

RENN Global Entrepreneurs Fund, Inc.
Form DEF 14A
April 24, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 x
Filed by a party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

RENN Global Entrepreneurs Fund, 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):

- x 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:
 - (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: \$ _____

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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: _____

RENN Global Entrepreneurs Fund, Inc.
8080 North Central Expressway, Suite 210, LB-59
Dallas, Texas 75206-1857

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 29, 2014

To The Shareholders of RENN Global Entrepreneurs Fund, Inc.

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders (the "Annual Meeting") of RENN Global Entrepreneurs Fund, Inc., a Texas corporation (the "Fund"), will be held at the DoubleTree Hotel Dallas-Campbell Centre, 8250 N. Central Expressway, Dallas, Texas 75206 on Thursday, May 29, 2014, at 11:00 a.m., Central Daylight Savings time, for the following purposes:

- (1) to elect J. Philip McCormick as a Class One Director of the Fund, who is to hold office for a term of three (3) years or until his successor is elected and qualified;
- (2) to ratify the appointment by the Fund's Board of Directors of BKD, LLP, as the auditor of the Fund for the fiscal year ending December 31, 2014;
- (3) to approve an amendment to the Fund's Restated Articles of Incorporation in order to change the name of the Fund from RENN Global Entrepreneurs Fund, Inc., to RENN Fund, Inc.; and
- (4) to transact any and all other business that may properly be presented at the Annual Meeting or any adjournment(s).

The close of business on April 3, 2014, has been fixed as the record date for determining shareholders entitled to notice of and to vote at the Annual Meeting or any adjournment. The enclosed proxy is being solicited on behalf of the Board.

You are cordially invited to attend the Annual Meeting. You may vote your shares: (1) in person at the Annual Meeting; (2) by telephone; (3) via the Internet; or (4) by completing, signing, dating, and returning the accompanying proxy card in the enclosed, self-addressed, postage-paid envelope. Specific instructions for voting by telephone or via the Internet are on the accompanying proxy card. Prompt response by our shareholders will reduce the time and expense of solicitation. To ensure proper representation at the Annual Meeting, please complete, sign, date, and return the proxy card in the enclosed, self-addressed envelope.

You may revoke your proxy at any time prior to the Annual Meeting. If you decide to attend the Annual Meeting and wish to change your vote, you may do so by voting in person at the Annual Meeting. Even if you vote your shares prior to the Annual Meeting, you still may attend the Annual Meeting and vote your shares in person.

By Order of the Board of Directors

/s/ KEVIN W. McALEER

Kevin W. McAleer,
Acting Corporate Secretary
Dallas, Texas

April 24, 2014

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE SHAREHOLDER MEETING TO BE HELD ON MAY 29, 2014:**

The Proxy Statement and Annual Report to Shareholders are available at
www.rencapital.com/renn_global.php.

RENN GLOBAL ENTREPRENEURS FUND, INC.

PROXY STATEMENT
for
ANNUAL MEETING OF SHAREHOLDERS
To Be Held On Thursday, May 29, 2014

SOLICITATION OF PROXIES

This Proxy Statement is being furnished to the shareholders of RENN Global Entrepreneurs Fund, Inc., a Texas corporation (the “Fund”). The Fund’s Board of Directors is soliciting proxies to be voted at the Annual Meeting of Shareholders (the “Annual Meeting”) to be held on Thursday, May 29, 2014, at the DoubleTree Hotel Dallas-Campbell Centre, 8250 N. Central Expressway, Dallas, Texas 75206, at 11:00 a.m., Central Daylight Savings time, and at any adjournment(s). If you need directions to the meeting site, you may call the DoubleTree Hotel at (214) 691-8700. This Proxy Statement is being sent to shareholders on or about April 24, 2014.

The accompanying proxy card is designed to permit each shareholder to vote for or against, or to abstain from voting on, the proposals described in this Proxy Statement. When a shareholder’s executed proxy card specifies a choice with respect to a voting matter, the shares will be voted accordingly. If no specifications are made, then the proxy will be voted by the persons serving as proxies at the Annual Meeting FOR:

- (i) the election of J. Philip McCormick as a Class One Director;
- (ii) the ratification of the appointment of BKD, LLP, as the Fund’s independent auditor for the fiscal year ending December 31, 2014; and
- (iii) the approval to amend the Fund’s Restated Articles of Incorporation in order to change the name of the Fund from RENN Global Entrepreneurs Fund, Inc., to RENN Fund, Inc.

