

PLAYERS NETWORK

Form PRER14A

April 24, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Amendment No. 1)

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:

☒ X Preliminary Proxy Statement

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

☐ O Definitive Proxy Statement

☐ O Definitive Additional Materials

☐ O Soliciting Material Under Rule 14a-12.

PLAYERS NETWORK

(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Dear Players Network Stockholder:

I am writing to share with you some of the developments that have taken place over the past year, which have ramped up Players Network's trajectory to continue expanding the company's growth through 2007 and beyond.

2006 saw the fruition of Digital Television, Broadband Video, and Video delivered over Wireless Platforms as main stream media. Audiences began consuming media in an entirely different fashion than ever before. People have chosen to exercise choice, control and convenience by watching their video entertainment On Demand.

These advances have allowed Players Network to keep striding for its goal to have a significant impact on the gaming industry, similar to the likes of what MTV is to music and ESPN is to sports. We plan to capitalize on this media revolution and expand its VOD and Broadband business with five very significant partners to date:

1. Comcast Communications: We are in the second year of our ten-year distribution agreement with the largest cable company in the world, providing Players Network with a branded, 24-hour VOD Channel. Players Network is now available through Comcast in over 13 million US homes and one of only a handful of companies Comcast signed this kind of agreement with.
2. Google Video: Google, the world's largest Search Engine, and Players Network have a partnership agreement in place to share advertising revenue generated by Players Network videos viewed by Google's audience worldwide. Players Network already has over 450 videos available for viewing on Google. Current advertisers include Allstate Insurance and Lions Gate Entertainment.
3. Google.co.UK: Players Network's (Vegas on Demand) was only one of two US company's selected to launch as part of video advertising test that began March 18th with Google.co.UK. Nissan became one of the first sponsor's of Players Network UK's line up and this marks our first step into the international Broadband Video marketplace.
4. Yahoo Video, MySpace: Players Network is also distributing its content through Yahoo Video and MySpace and anticipates entering into commercial arrangements with both during 2007.
5. Players Network also signed an agreement with Tivo in April to distribute its content to 585,000 television set top boxes through the US.

In October, Players Network changed the name of its Comcast VOD Channel to Vegas on Demand (V.O.D.) Our numbers immediately jumped from 200,000 video views the previous month, to over 900,000 views in October, elevating the total number of video views for that month, across all Players Network's distribution platforms, to over 2,000,000!

In February 2007, Players Network re-launched its website, Playersnetwork.com, as an enhanced Broadband Video portal and Las Vegas Information Virtual Gaming Lifestyle destination site. The website's increased profile led to Players Network signing an agreement with Gorilla Nation, one of the world's largest online media rep firm. New York, New York Casino, Suzuki, and MGM Studios have already come on board as advertisers.

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In 2006, Players Network signed a co-production agreement with Playboy to produce an original Players Network series called Playboy's Women of Poker, a reality show / poker tournament in which the most beautiful women in the world play poker in Las Vegas to win their way into a Playboy Women of Poker pictorial, with the winner potentially appearing on the cover of Playboy. We are currently seeking domestic and International television distribution.

These deals, partnerships and opportunities have all helped put Players Network on a strong path toward becoming a definitive media brand in the Gaming Lifestyle media category. We have built tremendous momentum to greatly enhance our first-mover advantage and realize the long-term goals all of you who have invested in Players Network want as much as we do. We believe that 2007 will provide us with even more opportunities and bring us ever closer to achieving our goals. Please take a moment to visit www.PlayersNetwork.com and watch some of the 875+ original videos we have produced, and learn more about Playboy's Women of Poker.

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I want to extend my thanks for your continued support of Players Network, and look forward to meeting those of you who attend our annual stockholder meeting in May.

Sincerely,

Mark Bradley

CEO, President

PLAYERS NETWORK

PLAYERS NETWORK

4260 Polaris Avenue

Las Vegas, Nevada 89103

(702) 895-8884

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY __, 2007

Dear Players Network Stockholder:

We will hold the Annual meeting of Stockholders of Players Network on May __, 2007, at 10:00 a.m., local time, at the offices of Players Network, 4260 Polaris Avenue, Las Vegas, Nevada 89103 for the following purposes:

1. To elect a new Board of Directors for Players Network to hold office until the next annual Stockholder s meeting, (current nominations are for Mark Bradley, Michael Berk, Morden Lazarus, Douglas Miller, and Joost Van Adelsberg);
2. To amend the Players Network s Articles of Incorporation to increase the number of authorized common stock from 25 million to 150 million shares;
3. To amend the Players Network s Articles of Incorporation to allow for 25 million shares of preferred stock, which were not previously authorized;
4. To affirm Weaver & Martin, LLC as auditors for the next year.

The Board of Directors has determined that the Proposals are fair to, and in the best interests of, Players Network Stockholders and unanimously recommends that you vote FOR the Proposals.

Only Players Network Stockholders of record at the close of business on March 19, 2007 are entitled to notice of and to vote at the Annual meeting or any adjournment or postponement thereof. A complete list of the Stockholders entitled to vote at the Annual meeting or any adjournments or postponements of the Annual meeting will be available at and during the Annual meeting.

The information contained in this letter is only a summary of the actions to be voted on at the Annual Meeting and is not meant to be complete and exhaustive. You are encouraged to read the attached proxy statement, including its exhibits, in its entirety for further information regarding the proposals.

YOUR VOTE IS IMPORTANT. TO ASSURE THAT YOUR SHARES ARE REPRESENTED AT THE ANNUAL MEETING, YOU ARE URGED TO COMPLETE, DATE AND SIGN THE ENCLOSED PROXY AND MAIL IT PROMPTLY TO THE COMPANY, WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON. YOU MAY REVOKE YOUR PROXY IN THE MANNER DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT ANYTIME BEFORE IT HAS BEEN VOTED AT THE ANNUAL MEETING. IF YOU RETURN A PROXY WITHOUT SPECIFYING A CHOICE ON THE PROXY, THE PROXY WILL BE VOTED FOR THE PROPOSALS. IT MAY BE POSSIBLE FOR YOU TO VOTE IN PERSON AT THE ANNUAL MEETING EVEN IF YOU HAVE

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RETURNED A PROXY. PLEASE REVIEW THE PROXY STATEMENT FOR MORE INFORMATION.

