

Siberian Energy Group Inc.
Form PRE 14C
December 16, 2010

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

SIBERIAN ENERGY GROUP INC.
(Name of Registrant As Specified In Its Charter)

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 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:

SIBERIAN ENERGY GROUP INC.
330 Madison Ave, 6th Floor
New York, New York 10017

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be held on _____, 2011

To the stockholders of Siberian Energy Group Inc.:

Notice is hereby given of an annual meeting of stockholders of Siberian Energy Group Inc. (the "Company") to be held on _____, 2011 at _____, _____ S.T. at _____ (the "Meeting"), for the following purposes:

1. To elect four (4) directors. The Board of Directors recommends that you approve the election of David Zaikin, Elena Pochapski, Helen Teplitskaia, and Timothy Peara as Directors of the Company.
2. To authorize our Board of Directors to effect a 1:70 reverse stock split. The Board of Directors recommends that you authorize our Board of Directors to amend our Certificate of Incorporation to affect a 1:70 reverse stock split of our outstanding common stock and to re-authorize 100,000,000 shares of common stock, \$0.001 par value per share and 10,000,000 shares of preferred stock, \$0.001 par value per share.
3. Ratification of the Company's 2010 Stock Incentive Plan. The Board of Directors recommends that you approve and ratify the Company's 2010 Stock Incentive Plan.
4. To ratify the appointment of Lumsden & McCormick, LLP, as the Company's independent auditors for the fiscal years ending December 31, 2011 and 2010.
5. To transact such other business as may properly come before the annual meeting.

Common stockholders of record on the close of business on _____, 2010 are entitled to notice of the Meeting. However, our stock transfer books will remain open subsequent to the Record Date. We have asked or will ask brokers and other custodians, nominees and fiduciaries to forward this Information Statement to the beneficial owners of the common stock held of record by such persons. All stockholders are cordially invited to attend the Meeting in person; however our majority stockholders do not need your vote to effect the changes above.

The accompanying Information Statement is for informational purposes. Please read the accompanying Information Statement carefully.

This year, instead of mailing a printed copy of our Information Statement (including our annual report) to each shareholder of record as of the Record Date, we have decided to provide access to these materials via the Internet. This delivery method reduces the amount of paper necessary to produce these materials, as well as the costs associated with printing and mailing these materials to all shareholders. Accordingly, on _____, 2010, we will begin mailing a Notice of Internet Availability of Information Statement Materials (the "Notice") to all shareholders of record as of the Record Date. As explained in greater detail in the Notice, all shareholders may access our proxy materials (including our Annual Report on Form 10-K for the year ended December 31, 2009) at www.iproxydirect.com/SIBN or may request a printed set of our proxy materials.

By Order of the Board of Directors,

/s/ David Zaikin

David Zaikin

Chief Executive Officer

(Principal Executive Officer) and Chairman

_____, 2010

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held at _____
on _____, 2011.

The Information Statement and annual report to shareholders are available at www.iproxydirect.com/SIBN.

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SIBERIAN ENERGY GROUP INC.

330 Madison Ave, 6th Floor
New York, New York 10017

INFORMATION STATEMENT

_____, 2010

This Information Statement is furnished by the Board of Directors of Siberian Energy Group Inc. (the "Company", "we", "us" or "Siberian") to provide notice of an annual meeting of stockholders of the Company which will be held on _____, 2011 at _____ .S.T. at _____ (the "Meeting").

The record date for determining stockholders entitled to receive this Information Statement has been established as the close of business on _____, 2010 (the "Record Date"). As of the Record Date, there were _____ shares of the Company's common stock outstanding. The holders of all outstanding shares of common stock are entitled to one vote per share on the matters set forth herein registered in their names on the books of the Company at the close of business on the Record Date. The presence at the annual meeting of the holders of a majority of the outstanding shares of voting stock entitled to vote at the annual meeting is necessary to constitute a quorum. The Board of Directors is not aware of any matters that are expected to come before the annual meeting other than the matters referred to in this Information Statement.

