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BRIDGE TECHNOLOGY INC
Form DEF 14C
April 29, 2003

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

SCHEDULE 14C INFORMATION

Information Statement Pursuant to Section 14(C) of the Securities Exchange Act of 1934 as amended

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only
- Definitive Information Statement

Bridge Technology, Inc.

(Name of Registrant As Specified In Its Charter)

000-24767

(Commission file number)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11

1) Title of each class of securities to which transaction applies:

N/A

2) Aggregate number of securities to which transaction applies:

N/A

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):

N/A

4) Proposed maximum aggregate value of transaction:

N/A

5) Total fee paid:

None

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[] Fee paid prviously 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:

None

2) Form, Schedule or Registration Statement No.:

Schedule C

3) Filing Party:

Bridge Technology, Inc.

4) Date Filed:

April 28, 2003

BRIDGE TECHNOLOGY, INC.
12601 Monarch Street
Garden Grove, California 92841

INFORMATION STATEMENT
relating to
ANNUAL MEETING OF STOCKHOLDERS
to be held on May 19, 2003

WE ARE NOT REQUESTING A PROXY AND
YOU are REQUESTED NOT TO SEND US A PROXY.

This information statement is furnished by the Board of Directors of Bridge Technology, Inc., a Nevada corporation, in connection with the Annual Meeting of Stockholders to be on May 19, 2003 at 10:00 a.m., local time, at our principal executive offices located at 12601 Monarch Street, Monarch Street, Garden Grove, California 92841 for the purposes set forth in the accompanying Notice of Meeting.

The Board of Directors has fixed the close of business on April 25, 2003 as the record date of determination of the stockholders entitled to notice of the meeting to vote at the Annual Meeting. As of the record date, there are 9,628,110 issued and outstanding shares of our common stock held by approximately 2,800 holders of record. A majority of such shares shall constitute a quorum for the transaction of business at the Annual Meeting. The holders of record on the record date of shares entitled to be voted at the Annual Meeting are entitled to cast one vote per share on each matter submitted to a vote at the Annual Meeting. The affirmative vote of a majority of the shares of common stock present, in person or by proxy, at the Annual Meeting is required to approve each proposal. Votes will be

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counted by our representatives at the Annual Meeting. (STOCKHOLDERS DO NOT HAVE CUMULATIVE VOTING RIGHTS.)

This Information Statement is being mailed on or about April 25, 2003 to holders of record of common stock at the close of business on the record date. We will bear all costs and expenses relating to the preparation, printing and mailing of this Information Statement and accompanying materials to stockholders. Arrangements will be made with brokerage firms and other custodians, nominees and fiduciaries for forwarding the Information Statement to the beneficial owners of the shares of common stock held by such persons, and we will reimburse them for reasonable out-of-pocket expenses incurred in connection with these mailings.

PROPOSAL 1 ELECTION OF DIRECTORS

Information About Nominees -----

Of the nominations by our board the following five persons are being proposed for nonination to serve as Directors until the next Annual Meeting of our stockholders or until their respective successors are elected and qualified:

James Djen, age 49, has served in various capacities from President of PTI Enclosures, a Bridge subsidiary, to President of Bridge Technology, Inc. to currently Managing Director with responsibilities of overseeing the Asia-Pacific unit of the Corporation. He also serves as a member of our Executive Steering Committee and as a director since November 1998. He has also served as President and Chairman of the Board of PTI Enclosures, Inc. since 1993. From June 1985 to 1994 he was a Director and Executive Vice President of CMS Enhancement, a New York, Stock Exchange firm. Mr. Djen was granted a Bachelor of Science Degree in Electrical Engineering from National Taiwan University in 1977 and a Master of Science Degree in Electrical Engineering from Connecticut's Bridgeport University in 1978 and a Master of Science Degree in Electrical Engineering in 1981 from California State University.