By Order of the Board of Directors

Mark Bradley

Chief Executive Officer

4260 Polaris Avenue

Las Vegas, Nevada 89103

April __, 2007

PLAYERS NETWORK

PROXY STATEMENT

FOR ANNUAL MEETING OF STOCKHOLDERS

May __, 2007

This statement is furnished in connection with the solicitation by the Board of Directors of Players Network (hereinafter "Players" or the "Company") of proxies in the accompanying form for the Annual Meeting of Stockholders to be held on Friday, May __, 2007 at 10:00 a.m. and at any adjournment thereof.

This proxy statement and the enclosed form of proxy were first sent to stockholders on or about April __, 2007.

If the form of proxy enclosed herewith is executed and returned as requested, it may nevertheless be revoked at any time prior to exercise by filing an instrument revoking it or a duly executed proxy bearing a later date.

Solicitation of proxies will be made by mail and by Players' officers and directors at Players' expense. Players will reimburse brokerage firms, banks, trustees and others for their actual out-of-pocket expenses in forwarding proxy material to the beneficial owners of its common stock.

As of the close of business on March 19, 2007, the record date for the Annual Meeting, Players had outstanding and entitled to vote 24,157,232 shares of Common Stock. Each share of Common Stock is entitled to one vote per share on all matters submitted to a vote of Players stockholders. Only stockholders of record at the close of business on March 19, 2007 are entitled to vote at the Annual Meeting or at any adjournment thereof.

The presence at the meeting, in person or by proxy, of the holders of Common Stock holding in the aggregate a majority of the voting power of Players' stock entitled to vote shall constitute a quorum for the transaction of business. A majority of the votes properly cast upon any question by the stockholders attending the meeting, in person or by proxy, shall decide the question. Abstentions and broker non-votes will count for purposes of establishing a quorum, but will not count as votes cast for the election of Directors or any other question and accordingly will have no effect.

Stockholders who send in proxies but attend the meeting in person may vote directly if they prefer and withdraw their proxies or may allow their proxies to be voted with the similar proxies sent in by other stockholders.

THE ANNUAL MEETING

Time, Place and Date

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We are furnishing this proxy statement to Players Stockholders in connection with the solicitation of proxies by the Players Board of Directors for use at the Annual meeting of Stockholders of Players to be held on May ___, 2007, at 10:00 a.m., local time, at the offices of the Players Network, 4260 Polaris Avenue, Las Vegas, Nevada 89103, or any adjournment or postponement thereof, pursuant to the enclosed Notice of Annual Meeting of Stockholders.

Purpose of the Meeting

At the Annual meeting, holders of Players common stock of record as of the close of business on March 19, 2007 will be eligible to vote upon the following proposals:

PROPOSAL 1. Election of Directors:

Players Stockholders elect the members of the Board of Directors annually. Current nominations are for Mark Bradley, Michael Berk, Morden Lazarus, Douglas Miller, and Joost Van Adelsberg. The election of Players directors requires a plurality of the votes cast in person or by proxy at the meeting. The nominees have consented to

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their nomination to the Board of Directors, and will serve if elected. However, if any nominee should become unavailable for election, the accompanying proxy will be voted for the election of Players current directors as shall be recommended by the Board of Directors, or will be voted in favor of holding a vacancy to be filled by the director. Players has no reason to believe that any of the nominees will be unavailable.

The following information is provided regarding the nominees for election to the Board of Directors.

Mark Bradley founded the Company and has been its Chief Executive Officer and a director since 1993. Mr. Bradley was a staff producer/director at United Artists where he produced original programming and television commercials. In 1985 he created the Real Estate Broadcast Network that was the first 24-hour real estate channel. In 1993 he founded Players Network. Mr. Bradley is a graduate of the Producers Program at the University of California Los Angeles. Mr. Bradley graduated from the UCLA producer's program and became a producer/director at United Artists, where he produced original programming, television commercials, multi-camera music videos, live-to-tape sports and a variety show and was studio manager and postproduction supervisor with United Cable Television in Los Angeles. In this capacity he engaged in the production, packaging and syndication of television and film productions for such media venues as HBO, Nickelodeon, Prime Ticket and MTV. As an independent producer/director, Mr. Bradley created and promoted live pay-per-view events, negotiated entertainment programming distribution deals, budgeted and packaged TV programming.

Under Mr. Bradley's direction, Players became the first user of a digital broadcast system for television programming and the first private label gaming network. Mr. Bradley pioneered, developed and executive produced the production of Players' unique gaming-centric programming.

Michael Berk has been a director since 2000 and was appointed as the Company's president of programming on March 22, 2005. Mr. Berk has over 25 years of television and motion picture development, writing and production experience. He created and Executive Produced

Baywatch, the most popular series in television history, and is involved with the *Baywatch* feature film for DreamWorks. Mr. Berk wrote and produced the first three-hour movie ever made for television, *"The Incredible Journey of Dr. Meg Laurel,"* the highest-rated movie of the year, averaging a 42 share over three hours, *"The Ordeal of Dr Mudd,"* another three-hour movie that received two Emmy Awards, *"The Haunting Passion,"* winner of the Venice Film Festival Award and *"The Last Song,"* recipient of the Edgar Allan Poe Award for Mystery Writing.

Mr. Berk is also a significant figure in the Las Vegas community. He was a founding Board Member and President of the highly acclaimed CineVegas Film Festival, now in its sixth year at the Palms Hotel, and was recognized with the prestigious Las Vegas Chamber of Commerce Community Achievement Award in the category of Entertainment. He also received the Nevada Film Office/Las Vegas Film Critics Society Silver Spike Award for his contributions to the film and television industry in Nevada. Mr. Berk maintains offices both in Hollywood and in Las Vegas.