The matters scheduled to come before the annual meeting require the approval of a majority of the votes cast at the annual meeting, other than the appointment of the Directors by the Company's voting stock, which requires a plurality of the votes cast. As of the Record Date, David Zaikin, our Chief Executive Officer and Director; Elena Pochapski, our Chief Financial Officer and Director; Timothy Pears, our Director; Helen Teplitskaia, our President and Director; and Business Standard (collectively the "Majority Shareholders"), beneficially owned and controlled the vote of _____ shares of our common stock or _____% of our outstanding common stock and have agreed to vote such shares (or provide Mr. Zaikin or his assigns a voting agreement or proxy to vote such shares) at the Meeting in favor of the proposals set forth below. As such, the Majority Shareholders or their proxies will approve the proposals and will therefore be able to approve the matters presented in this Information Statement without the further vote or consent of any other of the Company's stockholders. As such, the Company is not soliciting your vote as the Majority Shareholders already have the vote in hand.

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

[Remainder of page left intentionally blank.]

NOTICE OF INTERNET AVAILABILITY OF INFORMATION STATEMENT MATERIALS

Internet Availability of Information Statement Materials and Annual Report

Pursuant to the rules adopted by the Securities and Exchange Commission, which is referred herein as the "SEC," the Company is required to provide access to our Information Statement and Form 10-K Annual Report (the "Information Statement Materials") via the Internet. Accordingly, we are furnishing Information Statement Materials to our stockholders primarily via the Internet, rather than mailing printed copies of these materials to each stockholder. The Company believes that this new process should expedite stockholders' receipt of materials, lower the costs incurred by the Company for the Meeting and help to conserve natural resources.

On or about _____, 2010 (which date is at least forty (40) days prior to the Meeting), we will mail to our stockholders a Notice of Internet Availability of Information Statement Materials (the "Notice"), in the form of a mailing titled "Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting To Be Held on _____, 2011," which contains instructions on how to access and review the Information Statement Materials, including this Information Statement and our Annual Report on Form 10-K, on a website referred to in such notice (and provided below). The Notice also contains instructions on how to receive a paper copy of the Information Statement Materials and how to instruct us to send future information and proxy materials to stockholders electronically by email. Any stockholder's election to receive the information statement or proxy materials by email will remain in effect until such stockholder terminates the request. If you receive a Notice of Internet Availability of Information Statement Materials by mail, you will not receive a printed copy of the Information Statement Materials unless you request one. If you received a Notice of Internet Availability of Information Statement Materials by mail and would like to receive a printed copy of our Information Statement Materials, currently or on an ongoing basis, please follow the instructions included in the Notice of Internet Availability of Information Statement Materials, which are also provided below.

This Information Statement will be available at www.iproxydirect.com/SIBN on or about _____, 2010, to all stockholders entitled to vote at the Meeting. A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 will be made available at www.iproxydirect.com/SIBN concurrently with these Information Statement Materials.

Only one Notice is being delivered to two or more stockholders who share an address unless the Company receives contrary instructions from one or more of the stockholders. The Company will promptly deliver upon written or oral request a separate copy of the Notice, this Information Statement or the Annual Report, to a stockholder at a shared address to which a single copy of the document was delivered. If you would like to request additional copies of the Notice, this Information Statement or the Annual Report, or if in the future you would like to receive separate copies of information or proxy statements, annual reports, or notices of internet availability, or, if you are currently receiving multiple copies of these documents and would, in the future, like to receive only a single copy, please so instruct us by telephoning the Company's offices toll free at _____, by writing _____, _____, at 330 Madison Ave, 6th Floor, New York, New York 10017, or by e-mail at _____.

[Remainder of page left intentionally blank.]

PROPOSAL 1

ELECTION OF FOUR (4) DIRECTORS.

What Are The Majority Stockholders Approving?