The Board of Directors encourages the shareholders to attend the Annual Meeting in person. Executing and returning the accompanying proxy card will not affect a shareholder’s right to attend the Annual Meeting and to vote in person. Any shareholder who has given a proxy has the right to revoke it at any time before it is voted by giving written notice of revocation to Corporate Secretary, RENN Global Entrepreneurs Fund, Inc., 8080 North Central Expressway, Suite 210, LB-59, Dallas, Texas 75206-1857, by executing and delivering a later-dated proxy, or by attending the Annual Meeting and voting in person. No revocation notice or later-dated proxy, however, will be effective until received by the Fund at, or prior to, the Annual Meeting. Revocation will not affect a vote on any matters taken prior to the receipt of the revocation. Mere attendance at the Annual Meeting will not by itself revoke the proxy.

In addition to soliciting proxies by mail, officers and directors of the Fund and officers, directors, and employees of RENN Capital Group, Inc., the investment adviser to the Fund (the “Adviser”), may solicit the return of proxies by personal interview, mail, telephone and facsimile. These persons will not receive additional compensation for their services, but will be reimbursed for out-of-pocket expenses. After the date of this Proxy Statement, but prior to the date of the Annual Meeting, the Fund may engage a proxy solicitation firm at a cost to be negotiated. Brokerage houses and other custodians, nominees, and fiduciaries will be requested by the Fund to forward solicitation material to the beneficial owners of shares. The Fund will pay all costs of solicitation.

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The Fund's Annual Report to Shareholders for the 2013 fiscal year was mailed to all shareholders who are entitled to vote at the Annual Meeting for their review and reference. The Annual Report is not incorporated into this Proxy Statement and is not considered proxy soliciting material. You may retrieve a copy of the Fund's proxy materials and/or a copy of the Annual Shareholders Report for December 31, 2013, from the Fund's website at www.rencapital.com/renn_global.php, or you may call American Stock Transfer at (800) 937-5449 and request that a copy be mailed to you free of charge.

The Fund's principal offices are located at 8080 North Central Expressway, Suite 210, LB-59, Dallas, Texas 75206-1857, and its telephone number is (214) 891-8294.

PURPOSES OF THE MEETING

At the Annual Meeting, Shareholders will consider and vote upon the following matters:

- (1) to elect J. Philip McCormick as a Class One Director of the Fund, who is to hold office for a term of three (3) years or until his successor is elected and qualified;
- (2) to ratify the appointment by the Fund's Board of Directors of BKD, LLP, as the auditor of the Fund for the fiscal year ending December 31, 2014;
- (3) to approve an amendment to the Fund's Restated Articles of Incorporation in order to change the name of the Fund from RENN Global Entrepreneurs Fund, Inc., to RENN Fund, Inc.; and
- (4) to transact any and all other business that may properly be presented at the Annual Meeting or any adjournment(s).

RECORD DATE AND SHARE OWNERSHIP

The close of business on April 3, 2014, has been fixed as the record date (the "Record Date") for determining shareholders entitled to notice of and to vote at the Annual Meeting and any adjournment. At the close of business on the Record Date, the Fund had outstanding 4,463,967 shares of common stock held by approximately [455] registered owners and [783] beneficial owners.

QUORUM REQUIRED

A quorum must be present at the Annual Meeting for any business to be conducted. The presence at the Annual Meeting, in person or by proxy, of the holders of a majority of all the votes entitled to be cast at the Annual Meeting will constitute a quorum. Abstentions will not be treated as shares present for quorum purposes. Broker shares for which the broker has not received voting instructions from the record holder and does not have discretionary authority to vote the shares on certain proposals (which are considered "Broker Non-Votes" with respect to such proposals) will be treated as shares present for quorum purposes.