Morden C. Lazarus has been a member of the Board of Directors of the Company since 2005. Mr. Lazarus has served as a principal of the Montreal law firm of Lazarus, Charbonneau since 1967. Mr. Lazarus currently serves as President of the International Association of Gaming Attorneys, for which he has been a member of the Board of Trustees since 1993 and General Counsel since 2001. He was also appointed as Chair of the Gaming Law Committee of the American Bar Association on September 30, 2004. Mr. Lazarus is also Chairman and Chief Executive Officer of ISee3D Inc., a company publicly traded on the TSX Venture Exchange (a subsidiary of the Toronto Stock Exchange). He is a member of the Board of Directors of DPC Biosciences Corporation (a company whose shares are also traded on the TSX Venture Exchange), and Anchor Gaming (Canada) Inc. (a subsidiary of International Game Technology, a NYSE-traded company). Mr. Lazarus received his law degree from McGill University in Montreal. Mr. Lazarus does not currently serve on any committee of our Board of Directors and is not expected at this time to serve on any such committee in the foreseeable future.

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Douglas R. Miller has been a member of the Board of Directors of the Company since 2005. Douglas R. Miller has served as President, Chief Operating Officer, Secretary and a director of GWIN, Inc., a publicly traded media and entertainment company focused on sports and gaming, since its reorganization in July 2001. Mr. Miller has also served as Gwin's Chief Financial Officer from November 2001 to April 2003. From 1999 to 2001, Mr. Miller served as President of Gwin's subsidiary, Global Sports Edge, Inc. From 1998 to 1999, Mr. Miller was the

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Chief Financial Officer of Body Code International, an apparel manufacturer. Mr. Miller holds a B.A. degree in economics from the University of Nebraska, and an MBA degree from Stanford University. Mr. Miller serves on the compensation committee of Players' Board of Directors.

Dr. Joost Van Adelsberg has been a member of the Board of Directors of the Company since 1999. Dr. Van Adelsberg is a medical doctor and currently has an active family practice in California. Dr. Van Adelsberg is a clinical instructor at the Department of Family Practice, School of Medicine at the University of California at Los Angeles.

The Board of Directors has concluded that Mr. Lazarus and Dr. Van Adelsberg are considered independent Directors in accordance with the director independence standards of the American Stock Exchange, and has determined that none of them has a material relationship with Players which would impair his independence from management or otherwise compromise his ability to act as an independent director.

When the accompanying proxy is properly executed and returned, the shares it represents will be voted in accordance with the directions indicated thereon or, if no direction is indicated, the shares will be voted in favor of the election of the five nominees identified above. Players expects each nominee to be able to serve if elected, but if any nominee notifies Players before this meeting that he is unable to do so, then the proxies will be voted for the remainder of those nominated and, as designated by the Directors, may be voted (i) for a substitute nominee or nominees, or (ii) to elect such lesser number to constitute the whole Board as equals the number of nominees who are able to serve.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF ALL NOMINEES.

Audit Committee and Financial Expert

Players does not have an Audit Committee and therefore does not have an Audit Committee Report. However, its board of directors perform some of the same functions of an Audit Committee, such as: recommending a firm of independent certified public accountants to audit the annual financial statements; reviewing the independent auditors independence, the financial statements and their audit report; recommend that the audited financial statements be included in Players' annual report of Form 10-KSB; and reviewing management's administration of the system of internal accounting controls. Players does not currently have a written audit committee charter or similar document.

Players does not have a financial expert. It believes the cost related to retaining a financial expert at this time is prohibitive. Further, Players believes the services of a financial expert are not warranted at this point in time with its current operations.

Nominating Committee

Players does not have a Nominating Committee or Nominating Committee Charter. Its Board of Directors performs some of the functions associated with a Nominating Committee. Players has elected not to have a Nominating Committee in that it has limited resources and a limited number of board members. The Board is in the process of evaluating the establishment of a Nominating Committee.

Director Nomination Procedures

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At present, the Board participates in discussions regarding nominees for Directors. The Board has determined that it is appropriate for all members of the Board to participate in the selection of Directors since all of the Board members will work and interact with each nominee and each director brings unique skills and experience to the process of evaluating personnel. Players Directors approved the selection of the nominees for Directors named in this proxy statement.

Generally, nominees for Directors are identified and suggested by the members of the Board or management using their business networks. The Board has not retained any executive search firms or other third

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parties to identify or evaluate director candidates in the past and does not intend to in the near future. In selecting a nominee for director, the Board considers the following criteria:

1. whether the nominee has the personal attributes for successful service on the Board, such as demonstrated character and integrity; experience at a strategy/policy setting level; managerial experience dealing with complex problems; an ability to work effectively with others; and sufficient time to devote to the affairs of Players;
2. whether the nominee has been the chief executive officer or senior executive of a public company or a leader of a similar organization, including industry groups, universities or governmental organizations;
3. whether the nominee, by virtue of particular experience, technical expertise or specialized skills or contacts relevant to Players' current or future business, will add specific value as a Board member; and
4. whether there are any other factors related to the ability and willingness of a new nominee to serve, or an existing Board member to continue his service.

The Board has not established any specific minimum qualifications that a candidate for director must meet in order to be recommended for Board membership. Rather the Board will evaluate the mix of skills and experience that the candidate offers, consider how a given candidate meets the Board's current expectations with respect to each such criterion and make a determination regarding whether a candidate should be recommended to the stockholders for election as a director. During 2006, Players received no recommendation for Directors from its stockholders.

Players will consider for inclusion in its nominations of new Board of Director nominees proposed by stockholders who have held at least 1% of the outstanding voting securities of Players for at least one year. Board candidates referred by such stockholders will be considered on the same basis as Board candidates referred from other sources. Any stockholder who wishes to recommend for Players' consideration a prospective nominee to serve on the Board of Directors may do so by giving the candidate's name and qualifications in writing to Players' Secretary at the following address: 4260 Polaris Avenue, Las Vegas, NV 89103.

Compensation Committee

Players board of directors appointed Mr. Douglas Miller as the sole member of the compensation committee. Mr. Miller has performed in his role by reviewing Players employment agreements with Mr. Bradley and Mr. Berk. The board of directors intends to add additional members to the compensation committee and expects it to solely consist of independent members. Until additional members are appointed to the compensation committee, Mr. Miller, acting as the compensation committee, will review all forms of compensation provided to any new executive officers, directors, consultants and employees, including stock compensation and options.