Four (4) directors are to be elected to serve until the next annual meeting of the stockholders and/or until their successors are elected. The Board of Directors and the Majority Stockholders have nominated David Zaikin, Elena Pochapski, Helen Teplitskaia, and Timothy Pears to be elected to the Board of Directors (the "Nominees"). David Zaikin currently serves as the Chairman of the Board of Directors and Chief Executive Officer of the Company, Helen Teplitskaia currently serves as the President and Director of the Company, Elena Pochapski currently serves as the Chief Financial Officer and Director of the Company and Timothy Pears currently serves as a Director of the Company. Sergey Potapov, a current Director of the Company has advised us that he does not desire to be re-elected to the Board of Directors.

The Board of Directors has no reason to believe that the Nominees will be unable to serve or decline to serve as directors. Any vacancy occurring between stockholders' meetings, including vacancies resulting from an increase in the number of Directors may be filled by the Board of Directors. A director elected to fill a vacancy shall hold office until the next annual stockholders' meeting.

The following biographical information is furnished with respect to the Nominees. The information includes the individuals' present position with the Company and other business experience during at least the last five years:

David Zaikin

Chairman of the Board of Directors and Chief Executive Officer

David Zaikin has served as Chairman of the Board of Directors since December 2002 and as Chief Executive Officer of the Company since August 2004. Since September 1998, Mr. Zaikin has worked as Vice President of Harvey Kalles R.E. LTD, a Real Estate Company. Since August 2006, Mr. Zaikin has served as Chief Executive Officer and Director of ECM Asset Management, Inc. and since January 2008 as Executive Chairman of its parent company, RAM Resources Ltd. In 2003, Mr. Zaikin was recognized by "Who's Who" as one of the three Canadian businessmen for his extraordinary achievements. Mr. Zaikin also has a diverse background that includes experience in sales, marketing, channels, finance and operation. Mr. Zaikin is currently a member of TREB (the Toronto Real Estate Board) and OREA (the Ontario Real Estate Association). He specializes in both Financial Analysis and Market Analysis for Commercial Real Estate.

Mr. Zaikin also has a Bachelors Degree from Kharkov Government Pharmaceutical Institute.

Director Qualifications:

Mr. Zaikin's 7-years of experience as CEO and Chairman of the Board of Directors of Siberian, 4-years of experience as the Chairman of the Board of Directors of RAM Resources Ltd. and prior leadership experience with one of Canada's most successful real estate companies, provides the Board with unique strategic vision and market positioning expertise, based on Mr. Zaikin's thorough understanding of the natural resources industry and global markets.

Helen Teplitskaia

President and Director

Helen Teplitskaia has served as the Company's President and Director since May 2007. Since January 2008, Ms. Teplitskaia has served as President and a member of the board of directors of RAM Resources Ltd. Ms. Teplitskaia also currently is an Adjunct Associate Professor of International Business and Markets - Global Initiatives in Management at Northwestern University, where she has taught since January 1998, and she has served as Executive Vice President and Head of Eurasia Practice at Innex International, Inc. since April 1991. Ms. Teplitskaia serves as President of the American-Russian Chamber of Commerce & Industry, President of the American-Eurasian Chamber of Commerce and Director of the International Energy Advisory Council. Throughout her career, Ms. Teplitskaia has successfully assisted a variety of government agencies and private sector companies, including the United States Agency for International Development, US State Department, Ministry of Foreign Affairs of the Republic of Uzbekistan, AT&T, Baker & McKenzie, Case New Holland, Gazprom, Gillette, HeidelbergCement, Ingersoll-Rand, Maytag, Motorola, Pepsi-Cola and Morgan Stanley with start-up operations in markets, direct investment, mergers and acquisitions, joint ventures and licensing, marketing research, political interfacing and media relations.

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Ms. Teplitskaia received her BA/MIS from the St. Petersburg University of Culture and MBA degree from Northwestern University Kellogg School of Management.

Director Qualifications:

A recipient of the 2007 Changing Worlds Award in Entrepreneurship & Business, Ms. Teplitskaia brings to the Board her expertise in entrepreneurial and corporate leadership and education. Ms. Teplitskaia is a leading expert on Russian/Eurasian affairs and advises the Board on opportunities and challenges of investments in the Russian market.