If a quorum is not present at the Annual Meeting, the shareholders who are represented may adjourn the Annual Meeting until a quorum is present. The persons named as proxies will vote those proxies for such adjournment, unless marked to be voted against any proposal for which an adjournment is sought, to permit the further solicitation of proxies.

VOTE REQUIRED

Each share of common stock of the Fund is entitled to one vote. The common stock is the only class of securities of the Fund entitled to vote at the Annual Meeting. A shareholder is entitled to vote all shares of common stock held of record at the close of business on the Record Date, in person or by proxy, at the Annual Meeting. There are no cumulative voting rights. All votes will be tabulated by the Inspector of Elections appointed for the meeting, who will separately tabulate affirmative and negative votes, abstentions, and broker non-votes.

Approval of the election of the Class One Director. The affirmative vote of a majority of the votes cast at the Annual Meeting is sufficient to elect J. Philip McCormick as a Class One Director.

Ratification of the Board's appointment of auditor of the Fund for the 2014 fiscal year. The affirmative vote of a majority of the shares present at the Annual Meeting is required for the ratification of the selection of the Fund's independent auditors. An abstention will have the effect of a vote against the ratification of the appointment of BKD, LLP, as the Fund's independent auditor, and a Broker Non-Vote will not have any effect on the vote to ratify that appointment.

Approval of an amendment to the Articles in order to change the name of the Fund: The affirmative vote of at least a majority of the outstanding shares of the Fund is required to approve the amendment to the Fund's Restated Articles of Incorporation to change the name of the Fund to RENN Fund, Inc. Broker non-votes and abstentions will have the effect of a vote against this proposal.

Additional solicitation. If there are not enough votes to approve any proposals at the Annual Meeting, the shareholders who are represented may adjourn the Annual Meeting to permit the further solicitation of proxies. The persons named as proxies will vote those proxies for such adjournment, unless marked to be voted against any proposal for which an adjournment is sought to permit the further solicitation of proxies.

Also, a shareholder vote may be taken on any of the proposals in this Proxy Statement prior to any such adjournment if there are sufficient votes for approval of such proposal.

VOTING ELECTRONICALLY VIA THE INTERNET OR BY TELEPHONE

In lieu of mailing in the proxy card, shareholders whose shares are registered in their own names may vote either via the Internet or by telephone. Specific instructions to be followed by any registered shareholder interested in voting via the Internet or by telephone are set forth on the enclosed proxy card. The Internet and telephone voting procedures are designed to authenticate the shareholder's identity and to allow shareholders to vote their shares and confirm that their voting instructions have been properly recorded.

If your shares are registered in the name of a bank or brokerage firm, you may be eligible to vote your shares electronically over the Internet or by telephone. A large number of banks and brokerage firms are participating in the Broadridge Investor Communications Services online program, which provides eligible street-name shareholders the opportunity to vote via the Internet or by telephone. If your bank or brokerage firm is participating in that program, they will furnish you with a proxy card with instructions. If your proxy card does not reference Internet or telephone information, please complete and return the proxy card in the self-addressed, postage-paid envelope provided.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information known to the Fund with respect to beneficial ownership of the Fund's common stock as of December 31, 2013, for: (i) all persons who are beneficial owners of more than 5% of the outstanding shares of the Fund's common stock; (ii) each director of the Fund; and (iii) all executive officers and directors of the Fund as a group:

Name of Beneficial Owner	Number of Shares Beneficially Owned Directly or Indirectly	Percent of Class
Russell Cleveland, Chairman of the Board, President, and Chief Executive Officer (1)	359,618	(2) 8.06%
Charles C. Pierce, Jr., Director	4,299	0.09%
Ernest C. Hill, Director	0	0.00%
J. Philip McCormick, Director	3,000	0.07%
Other Current Officers	0	0.00%
All Directors and Officers as a group (3 persons)	366,917	8.22%

Mr. Cleveland is an "Interested person" as defined by Section 2(a)(19) of the Investment Company Act of 1940 (the "1940 Act") by virtue of being an officer, director, and beneficial owner of all shares of the Fund's Investment Adviser and by being a limited partner in the Cleveland Family Limited Partnership, which owns more than 5% of the Fund's securities.