Compensation Committee's Report on Executive Compensation

General. As noted above, the Compensation Committee of the Board of Directors consists of the Board's outside director Douglas Miller. The Compensation Committee is responsible for setting and administering the policies governing compensation of Players executive officers including cash compensation and stock ownership programs. The goals of Players' compensation policy are to attract and retain executive officers who contribute to the overall success of Players, by offering compensation which is competitive in the industry for companies of Players size, to motivate executives to achieve Players' business objectives and to reward them for their achievements.

Overall Policy; Significant Factors. The compensation decisions made by the Compensation Committee in respect of Players executive officers were influenced by two major factors. First, its minimal operations brings with it all of the normal capital requirements to sustain growth, therefore certain stock compensation was granted in lieu of and in satisfaction of accrued salaries, commissions and for services rendered. This

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practice may be extended into the future on a case-by-case basis and accordingly filed with the Securities and Exchange Commission. Finally, as Players continues to mature, certain additions to the executive staff will be required. As Players is required to seek talent in the outside market, it will be required to provide a competitive compensation package.

As overall policy, however, the Compensation Committee continues to believe that long-term compensation tied to the creation of stockholder value should constitute a significant component of the

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compensation to be earned by our executive officers. In this respect, it will be the Compensation Committee's policy to attempt to restrain base cash compensation (subject to competitive pressures), while providing the incentive for Management to increase stockholder value by providing such officers with significant numbers of market-priced stock that will not confer value upon the officers unless and until Players' share price rises. The Compensation Committee expects that stock options may constitute a component of the compensation package provided to executive officers.

The Compensation Committee believes that cash bonuses are, at times, appropriate based upon the performance of Players' business compared to its internal expectations and general business conditions.

Stockholder Communications with the Board of Directors

Stockholders who wish to communicate with the Board or a particular director may send a letter to the Secretary of the Corporation at 4260 Polaris Avenue, Las Vegas, NV 89103. The mailing envelope must contain a clear notation indicating that the enclosed letter is a

Stockholder-Board Communication or Stockholder-Director Communication. All such letters must identify the author as a stockholder and clearly state whether the intended recipients are all members of the Board or just certain specified individual Directors. The Secretary will make copies of all such letters and circulate them to the appropriate director or Directors.

Code of Ethics

A code of ethics relates to written standards that are reasonably designed to deter wrongdoing and to promote:

- (1) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (2) Full, fair, accurate, timely and understandable disclosure in reports and documents that are filed with, or submitted to, the Commission and in other public communications made by an issuer;
- (3) Compliance with applicable governmental laws, rules and regulations;
- (4) The prompt internal reporting of violations of the code to an appropriate person or persons identified in the code; and
- (5) Accountability for adherence to the code.

On April 7, 2004, Players adopted a Code of Ethics that applies to Players' principal executive officer, principal financial officer and principal accounting officer. Anyone can obtain a copy of the Code of Ethics by contacting Players at the following address: 4620 Polaris Avenue Las Vegas, Nevada 89103, attention: Chief Executive Officer, telephone: (702) 895-8884. The first such copy will be provided without charge. Players will post any amendments to the Code of Ethics, as well as any waivers that are required to be disclosed by the rules of either the Securities and Exchange Commission or the National Association of Dealers, on its corporate website and/or file such amendments or waivers in a Form 8-K with the Commission.

Current Officers and Directors

The following table sets forth the names and positions of Players executive officers and directors.

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<u>Name</u>	<u>Age</u>	<u>Title</u>
Mark Bradley	44	Chief Executive Officer & Director
Michael Berk	60	President of Programming & Director
Morden Lazarus	62	Director
Douglas Miller	55	Director
Joost Van Adelsberg	83	Director

Mark Bradley (See Resumé on Page 2 above).

Michael Berk (See Resumé on Page 2 above).

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Morden C. Lazarus (See Resumé on Page 2 above).

Douglas R. Miller (See Resumé on Page 2 above).

Dr. Joost Van Adelsberg (See Resumé on Page 3 above).

Limitation of Liability of Directors

Pursuant to the Nevada General Corporation Law, Players Articles of Incorporation exclude personal liability for its Directors for monetary damages based upon any violation of their fiduciary duties as Directors, except as to liability for any breach of the duty of loyalty, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or any transaction from which a Director receives an improper personal benefit. This exclusion of liability does not limit any right which a Director may have to be indemnified and does not affect any Director's liability under federal or applicable state securities laws. Players has agreed to indemnify its directors against expenses, judgments, and amounts paid in settlement in connection with any claim against a Director if he acted in good faith and in a manner he believed to be in Players best interests.

Election of Directors and Officers

Directors are elected to serve until the next annual meeting of stockholders and until their successors have been elected and qualified. Officers are elected by the Board and their terms of office are, except to the extent governed by employment contract, at the discretion of the Board.

No Executive Officer or Director of the Corporation has been the subject of any Order, Judgment, or Decree of any Court of competent jurisdiction, or any regulatory agency permanently or temporarily enjoining, barring, suspending or otherwise limiting him from acting as an investment advisor, underwriter, broker or dealer in the securities industry, or as an affiliated person, director or employee of an investment company, bank, savings and loan association, or insurance company or from engaging in or continuing any conduct or practice in connection with any such activity or in connection with the purchase or sale of any securities.

No Executive Officer or Director of the Corporation has been convicted in any criminal proceeding (excluding traffic violations) or is the subject of a criminal proceeding which is currently pending.

No Executive Officer or Director of the Corporation is the subject of any pending legal proceedings.

Section 16(a) Beneficial Ownership Reporting Compliance

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Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act), requires our executive officers and directors, and persons who beneficially own more than ten percent of our common stock, to file initial reports of ownership and reports of changes in ownership with the SEC. Executive officers, directors and greater than ten percent beneficial owners are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. During the preparation of the 2006 Form 10-KSB, we learned that the reports required by Section 16(a) were not filed in connection with the securities issuances to our officers and directors during fiscal 2006. The Company has undertaken to cause each of its officers and directors to file an initial report of ownership on Form 3.

Executive Compensation

The following table sets forth certain information relating to all compensation of our named executive officers for services rendered in all capacities to the Company during the fiscal year ended December 31, 2006: .

