulds LLP, as trustee (the "Voting Trust Agreement"). Pursuant to the Voting Trust Agreement, each share of Common Stock represented by each Exchangeable Share, shall have equal voting rights as the Common Stock with respect to any matter on which holders of the Company's Common Stock are entitled to vote, consent or otherwise act (the "Exchangeable Shares Voting Rights"). The holders of the Exchangeable Shares may exercise their Exchangeable Shares Voting Rights either directly or through the trustee that is the holder of the Company's outstanding Series 1 Preferred Share, in accordance with the terms of the Voting Trust Agreement.

Each share of Common Stock and each share of Common Stock represented by each Exchangeable Share (voting directly or through the Series 1 Preferred Share) entitle its holder to one vote on each matter submitted to the stockholders ("Voting Stock"). However, because the Majority Stockholders have voted in favor of the proposals described above by the Written Consent; and having sufficient voting power to approve such proposals through their ownership of Voting Stock, no other stockholder consents will be solicited in connection with this Information Statement.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS
AND MANAGEMENT**

The following table sets forth certain information known to us with respect to the beneficial ownership of our Common Stock as of the Record Date by (i) each person who is a beneficial owner of more than five percent (5%) of any class of our voting securities, (ii) each of our directors and executive officers, and (iii) all of our directors and executive officers as a group.

Unless otherwise noted, (i) we believe that all persons named in the table will have sole voting and investment power with respect to all shares of Common Stock beneficially owned by them and (ii) the address of each beneficial owner will be c/o CardioGenics Inc., 6295 Northam Drive, Unit 8, Mississauga, Ontario L4V 1W8 Canada.

Name & Address of Beneficial Owner	Number of Shares Beneficially Owned ⁽¹⁾	Percentage of Class ⁽²⁾
Yahia Gawad	18,144,652	33.71%
Alexander D.G. Reid	523,196	*
J. Neil Tabatznik	2,482,534 ⁽³⁾	4.61%
Linda J. Sterling	1,501,617	2.79%
James Essex	398,183	*
All executive officers and directors as a group (5 persons)	23,050,182	42.82%

* Less than one percent (1%)

- (1) As used in this table, “beneficial ownership” means the sole or shared power to vote, or to direct the voting of, a security, or the sole or shared investment power with respect to a security (i.e., the power to dispose of, or to direct the disposition of, a security). In addition, for purposes of this table, a person is deemed, as of any date, to have “beneficial ownership” of any security that such person has the right to acquire within 60 days after such date but are not deemed to be outstanding for the purposes of computing the percentage ownership of any other person shown in the table.
- (2) Based on 53,828,109 shares of Common Stock outstanding directly, or indirectly through Exchangeable Shares.
- (3) Includes a warrant to purchase 157,178 shares of Common Stock.

ACTION 1

ELECTION OF BOARD OF DIRECTORS

General

Pursuant to our Articles of Incorporation, the holders of our Common Stock may elect our directors. All directors are elected to hold office until the next annual meeting of stockholders following election and until their successors are duly elected and qualified. All nominees have advised us that they are able and willing to serve as directors until the 2011 Annual Meeting or until his respective successor is elected and qualified.

No arrangement or understanding exists between any nominee and any other person or persons pursuant to which any nominee was or is to be selected as a director or nominee.

There are no family relationships among the directors.

On October 26, 2010 Karver International Inc. filed a lawsuit in the 11th Judicial Circuit in and for Miami-Dade County, Florida against CardioGenics Holdings Inc. and several other defendants including affiliates, officers and directors of CardioGenics Holdings, Inc. The Plaintiff generally alleges that the named defendants made certain alleged misrepresentations in connection with the purchase of shares of CardioGenics Holdings Inc. On December 20, 2010 CardioGenics Holdings Inc. and other defendants filed a motion to dismiss on the basis that the court lacks personal jurisdiction over most defendants, that an enforceable forum selection clause requires that the action be litigated in Ontario, Canada that the doctrine of *forum non conveniens* requires dismissal in favor of the Ontario forum, and that the complaint suffers from numerous other technical deficiencies warranting dismissal (e.g., failure to attach documents to the Complaint, failure to plead fraud with particularity, etc.). The motion is currently pending. Should the motion be denied, CardioGenics Holdings, Inc. will continue to pursue vigorous defense to this action. In addition, Karver's attorney has filed a motion to withdraw as counsel for Karver, which motion is also currently pending. If granted, a scheduled hearing in the matter would be adjourned, Karver would be given 30 days to engage new counsel and discovery would be stayed during such 30-day period.

