

ISCO INTERNATIONAL INC
Form PREM14A
November 30, 2007

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant To Section 14(a) of the Securities
Exchange Act of 1934

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 Rule 14a-12

ISCO INTERNATIONAL, INC.
(Name Of Registrant As Specified In Its Charter)
(Name Of Person(S) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1)	Title of each class of securities to which transaction applies: Common Stock, par value \$0.001 per share
(2)	Aggregate number of securities to which transaction applies: 40,000,000 shares of common stock
(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): \$0.25 (the average of the high and low trading prices of ISCO's common stock on AMEX on November 27, 2007)
(4)	Proposed maximum aggregate value of transaction: \$10,000,000
(5)	Total fee paid: \$2,000

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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:

1001 Cambridge Drive
Elk Grove Village, Illinois 60007

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Dear Stockholder:

On behalf of the board of directors, I cordially invite you to attend a Special Meeting of Stockholders of ISCO International, Inc., to be held at _____ central time on, at the Marriott Suites Chicago O'Hare, 6155 North River Road, Rosemont, IL 60018.

The matters that we expect will be acted upon at the meeting are described in the attached Proxy Statement and include:

- (1) To approve the merger of ISCO International, Inc. with Clarity Communication Systems Inc. ("Clarity") and the issuance of shares of our common stock to Jim Fuentes, the sole shareholder of Clarity and one of our directors, and the issuance of shares of our common stock from our 2003 Equity Incentive Plan, as amended (the "Plan") to Clarity Rightsholders to satisfy certain employee rights and interests, as described in the Proxy Statement;
- (2) To increase the number of authorized shares of common stock permitted by our certificate of incorporation, as described in the Proxy Statement;
- (3) To approve the increase in the amount of shares of common stock available under the Plan, as described in the Proxy Statement;
- (4) To approve the issuance of shares of common stock upon the conversion of notes issued in accordance with our debt restructuring in June 2007, as described in the Proxy Statement; and
- (5) To transact such other business as may properly come before the meeting or any adjournment or postponement thereof, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to adopt any of the Proposals.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" ALL OF THE PROPOSALS IN THE PROXY STATEMENT.

It is important that your shares be represented whether or not you are able to be present at the Special Meeting. Please sign and date the enclosed proxy card and promptly return it to us in the enclosed postage paid envelope. Your vote is very important, regardless of the amount of stock that you own.

We believe your support for the proposals described in the Proxy Statement is essential for us to continue with our business strategy. Please return your proxy card as soon as possible.

Sincerely,

Ralph Pini
Chief Executive Officer

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON

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To the Stockholders of
ISCO International, Inc.

NOTICE IS HEREBY GIVEN that a Special Meeting of Stockholders of ISCO International, Inc. (the "Company"), a Delaware corporation, will be held at _____ central time on _____, at the Marriott Suites Chicago O'Hare, 6155 North River Road, Rosemont, IL 60018 for the following purposes:

- (1) To approve the merger of ISCO International, Inc. with Clarity Communication Systems Inc. ("Clarity") and the issuance of shares of our common stock to Jim Fuentes, the sole shareholder of Clarity and one of our directors, and the issuance of shares of our common stock from our 2003 Equity Incentive Plan, as amended (the "Plan") Clarity Rightsholders to satisfy certain employee rights and interests, as described in the Proxy Statement;
- (2) To increase the number of authorized shares of common stock permitted by our certificate of incorporation, as described in the Proxy Statement;
- (3) To approve the increase in the amount of shares of common stock available under the Plan, as described in the Proxy Statement;
- (4) To approve the issuance of shares of common stock upon the conversion of notes issued in accordance with our debt restructuring in June 2007, as described in the Proxy Statement; and
- (5) To transact such other business as may properly come before the meeting or any adjournment or postponement thereof, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt any of the Proposals.

The board of directors has fixed the close of business on November 30, 2007 as the record date for determining stockholders entitled to notice of, and to vote at, the Special Meeting. Only stockholders of record of the Company as of the close of business on November 30, 2007 will be entitled to vote at the Special Meeting. The Company will maintain a complete list of its stockholders entitled to vote at the Special Meeting at its headquarters located at 1001 Cambridge Drive, Elk Grove Village, IL for ten days prior to the date of the Special Meeting. If the Company has to adjourn the Special Meeting, then it will take action on the items described above on the date to which the Special Meeting is adjourned.

By Order of the Board,

Frank Cesario, Secretary

Elk Grove Village, IL
_____, 200_

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