Summary Compensation Table

Name and Principal Position	Year	Salary	Stock Awards	Option Awards	All Other Compensation	Total Compensation
(a) Mark Bradley, CEO Michael Berk,	(b) 2006	(c) \$76,500	(e)(1) \$118,100	(f)(1) \$94,217	-0-	\$288,817
President of Programming	2006	\$37,850	\$127,833	\$94,217	-0-	\$259,900

(1) The amounts in columns (e) and (f) reflect the dollar amount recognized for financial statement reporting purposes for the fiscal year ended December 31, 2006, in accordance with SFAS 123(R) of awards of stock and stock options and thus include amounts from awards granted in and prior to 2006. Assumptions used in the calculation of this amount are included in Notes 8, 9, & 10 of our audited financial statements for the fiscal year ended December 31, 2006 included in Part II, Item 7, Financial Statements of this Annual Report on Form 10-KSB.

Employment Agreements

In 2006 we employed Mr. Bradley under an extension of his employment agreement. This agreement provides that Mr. Bradley is entitled to receive an annual salary of \$150,000. Provided that established criteria are met, Mr. Bradley is also entitled to 10% of all royalties that we receive from sources directly resulting from his efforts. He is also entitled to participate in any and all employee benefit plans established for the employees of the Company. The employment agreement confers upon Mr. Bradley a right of first refusal with respect to any proposed sale of all or a substantial portion of the Company's assets. The employment agreement does not contain a covenant not to compete preventing Mr. Bradley from competing with the Company after the termination of the employment agreement.

On January 1, 2005, we entered into a five-year employment agreement with Mr. Michael Berk, our President of Programming pursuant to which we agreed to pay Mr. Berk an annual salary of \$150,000 plus 10% of all royalties that we receive from sources directly resulting from his efforts.

Termination of Employment

Mr. Bradley and Mr. Berk are each parties to employment agreements with the Company that provide for severance benefits in the event their employment is terminated by the Company (other than as a result of death or for cause) or by the employee as a result of a material breach by the Company of the employment agreement. In the event of such termination, the employee will be entitled to his base salary and all benefits for the remainder of the term of the employment agreement plus a lump sum cash payment in an amount equal to 2 times his then current base salary and annual bonus (without regard to the performance requirements associated with such bonus). In addition, all outstanding stock options will be immediately vested. If the employee or his family is ineligible under the terms of any insurance to continue to be covered, the Company will either provide substantially equivalent coverage or pay the employee a lump sum payment equal to the value of the continuation of such insurance coverage.

Outstanding Equity Awards at Fiscal Year End

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The following table sets forth information with respect to the value of all unexercised options previously awarded to the Named Executive Officers at the fiscal year ended December 31, 2006.

Name	Number of Securities Underlying Unexercised Options	Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested
	(#)	(#)	(\$)		(#)	(\$)
	Exercisable	Unexercisable				
(a)	(b)(1)	(c)	(e)	(f)	(f)	(g)
Mark Bradley	300,000	--	0.30	5/25/2008	--	--
Mark Bradley	250,000	--	0.38	2/25/2009	--	--

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Michael Berk	400,000	--	0.30	5/25/2008	--	--
Michael Berk	250,000	--	0.38	2/25/2009	--	--

(1) The options were fully vested on the date of grant.

The table below summarizes the compensation that we paid to non-employee directors for the fiscal year ended December 31, 2006.

	Stock Awards	Option Awards	All Other Compensation	Total
Name	(\$)	(\$)	(\$)	(\$)
(a)	(c)	(d)	(g)(1)	(h)
Doug Miller (2)	-0-	-0-	\$63,300	\$63,300
Dr. Joost Van Adelsberg(3)	-0-	-0-	\$34,400	\$34,400
Morden C. Lazarus (4)	-0-	-0-	\$47,937	\$47,937

(1) The amounts in columns (g) and (h) reflect the dollar amount recognized for financial statement reporting purposes for the fiscal year ended December 31, 2006, in accordance with SFAS 123(R) of awards of stock and stock options and thus include amounts from awards granted in and prior to 2006. Assumptions used in the calculation of this amount are included in Notes 8, 9, & 10 of our audited financial statements for the fiscal year ended December 31, 2006 included in Part II, Item 7, Financial Statements of this Annual Report on Form 10-KSB.

(2) On May 21, 2006, the Company granted Mr. Miller a fully-vested option exercisable for 150,000 shares of the Company's common stock at an exercise price of \$0.20 per share in consideration for services rendered other than services as a director. On August 8, 2006, the Company granted Mr. Miller a fully-vested option exercisable for 150,000 shares of the Company's common stock at an exercise price of \$0.205 per share in consideration for services rendered. On November 28, 2006, the Company issued 15,000 shares of the Company's common stock to Mr. Miller for services rendered.

(3) On November 28, 2006, the Company granted Mr. Van Adelsberg a fully-vested option exercisable for 70,000 shares of the Company's common stock at an exercise price of \$0.17 per share in consideration for services rendered other than services as a director.

(4) On February 25, 2006, the Company granted Mr. Lazarus a fully-vested option exercisable for 100,000 shares of the Company's common stock at an exercise price of \$0.38 per share in consideration for services rendered other than services as a director. On May 21, 2006, the Company granted Mr. Lazarus a fully-vested option exercisable for 50,000 shares of the Company's common stock at an exercise price of \$0.20 per share in consideration for services rendered other than services as a director. On August 8, 2006, the Company granted Mr. Lazarus a fully-vested option exercisable for 50,000 shares of the Company's common stock at an exercise price of \$0.205 per share in consideration for services rendered other than services as a director. On November 28, 2006, the Company issued 15,000 shares of the Company's common stock to Mr. Lazarus for services rendered other than services as a director.

Security Ownership of Certain Beneficial Owners and Management

The following table presents information, to the best of Players knowledge, about the beneficial ownership of its common stock on March 26, 2007, held by those persons known to beneficially own more than 5% of Players capital stock and by its directors and executive officers. .