All shares owned by the Cleveland Family Limited Partnership, of which Mr. Cleveland is a limited partner

None of the above individuals beneficially owns equity securities in registered investment companies within the same Family of Investment Companies as the Fund. A "Family of Investment Companies" is two or more registered investment companies that share the same investment adviser and hold themselves out to investors as related companies for purposes of investment services. The Fund is not grouped with any such companies. None of the above individuals directly or indirectly owns beneficially or of record any class of securities of any entity controlling, controlled by, or under common control with the Adviser, other than as disclosed above regarding the Fund.

PROPOSAL ONE

ELECTION OF CLASS ONE DIRECTOR

Pursuant to the Fund's Restated Articles of Incorporation and Bylaws, the Board of Directors is to consist of one or more directors, the number of which may be increased or decreased from time to time by resolution adopted by a majority of the Board.

The Board is divided into three classes, and each class normally serves for a three-year term. Under Texas law, procedures are available to remove directors even if they are not then standing for re-election. Otherwise, only those directors in a single class may be changed in any one year. Having a classified board of directors may be regarded as an "anti-takeover" provision by making it more difficult for shareholders to change the majority of directors, and may have the effect of maintaining the continuity of management.

Shareholders wishing to recommend qualified candidates for consideration by the Fund may do so by submitting their nomination in writing to, Corporate Secretary, RENN Global Entrepreneurs Fund, Inc., 8080 N. Central Expressway, Suite 210, Dallas, Texas 75206. Such nominations must be submitted in conformity with Rules 14a-8 and 14a-11 of the Securities and Exchange Act of 1934, as applicable. The deadline for submitting nominations for this Annual Meeting was January 9, 2014. The deadline for submitting nominations for the Annual Meeting to be held in 2015 will be approximately December 24, 2014.

The nominee for a Class One Director receiving the majority of the votes cast for that directorship will be elected.

INFORMATION CONCERNING NOMINEE AND CONTINUING DIRECTORS

Term of Office. The term of office of the Class One Director expires at this Annual Meeting of Shareholders. The current Class One director, J. Philip McCormick, is proposed to be re-elected at the Annual Meeting, to serve for a term of three (3) years or until his successor is elected and qualified. Term of office of the Class Two Director will expire at the Annual Meeting to be held in 2015, and the terms of office for the Class Three Directors will expire at the Annual Meeting to be held in 2016.

Name, Address, (1) and Age	Position(s) Held with the Fund, Principal Occupation(s) During Past 5 Years, and Other Directorships	Current Term and Time Served	Portfolios in Fund Complex (2) Overseen by Director	Dollar Range of Shares in Fund
Interested Directors:				
Russell	President and CEO of the Adviser	Annual		
Cleveland (3) Age 75	President and CEO of the Fund since 1994	Annual	One	over \$100,000
	Class Three Director of the Fund since 1994	Three Years One Year Served		

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Director of iSatori, Inc.	Since 2003	N/A
Director of Cover-All Technologies, Inc., a-non- portfolio public company.	Since 2003	N/A
Director of AnchorFree, Inc.	Since 2012	N/A
Former Director of Access Plans, Inc.	2008 - 2009	N/A
Former Director of BPO Management Services, Inc.	2006 - 2011	N/A
Former Director of CaminoSoft	2004 - 2011	N/A

Name, Address, (1) and Age	Position(s) Held with the Fund, Principal Occupation(s) During Past 5 Years, and Other Directorships	Current Term and Time Served	Portfolios in Fund Complex (2) Overseen by Director	Dollar Range of Shares in Fund
Independent Directors:				
Charles C. Pierce, Jr. Age 79	Class Two Director Since 2002	Three Years Two Years Served	One	\$1-10,000
Ernest C. Hill Age 74	Chairman, Nominating and Corporate Governance Committee Class Three Director since 1994	Since 2004 Three Years One Year Served	One	\$0
J. Philip McCormick Age 72	Chairman, Audit Committee Class One Director since 2006	Since 2004 Three Years Three Years Served	One	\$1-10,000
	Senior Adviser to Stonehenge Growth Capital	Since 2000		
	Director of PostRock Energy Corp.	Since 2008		

(1) The address of all such persons is c/o RENN Capital Group, Inc., 8080 North Central Expressway, Suite 210, LB-59, Dallas, Texas 75206.