Elena Pochapski
Chief Financial Officer and Director

Elena Pochapski has served as Chief Financial Officer and Director of the Company since August 1, 2003. Since August 2006, Ms. Pochapski has served as Chief Financial Officer and Director of ECM Asset Management, Inc. Between January 2008 and July 2008, Ms. Pochapski served as a member of the board of directors of ECM Asset Management, Inc.'s parent company RAM Resources Ltd. ("RAM). She currently serves as an independent contractor with RAM. Before her employment at the Company, Ms. Pochapski served as a Senior Accountant at Silver Gold Glatt & Grosman, LLP., from January 2002 to May 2004. Previous to that, Ms. Pochapski was employed as an accountant at Cunningham & Associates, LLP., from September 1999 to December 2001. Previous to that, Mrs. Pochapski worked as an accountant at Price Waterhouse Coopers in Moscow, Russia from January 1997 to April 1999. Ms. Pochapski has extensive experience in public accounting, audits and corporate finance. She is also familiar with Russian accounting procedures and has experience with translating Russian financial statements into US GAAP and International Accounting Standards (IAS). Ms. Pochapski received a Bachelor of Economics degree from Moscow State University. She is also certified as a Certified General Accountant (CGA) in Canada and as a Certified Public Accountant (CPA) in the State of Maine, U.S.

Director Qualifications:

Ms. Pochapski's background as financial accountant and auditor, with over 15 years of progressive management positions in finance, including holding the CFO position with Siberian since 2003 and her thorough knowledge of international reporting practices helps the Board address the financial aspects of the Company's development and potential business acquisitions.

Timothy Peara
Director

Timothy Peara has served as a Director of the Company since April 12, 2005. Since August 2007, he has been the Chief Operating Officer of Energy Invest Group, London though he remains the Managing Director of Alternative Energy Finance, a firm he founded in October, 2005 as the successor to Emerging Markets Finance International. From December 2001 to April 2003, he served as Finance Director of TNG Energy AG, in Frankfurt, Germany. From August 2000 to October 2001, he served as Vice President of UT Energy Holdings, in London, England and Hartford, Connecticut. From December 1998 to June 2000, he served as Vice President of PSG International, in London, England. From August 1997 to June 1998 he served as a Senior Trader with Koch Supply & Trading, in London, England. From June 1991 to July 1997, he served as a Director with Lehman Brother, in London, England. From January 1989 to May 1991, he served as Vice President of Prudential Securities, Inc. in London, England. Mr. Peara obtained a Bachelors degree from Wesleyan University in Latin American Studies in 1983 and a Masters degree in Business Administration from the University of Chicago in 1988. Mr. Peara holds a Series 3 and Series 7 brokers license.

Director Qualifications:

Mr. Peara brings unique leadership and entrepreneurial experience to the Board. Due to his position as the Founder and Managing Director of Alternative Energy Finance, which specializes in global financing for energy entrepreneurs, Mr. Peara brings over 22 years experience to the Board in connection with deal structuring, business development, financial modeling and capital raising, with an emphasis on early stage corporate development.

Board Leadership Structure

Our Board of Directors has the responsibility for selecting the appropriate leadership structure for the Company. In making leadership structure determinations, the Board of Directors considers many factors, including the specific needs of the business and what is in the best interests of the Company's stockholders. Our current leadership structure is comprised of a combined Chairman of the Board and Chief Executive Officer ("CEO"), Mr. Zaikin. The Board of Directors believes that this leadership structure is the most effective and efficient for the Company at this time, due in part to the Company's limited operations and resources. Mr. Zaikin possesses detailed and in-depth knowledge of the issues, opportunities, and challenges facing the Company, and is thus best positioned to develop agendas that ensure that the Board of Directors' time and attention are focused on the most critical matters. Combining the Chairman of the Board and CEO roles promotes decisive leadership, fosters clear accountability and enhances the Company's ability to communicate its message and strategy clearly and consistently to our stockholders, particularly during periods of turbulent economic and industry conditions.