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Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and does not necessarily indicate beneficial ownership for any other purpose. Under these rules, beneficial ownership includes those shares of common stock over which the stockholder has sole or shared voting or investment power. It also includes (unless footnoted) shares of common stock that the stockholder has a right to acquire within 60 days after March 26, 2007 through the exercise of any option, warrant or other right. The percentage ownership of the outstanding common stock, however, is based on the assumption, expressly required by the rules of the Securities and Exchange Commission, that only the person or entity whose ownership is being reported has converted options or warrants into shares of our common stock. Unless otherwise indicated, the address of each listed stockholder is c/o of Players Network, 4620 Polaris Avenue, Las Vegas, NV 89103

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Security Ownership of Management

Name of Beneficial Owner (1)	Number	Percent of Outstanding Shares of Common Stock (2)
of Shares		
Mark Bradley, CEO and Director (3)	5,692,132	22.93%
Michael Berk, President of Programming and Director (4)	2,288,165	9.22%
Douglas Miller, Director (5)	315,000	1.28%
Dr. Joost Van Adelberg, Director	1,345,924	5.55%
Morden Lazarus, Director (6)	316,000	1.29%
Directors and Officers as a Group	9,957,221	38.49%

1. Except as indicated in the footnotes to this table and pursuant to applicable community property laws, the person named in the table have sole voting and investment power with respect to all shares of Common Stock owned by such person.
2. Percentage of beneficial ownership is based upon 24,267,947 shares of Common Stock outstanding as of March 26, 2007. For each named person, this percentage includes Common Stock that the person has a right to acquire either currently or within 60 days of March 26, 2007, including through the exercise of an option; however, such Common Stock is not deemed outstanding for the purpose of computing the percentage owned by any other person.
3. Includes stock options to purchase 550,000 shares of Common Stock exercisable currently and within 60 days of March 26, 2007 and 25,000 shares held by Mr. Bradley's minor daughter.
4. Includes (i) 577,333 shares held by MJB Productions, which is 100% owned by Mr. Berk, and (ii) stock options to purchase 550,000 shares of Common Stock exercisable currently and within 60 days of March 26, 2007..
5. Includes stock options to purchase 300,000 shares of Common Stock exercisable currently and within 60 days of March 26, 2007.
6. Includes stock options to purchase 200,000 shares of Common Stock exercisable currently and within 60 days of March 26, 2007..

Certain Relationships and Related Transactions

During the year ended December 31, 2006, the Company granted Doug Miller, a director of the Company, options to purchase 200,000 shares of common stock at an exercise price of \$0.25 with a 3 year life for services rendered. The Company also issued Mr. Miller 15,000 shares of the Company's common stock at \$0.17 cents per share for services rendered during 2006.

During the year ended December 31, 2006, the Company issued Joost Van Adelsberg, a director of the Company 70,000 shares of common stock at \$0.17 cents per share for services rendered during 2006.

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During the year ended December 31, 2006, the Company granted Morden Lazarus, a director of the Company, options to purchase 100,000 shares of common stock at an exercise price of \$0.50 with a 3 year life and options to purchase 100,000 shares of common stock at an exercise price of \$0.25 with a 3 year life for services rendered.

During the years ended 2006 and 2005, the Company rented the Company's soundstage to GWIN, Inc., a company controlled by David Miller, a director of the Company. During 2006 and 2005, the Company generated revenues of \$31,400 and \$27,000, respectively from GWIN, Inc.

PROPOSAL 2. Amending the Articles of Incorporation to Increase the Authorized Amount of Common Stock:

Increase in Authorized Common Stock

Players intends to amend and restate the fourth article of the Current Articles of Incorporation to increase the number of authorized shares of common stock to 150,000,000 shares from 25,000,000. As of the Record Date, 23,420,517 shares of Players' Common Stock were issued and outstanding.

The increase in the number of Players' authorized shares of Common Stock to 150,000,000 would permit Players to issue an additional 125,000,000 shares of Common Stock not currently authorized. Each additional share of Common Stock authorized would have the same rights and privileges as each share of Common Stock currently authorized or outstanding. The holders of Players' existing outstanding shares of Common Stock will have no preemptive right to purchase any of the additional authorized shares. The issuance (other than through a stock split or a stock dividend) of a large number of additional shares of Common Stock (including any comprising a part of the additional authorized shares) could substantially reduce the proportionate interest that each presently outstanding share of Common Stock has with respect to dividends, voting, and the distribution of assets upon liquidation.

The Board of Directors believes that it is in the best interests of Players to have additional authorized but unissued shares of Common Stock in an amount adequate to provide for the future needs of Players. The Board of Directors believes that an additional 125,000,000 million authorized shares of Common Stock would be adequate to meet these needs for the foreseeable future. The additional authorized shares will be available for issuance from time to time by Players at the discretion of the Board of Directors, normally without further stockholder action or notification (except as may be required for a particular transaction by applicable law, requirements of regulatory agencies or any stock exchange rules to which Players may in the future become subject). The Board of Directors does not anticipate seeking authorization from Players' stockholders for the issuance of any of the additional authorized shares of common stock.

The availability of such shares for issuance in the future will give Players greater flexibility and permit such shares to be issued without the expense and delay of a special stockholders' meeting. The additional authorized shares could be issued for any proper corporate purpose including, but not limited to, future equity and convertible debt financings, acquisitions of property or securities of other corporations, debt conversions and exchanges, exercise of current and future options and warrants, for issuance under Players' current or future employee benefit plans, stock dividends and stock splits. Players, in the past, has issued shares of Common Stock in connection with small private offerings intended to provide bridge financing. At this current time, Players does not have any plans, proposals or arrangements to issue any of the newly available shares of common stock. Players anticipates issuing a substantial number of additional shares of common stock in connection with a more definitive financing expected to be undertaken in the future, although Players has not engaged in any discussion or negotiations with one or more parties to receive any funds or to issue any shares of common stock. There can be no assurance that Players will be successful in its efforts to complete a more definitive financing or to procure additional funds, or if successful in completing a more definitive financing or procuring additional funds there can be no assurance as to the terms and conditions pursuant to which the financing may be completed and the funds may be provided. The number of shares to be issued in connection with a future financing could conceivably be large enough that control of Players could change as a result. The Board of Directors is required to make each determination to issue shares of Common Stock based on its judgment as to the best interests of the stockholders and Players.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSAL.