(2) The term "Fund Complex" means all 1940-Act-registered investment funds which share a common investment adviser or which hold themselves out to investors as related companies for purposes of investment services. The Fund is not grouped into a Fund Complex with any other such funds.

(3) Mr. Cleveland is an "Interested person" as defined by Section 2(a)(19) of the 1940 Act by virtue of being an officer and sole director of the Fund's Investment Adviser and by being a limited partner in the Cleveland Family Limited Partnership, which owns more than 5% of the Fund's securities.

Board Member Attributes. The following is a summary of some of the experience, skills, and attributes that led to the conclusion that each member should serve as a director for the Fund:

Russell Cleveland, the Chairman, is a Chartered Financial Analyst with more than 40 years of experience as a specialist in investments in smaller capitalization companies. A graduate of the Wharton School of Business, Russell Cleveland has served as President of the Dallas Association of Investment Analysts. He is also the President, Chief

Executive Officer, sole director, and beneficial shareholder of all of the shares of RENN Capital Group, Inc., the Investment Adviser to the Fund. The Adviser also serves as investment adviser for the investments of RENN Universal Growth Investment Trust, PLC (an investment trust listed on the London Stock Exchange) and RENN Entrepreneurial Fund Limited (a Guernsey private investment company). Mr. Cleveland is deemed to be a valuable Board member due to his depth of knowledge of the Fund, his business judgment, and extensive experience in the field of investment management.

Charles C. Pierce, Jr. has worked in the securities industry for more than 42 years. He is a retired Vice Chairman of Dain Rauscher, Inc., former President of the Texas Stock and Bond Dealers Association, and former Chairman of the South Central District of the Securities Industry Association covering, Texas, Oklahoma, New Mexico, Kansas, and Colorado. Mr. Pierce is deemed to be a valuable Board member due to his acumen and breadth of experience in the Fund's industry.

Ernest C. Hill has a broad background in convertible securities analysis with major NYSE brokerage firms and institutional investors. He specializes in computer-aided investment analysis and administrative procedures. He was an Assistant Professor of Finance with Southern Methodist University and an Associate Director of the Southwestern Graduate School of Banking, and was instrumental in the formation of an Entrepreneurial Seminar for the Southern Methodist School of Business. He also was an Investment Analyst with Capital Research & Management Co., Inc., a manager of a number of open-end mutual funds. He was awarded a Ford Fellowship to the Stanford School of Business, where he received an MBA with Honors in Investment and Finance. Mr. Hill is deemed to be a valuable Board member due to his strength of perception and analytical skills.

J. Philip McCormick was an audit partner and director of KPMG and KMG Main Hurdman from 1973 to 1991, a member of senior management with Enserch Corporation from 1991 through 1997, and currently is a Senior Adviser to Stonehenge Growth Capital and a director of PostRock Energy Corp. Mr. McCormick is deemed to be a valuable Board member due to his expertise in financial presentations and disclosures and his considerable experience in corporate management.

Diversity in Board Members. In selecting nominees for election or re-election to the Board, consideration is given to the presence on the Board of a broad spectrum of business acumen and personal perspectives. The Fund has members who bring experience in banking and finance, executive management of corporations, directorship, and success with entrepreneurial challenges, among others. The Fund has no policy regarding such, but it intends to keep a diversity of skills and attitudes in its board makeup, and it assesses those qualities in any present director or one who is being considered for nomination to the Board.

Board's Role in Risk Management. The Board endeavors to forestall risk by its development of fundamental investment policies for approval by the shareholders and other policies which are more flexible for the Adviser's activities on the Fund's behalf. The Board is also involved in the assessment and monitoring of risk by virtue of its review of the Fund's investment activities, noting whether the portfolio has industry or geographic susceptibilities, by the appointment of the Adviser's portfolio managers to directorships on portfolio boards when indicated, and by review of the financial particulars of the Fund, including any occasions of debt. It also considers the strength of the Adviser's staff to provide uninterrupted investment and administrative services to the Fund. The Board feels that its considerable oversight of risk fuses well with the Fund's leadership structure.