Risk Oversight

Effective risk oversight is an important priority of the Board of Directors. Because risks are considered in virtually every business decision, the Board of Directors discusses risk throughout the year generally or in connection with specific proposed actions. The Board of Directors' approach to risk oversight includes understanding the critical risks in the Company's business and strategy, evaluating the Company's risk management processes, allocating responsibilities for risk oversight among the full Board of Directors, and fostering an appropriate culture of integrity and compliance with legal responsibilities.

While we do not currently maintain a separate audit, nominating or compensation committee, our full Board of Directors exercises oversight of our risk management policies and practices that such committees would usually undertake separately. We believe that individual and smaller committees of Directors are not needed at this time to insure effective risk oversight due to the limited size, operations and transactions of the Company, which can be adequately managed by and overseen by the full Board of Directors of the Company. Risks overseen by the Board of Directors include risks related to the Company's financial statements, the financial reporting process, accounting and certain legal matters; risks related to the internal audit function and the Company's compliance programs; and risks arising from our compensation policies, practices and programs, as well as the mitigating controls, to determine whether any such risks are material to us.

Officers will hold their positions at the pleasure of the Board of Directors, absent any employment agreement.

Director Independence

The Over-The-Counter Bulletin Board does not have rules regarding director independence. The Company will seek to appoint independent Directors, if and when it is required to do so.

Audit Committee and Financial Expert

The Company is not required to have an audit committee and as such, does not have one.

Board of Directors Meetings

The Company had 1 official meeting of the Board of Directors of the Company during the last fiscal year ending December 31, 2009. Each member of the Company's Board of Directors is encouraged, but not required to attend shareholder meetings.

We are not aware of the occurrence during the last ten years of any events that are material to an evaluation of the ability or integrity of any of our Directors, Nominees, executive officers, or control persons such as the following:

- § Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- § Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- § Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of such person in any type of business, securities or banking activities; and
- § Being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

SECTION 16 (A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors, executive officers and persons who own more than 10% of a class of our equity securities which are registered under the Exchange Act of 1934, as amended, to file with the Securities and Exchange Commission initial reports of ownership and reports of changes of ownership of such registered securities. Such executive officers, directors and greater than 10% beneficial owners are required by Commission regulation to furnish us with copies of all Section 16(a) forms filed by such reporting persons.

To our knowledge, based solely on a review of the copies of such reports furnished to us Victor Repin, David Zaikin, Elena Pochapski, Sergey Potapov, Tim Peara, Helen Teplitskaia, Business Standard and Svetlana Slepchuk are currently subject to Section 16(a) filing requirements and Svetlana Slepchuk and Business Standard, greater than 5% shareholders of the Company, have not made their required filings with the Commission. The Company's Directors are currently in the process of finalizing and filing their required Section 16(a) filings to disclose the October 2010 Debt Conversion Agreements described below under "Certain Relationships and Related Transactions."

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Compensation paid (or payable) to Officers and Directors is set forth in the Summary Compensation Table below. The Company may reimburse its Officers and Directors for any and all out-of-pocket expenses incurred relating to the business of the Company.

Name And Principal Position (1)	Fiscal Year	Salary	Bonus (\$)	All Other Compen- sation	Stock Awards	Option Awards	Total Compen- sation
David Zaikin	2009	\$ 180,000*	--	--	--	\$ 10,266(4)	\$ 190,266
CEO and	2008	\$ 180,000*	--	--	--	(2)	\$ 180,000
Chairman	2007	\$ 180,000	--	--	\$ 309,700	(2)	\$ 489,700
Helen Teplitskaia	2009	--	--	--	\$ 8,400	\$ 6,844(4)	\$ 15,244
President	2008	--	--	--	\$ 27,400	--	\$ 27,400
and Director	2007	--	--	--	\$ 110,900	--	\$ 110,900