Except with respect to the various directors and officers right to indemnification from us in connection with the Karver litigation described above, we know of no pending proceedings to which any director, member of senior management, or affiliate is either a party adverse to us, or our subsidiaries, or has a material interest adverse to us or our subsidiaries.

None of our executive officers or directors have (i) been involved in any bankruptcy proceedings within the last five years, (ii) been convicted in or has pending any criminal proceedings, (iii) been subject to any order, judgment or decree enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities or banking activity or (iv) been found to have violated any federal, state or provincial securities or commodities law and such finding has been reversed, suspended or vacated.

The Board of Directors has no standing committees and acts as its own nominating, compensation and internal audit committee.

Nominees for Election as Director

The following table sets forth the names and ages of the nominees for our Board of Directors:

Name	Age
Yahia Gawad	53
Alexander D.G. Reid	73
J Neil Tabatznik	61
Linda J. Sterling	50

Yahia Gawad, MB, Ch.B., MD, MSc. (Director and Chief Executive Officer of CardioGenics since 1997). Dr. Gawad is a Physician/Scientist with primary training in Cardiology, Biochemistry and Immunology. He received his medical education and post-graduate training at the University of Alexandria and the University of Toronto. Dr. Gawad's academic and commercial experience and expertise include many years of designing and managing cardiovascular disease research and product development.

Dr. Gawad was a co-founder of a division of Nanogen (NGEN) (formerly Syn X and Skye Pharmatech) where he held the position of Vice-President, Medical Affairs. Prior to that, he was Director of Clinical Research and Development at Spectral Diagnostics Inc. (now Nanogen).

For the past 16 years, he has been working extensively on cardiac diagnostic test products. He has prepared, submitted and obtained FDA regulatory approvals for several cardiac test products currently being marketed (including Cardiac Status Troponin I®, Myoglobin® and Myoglobin/CK-MB®, registered trademarks of Spectral Diagnostics Inc.). Through his expertise and contributions to an international committee, a new cardiac test, Troponin I, is now in routine clinical use.

In addition, Dr. Gawad has researched, developed and published several other tests. Dr. Gawad has received several awards and scholarships and was a member of both the Clinical Committee of the American Heart Association and the POC division of the American Association for Clinical Chemistry. He has served as a reviewer for the editorial board of the American Journal of Cardiology (1999-2003). Dr. Gawad published extensively and presented his research and clinical findings at national and international symposia.

Neil Tabatznik (Director of CardioGenics since 2005, Acting Chairman of CardioGenics since 2009). Mr. Tabatznik was the Chairman, CEO of Arrow Pharmaceuticals Inc. Arrow Pharmaceuticals was part of a global generic drug company established in 2000, and has seen rapid growth from \$0 to \$700 million in 8 years before being acquired by Watson Pharmaceuticals in 2009. The Arrow Group had sales operations in 5 continents and employs more than 1000 people worldwide. Prior to Arrow Pharmaceuticals, Mr. Tabatznik was the Chairman, CEO of Genpharm Inc. (1993-2000), which was acquired by MerckKGaA in 1994 and is now a part of Mylan Inc. the world's third largest generic and specialty pharmaceutical company. He was a Barrister-at-Law in London and was called to the Bar of England and Wales in 1978. He has extensive expertise in pharmaceutical manufacturing and negotiations of agreements with multinational companies.

Alexander D.G. Reid (Director of CardioGenics since 1998). Mr. Reid has been in the financial community with experience in public and private companies for over 30 years. He has held numerous positions and board memberships in various financial and non-financial corporations. For many years, Mr. Reid was the author of the market business column in the Financial Post. Through his writing, various business models have been analysed and critiqued. He has been involved with the Company as a shareholder since 1999;

Linda J. Sterling, F. Inst. L.C.O. (Corporate Secretary of CardioGenics since 2003, Director of CardioGenics since 2009). Ms. Sterling has been in the legal community in the capacity as a Law Clerk with both Stikeman Elliott LLP and Davies Ward Phillips & Vineberg LLP since 1999. She developed expertise with both public and private company legal compliance and has been responsible for CardioGenics' compliance and maintenance of corporate governance since 2001. She is a licensed Legal Executive (F.Inst.L.C.O.), with the Institute of Law Clerks of Ontario, of which she is a member. She has held the position of CEO and director of Sterling Studios since 1989.