PROPOSAL 3. Amending the Articles of Incorporation to Authorize Preferred Stock:

Creation of Preferred Stock

Players intends to amend and restate the fourth article of the Current Articles of Incorporation to authorize 25,000,000 shares of blank check preferred stock. This type of preferred stock allows the Board of Directors to divide the preferred shares into series, to designate each series, to fix and determine separately for each series any one or more relative rights and preferences and to issue shares of any series without further stockholder approval. The purpose for establishing the class of preferred shares is to give Players the flexibility to take advantage of various business opportunities, including financings, raising additional capital, stockholders' rights plans and other corporate purposes.

The preferred stock will enable Players, at the option of the Board of Directors, to issue series of preferred shares in a manner calculated to take advantage of financing techniques that may provide a lower effective cost of capital to Players. The availability of blank check preferred shares for issuance in the future will give Players greater flexibility and permit such shares to be issued without the expense and delay of a special stockholders meeting. At this current time, Players does not have any plans, proposals or arrangements to issue any of the newly available shares of blank check preferred stock and the authorization of the blank check preferred shares is not in response to any takeover attempt or any other expression of interest indicated by a third party. The Board of Directors will be authorized, without stockholder approval, to issue preferred shares on the terms that the Board of Directors determines in its discretion. For example, the Board of Directors will be able to determine the voting rights, dividend or distribution rate, dates for payment of dividends or distributions, whether dividends are cumulative, that is, whether dividends must first be paid on outstanding preferred shares that are issued before common share dividends are paid, liquidation prices, redemption rights and prices, any sinking fund requirements, any conversion rights and any restrictions on the issuance of any series of preferred shares.

One of the effects of undesignated preferred stock may be to enable the Board of Directors to render more difficult or to discourage an attempt to obtain control of Players by means of a tender offer, proxy contest, merger or otherwise, and thereby to protect the continuity of Players management. The issuance of shares of preferred stock pursuant to the board of director's authority described above may adversely affect the rights of holders of common stock. For example, preferred stock issued by Players may rank prior to the common stock as to dividend rights, liquidation preference or both, may have full or limited voting rights and may be convertible into shares of common stock. Accordingly, the issuance of shares of preferred stock may discourage bids for the common stock at a premium or may otherwise adversely affect the market price of the common stock. Like the common shares, the preferred share will have a par value of \$0.001 per share.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSAL.

PROPOSAL 4. Affirm the appointment of Weaver & Martin, LLC as auditors for the next year:

Players board of directors has selected Weaver & Martin, LLC as its independent auditor for the current fiscal year, and the board is asking stockholders to ratify that selection. Although current law, rules, and regulations require Players independent auditor to be engaged, retained,

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and supervised by the board of directors in the absence of an audit committee, Players board considers the selection of the independent auditor to be an important matter of stockholder concern and is submitting the selection of Weaver & Martin for ratification by stockholders as a matter of good corporate practice.

On January 19, 2007, we dismissed Beckstead & Watts, LLP and appointed Weaver & Martin, LLC, as our independent accountants for the year ended December 31, 2006. This change in accountants was recommended and approved by our Executive Management and Board of Directors. Weaver & Martin, LLC was engaged by the Registrant on January 19, 2007. During the most recent two fiscal years and the portion of time preceding the decision to engage Weaver & Martin, LLC, we have not, nor has anyone engaged on our behalf, consulted with Weaver & Martin, LLC regarding (i) either the application of accounting principals to a specified transaction, either

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completed or proposed; or the type of audit opinion that might be rendered on our financial statements; or (ii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(10)(iv) of Regulation S-B) or a reportable event.

The audit report issued by Beckstead & Watts, LLP with respect to our financial statements for the fiscal year ended December 31, 2005 did not contain an adverse opinion or disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope, or accounting principals, except that Beckstead & Watts, LLP's report contained an explanatory paragraph regarding substantial doubt about our ability to continue as a going concern. From October 28, 2005 through the date of Beckstead & Watts, LLP's dismissal, there were no disagreements between us and Beckstead & Watts, LLP on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Beckstead & Watts, LLP would have caused it to make a reference to the subject matter of the disagreement in connection with its audit report.

The affirmative vote of holders of a majority of the shares of common stock represented at the meeting is required to approve the ratification of the selection of Weaver & Martin as its independent auditor for the current fiscal year.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSAL.

INDEPENDENT PUBLIC ACCOUNTANTS

Weaver & Martin, LLC served as Players' principal independent public accountants for fiscal 2006 year audit and Beckstead & Watts, LLP served as Players' principal independent public accountants for the three quarterly reviews of 2006 and fiscal year 2005. Representatives from Beckstead & Watts or Weaver & Martine, Players' new auditors, will not be present at the meeting of stockholders. Therefore, they will not be making a statement and will not be available to respond to any questions.

Aggregate fees billed to Players for the year ended December 31, 2006 and 2005 by Weaver & Martin, LLC and Beckstead & Watts, LLP were as follows:

Audit Fees

The aggregate fees billed for professional services rendered by Weaver & Martin, LLC for the audit of Players annual financial statements included in its Form 10-KSB or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for 2006 was \$12,000.

The aggregate fees billed for professional services rendered by Beckstead and Watts, LLP, for the audit of Players annual financial statements and review of the financial statements included in its Forms 10-QSB, prior to switching of accountants, or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for 2006 and 2005 were \$25,500 and \$18,500, respectively.

Audit Related Fees

NONE

Tax Fees

NONE

All other Fees

NONE

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Board of Directors acting as Audit Committee

Players has not appointed a formal Audit Committee, therefore, its entire Board of Directors serves as the Audit Committee, which has complied with the requirement to engage and approve in advance the audit of Players' financial statements and has approved of Weaver & Martin, LLC as its independent auditors for the year ended December 31, 2006. The requirement that the Audit Committee pre-approve certain engagements by its independent auditors became effective as of May 6, 2003, or thereafter as set forth in new SEC rules, and Players has not engaged its independent auditors for any work other than the audit of its financial statements since such requirement became effective. Players has not yet completed formalizing its pre-approval policies and procedures, but will comply with all required applicable rules and procedures.