ACTION 2

APPOINTMENT OF AUDITORS

Our Board of Directors has approved the re-appointment of J.H. Cohn LLP, as our independent auditors for our fiscal year ending October 31, 2011. J.H. Cohn has served as the Company's independent auditors since 2000.

	Fiscal Year Ended October 2010	Fiscal Year Ended October 2009
Audit Fees	\$ 60,000 ⁽¹⁾	\$ 60,000 ⁽¹⁾
Audit Related Fees	\$ 46,728 ⁽²⁾	\$ 36,616 ⁽²⁾
Tax Fees	\$ 0	\$ 0
All Other Fees	\$ 0	\$ 0
Total	\$ 106,728	\$ 96,616

The following table sets forth the fees billed to the Company by J.H. Cohn for the fiscal years ended October 31, 2010 and October 31, 2009:

Audit fees consist of the fees for the audit of the Company's annual financial statements or services that are normally provided in connection with the statutory and regulatory filings of the Company's annual financial statements.

Audit-related services include the review of the Company's financial statements and quarterly reports that are not reported as Audit Fees.

Tax fees included tax planning and various taxation matters.

FORWARD-LOOKING STATEMENTS AND INFORMATION

This Information Statement contains forward-looking statements, which reflect our views with respect to future events. These forward-looking statements are subject to certain uncertainties and other factors that could cause actual results to differ materially from such statements. These forward-looking statements are identified by, among other things, the words “will”, “anticipates”, “intends”, “believes”, “estimates”, “expects”, “plans”, “projects”, “targets” and similar expressions. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statement was made. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

You should rely only on the information the Company has provided in this Information Statement. The Company has not authorized any person to provide information other than that provided herein. You should not assume that the information in this Information Statement is accurate as of any date other than the date on the front of the document, unless expressly set forth otherwise.

STOCKHOLDERS SHARING AN ADDRESS

In accordance with notices to many stockholders who hold their shares through a bank, broker or other holder of record (a “street-name stockholder”) and share a single address, only one Information Statement is being delivered to that address unless contrary instructions from any stockholder at that address were received. This practice, known as “householding,” is intended to reduce our printing and postage costs. However, any such street-name stockholder residing at the same address who wishes to receive a separate copy of this Information Statement, or any future notices and documents, may make such request by contacting the bank, broker or other holder of record, or our offices by telephone at 1.905.763.8501, by e-mail at info@cardiogenics.com or by mail to: CardioGenics Holdings Inc., 2695 Northam Drive, Unit 8, Mississauga, Ontario L4V 1W8. In addition, any such street-name stockholders residing at the same address who have received multiple copies of this Information Statement and wish to receive a single copy of our annual reports, Information Statements and proxy materials in the future may contact the bank, broker or other holder of record, or our offices at the contact information above.

INFORMATION STATEMENT COSTS

The cost of delivering this Information Statement, including the preparation, assembly and mailing of the Information Statement, as well as the cost of forwarding this material to the beneficial owners of our capital stock will be borne by us. We may reimburse brokerage firms and others for expenses in forwarding Information Statement materials to the beneficial owners of our capital stock.

ADDITIONAL INFORMATION

The Company files annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K or Form 8-K/A and other information with the SEC. Reports and other information filed by us can be inspected and copied at the public reference facilities maintained at the SEC at 100 F Street, N.E., Washington, DC 20549. Copies of such material can be obtained upon written request addressed to the Commission, Public Reference Section, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. The SEC also maintains a web site on the Internet (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC through the Electronic Data Gathering, Analysis and Retrieval System.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Company's board of directors recommended approval of each of the Proposals.

By order of the Board of Directors
February 8, 2011
/s/ Yahia Gawad

Yahia Gawad
Chief Executive Officer

*Mississauga, Ontario
February 24, 2011*

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