PROPOSAL 4. Other Matters:

As of the date of this statement Players management knows of no business to be presented to the meeting that is not referred to in the accompanying notice. As to other business that may properly come before the meeting, it is intended that proxies properly executed and returned will be voted in respect thereof at the discretion of the person voting the proxies in accordance with their best judgment, including upon any stockholder proposal about which Players did not receive timely notice.

Expenses of Proxy Solicitation

The principal solicitation of proxies will be made by mail. Expense of distributing this Proxy Statement to Stockholders, which may include reimbursement to banks, brokers and other custodians for their expenses in forwarding this Proxy Statement, will be borne exclusively by Players.

Revocation and Use of Proxies

The enclosed proxy is solicited on behalf of the Players Board of Directors. A Stockholder giving a proxy has the power to revoke it at any time before it is exercised by (i) delivering a written notice revoking the proxy to Players before the vote at the Annual meeting; (ii) executing a proxy with a later date and delivering it to Players before the vote at the Annual meeting; or (iii) attending the Annual meeting and voting in person. Any written notice of revocation should be delivered to the attention of Securities Law Institute, 770 E. Warm Springs Road, Suite 250, Las Vegas, Nevada 89119. Attendance at the Annual meeting without casting a ballot will not, by itself, constitute revocation of a proxy.

Subject to proper revocation, all shares of Players common stock represented at the Annual meeting by properly executed proxies received by Players will be voted in accordance with the instructions contained in such proxies. Executed, but unmarked, proxies will be voted "FOR" approval of the Proposals.

Annual Report

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The annual report on Form 10-KSB for 2006 accompanies this proxy statement, but is not deemed a part of the proxy soliciting material. A copy of the 2006 Form 10-KSB report as required to be filed with the Securities and Exchange Commission, excluding exhibits, will be mailed to stockholders without charge upon written request to: Mark Bradley, CEO, The Players Network, 4260 Polaris Avenue, Las Vegas, Nevada 89103. Such request must set forth a good-faith representation that the requesting party was either a holder of record or a beneficial owner of Common Stock of Players on March 19, 2007. Exhibits to the Form 10-KSB will be mailed upon similar request and payment of specified fees. The 2006 Form 10-KSB is also available through the Securities and Exchange Commission's World Wide Web site (www.sec.gov).

Proposals of Stockholders

Any stockholder proposal intended to be considered for inclusion in the proxy statement for presentation at the 2008 Annual Meeting must be received by Players by May 31, 2008. The proposal must be in accordance with the provisions of Rule 14a-8 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934. It is suggested the proposal be submitted by certified mail -- return receipt requested.

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Stockholders who intend to present a proposal at the 2008 Annual Meeting without including such proposal in Players' proxy statement must provide Players notice of such proposal no later than May 15, 2007. Players reserves the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these and other applicable requirements.

Where You Can Find More Information

Players files annual, quarterly and special reports and other information with the SEC that can be inspected and copied at the public reference facility maintained by the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549-0405. Information regarding the public reference facilities may be obtained from the SEC by telephoning 1-800-SEC-0330. Our filings are also available through the SEC's Electronic Data Gathering Analysis and Retrieval System which is publicly available through the SEC's website (www.sec.gov). Copies of such materials may also be obtained by mail from the public reference section of the SEC at 100 F Street, N.E., Room 1850, Washington, D.C. 20549-0405 at prescribed rates.

Stockholders may obtain documents by requesting them in writing or by telephone from Players at the following address: 4260 Polaris Avenue, Las Vegas, Nevada 89103.

You should rely only on the information contained in this proxy statement. Players has not authorized anyone to provide you with information that is different from what is contained in this proxy statement. This proxy statement is dated April ___, 2007. You should not assume that the information contained in this proxy statement is accurate as of any date other than that date.

By order of the Board of Directors

Mark Bradley,

Chairman

Las Vegas, Nevada

April ___, 2007

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for approving the amendment to Players Articles of Incorporation to authorize shares of preferred stock.

4.	Vote	0	Withhold Vote	0
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for the affirmation of Weaver & Martin, LLC as auditors for the next year.

THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE SPECIFIC INDICATIONS ABOVE. IN THE ABSENCE OF SUCH INDICATIONS, THIS PROXY, IF OTHERWISE

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DULY EXECUTED, WILL BE VOTED FOR EACH OF THE MATTERS SET FORTH ABOVE.

Date _____, 2007

Number of Shares

Please sign exactly as

your name appears on

your stock certificate(s).

If your stock is issued in
the names of two or more
persons, all of them must

Signature

Print Name Here:

sign this proxy. If signing
in representative capacity,
please indicate your title.

Signature

Print Name Here:

PLEASE SIGN AND RETURN THIS PROXY PRIOR TO MAY ____, 2007.

Mail To:
Players Network

4620 Polaris Avenue

Las Vegas, Nevada 89103

Exhibit A

CERTIFICATE

OF

AMENDMENT TO ARTICLES OF INCORPORATION

OF

PLAYERS NETWORK

a Nevada corporation

Pursuant to and in accordance with the provisions of Nevada Revised Statutes (NRS) Section 78.403, the undersigned does hereby declare and certify that:

This certificate correctly sets forth the text of the Corporation s articles of incorporation as amended to the date hereof, and the restated articles of incorporation of the Corporation are as follows:

IV. CAPITAL STOCK: The Corporation's authorized capital consists of one hundred and fifty million (150,000,000) shares of common stock having a par value of \$0.001 per share (Common Stock) and twenty-five million (25,000,000) shares of preferred stock having a par value of \$0.001 per share (Preferred Stock).

Shares of Preferred Stock of the Corporation may be issued from time to time in one or more series, each of which shall have such distinctive designation or title as shall be determined by the Board of Directors of the Corporation (Board of Directors) prior to the issuance of any shares thereof. Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of the directors, voting together as a single class, without a separate vote of the holders of the Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Preferred Stock Designation.

IN WITNESS WHEREOF, this Certificate of Amendment to Articles of Incorporation has been signed by the Chief Executive Officer of this corporation as of { _____, 200__ }.

By: _____
Mark Bradley, CEO