John T. Gauthier, age 75, has served as our Chief Financial Officer, Secretary and Treasury since 1997. He has been a Director since 1997 and is also a member of our Executive Steering Committee. He was the prior Chairman of the Company's Board of Directors from March 1997 to April 1998. He is also the Secretary-Treasurer, Chief Financial Officer, and a Director of the Exell Corporation since June 1995. For twelve years Mr. Gauthier was President and Chairman of the Board of Datronic Engineers Inc., a small capitalization public company engaged in the design, furnishing and installation of long-range telecommunications systems internationally. For six years he was Director of Finance and Administration for Northrop Corporation's subsidiary, Page Communications Engineers, a leading international telecommunications company. He was a former management consultant to the Executive Director of the International Monetary Fund of the World Bank. He was also a Founder, Director along with the former Comptroller of the U.S. Treasury, James Saxton of the Free State Bank and Trust Company in Potomac, Maryland. Mr. Gauthier received a Bachelor of Science Degree in Finance from Fordham University in 1953 and completed the MBA program at the Graduate School of Business, George Washington University in 1957. Mr. Gauthier also completed two years of legal training at the Georgetown University Law Center in 1959.

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Thomas Davidson, age 65, is Managing Director of Southporter Management Group in Greenwich, CT, a merchant bank providing investment and financial advisory services to companies seeking expansion capital, acquisitions, merger partners or strategic alliances. Mr. Davidson brings to Bridge over 40 years of top financial management experience. He has held important financial management positions with NBC, Ford Motor Company, White Morton Corporation (NYSE) and Texas Gas Corporation (NYSE). He was Executive Vice President, Director and Chief Financial Officer with Arrow Electronics, Inc. (NYSE) from 1981 to 1989, a distributor of electronic components, when the company grew from \$250 million to \$2 billion in revenues. Mr. Davidson holds an MBA from Columbia University, NY and B.A. from Vanderbilt University, TN.

Joseph Gatti, Jr., age 74, has been employed as Managing Director of Corporate Finance for Spencer Trask Securities in New York since 1995. He has over 40 years experience in the securities industry, primarily in the funding of high technical organizations. He was a former Electronic Countermeasures Officer with the U.S. Air Force. He received a Bachelor of Science degree from New York State Maritime College in 1949.

Fusahiko Hasegawa, age 60, has served as a Director since 1998. He has been the President and Chief Executive Officer of Advanced Technology and Systems Co., Ltd., ADTX, an IBM Japan joint venture since 1994. Mr. Hasegawa has over 40 years of senior technical and management experience with IBM.

Additional Information About our Board and its Committees

Our Board of Directors has established an audit committee, a compensation committee and a standing nominating committee.

The audit committee provides assistance to our Board in satisfying its fiduciary responsibilities relating to accounting, auditing, operating and reporting practices and reviews the annual financial statements, the selection and work of our independent auditors and the adequacy of internal controls for compliance with corporate policies and directives. The audit committee, comprised of Joseph Gatti and Tom Davidson, met 4 times during fiscal 2002.

Our Board held 8 meetings during fiscal 2002 and several of the Directors were unable to attend meetings. Those Director who have missed four consecutive meetings are not standing for reelection

Director Compensation

Directors who are employees receive no separate compensation for their service as Directors. Our non-employee Directors do not receive cash fees, however they receive warrants annually to purchase common stock at a price set by the Board. No warrants have been issued to date for the year 2001 and 2002. In addition, Directors are reimbursed for travel expenses for attending meetings of the board and any board or advisory committees.

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Audit Committee Report

The audit committee consists of Joseph Gatti, and Tom Davidson, each of whom is a member of our Board of Directors, and qualifies as "independent" as defined under the National Associations of Securities Dealers' listing standards. The audit committee operates under a written charter adopted by our Board of Directors which is included in this information statement.

The primary function of the audit committee is to provide advice with respect to our financial matters and to assist our Board of Directors in fulfilling its oversight responsibilities regarding finance, accounting and tax compliance. The audit committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor our financial reporting process and internal control systems;
- review and appraise the audit efforts of our independent accountants and internal audit department;
- evaluate our quarterly financial performance;
- oversee management's establishment and enforcement of financial policies and business practices; and
- provide an open avenue of communication among the independent accountants, financial and senior management, counsel, the internal audit department and our Board of Directors.

The audit committee has not reviewed our audited financial statements for the fiscal year ended December 31, 2002 with our management. As these statements are still in preparation. The audit committee has discussed with BDO Seidman, LLP, our independent public accountants, the matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees). The audit committee has also received the written disclosures and the letter from BDO Seidman, LLP required by Independence Standards Board Standard No. 1 (Independence Discussion with Audit Committees) and the audit committee has discussed the independence of BDO Seidman, LLP with them.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of our common stock by (a) each stockholder who is known by us to own beneficially more than 5% of the outstanding common stock, (b) each director and each nominee, (c) each executive officer named in the Summary Compensation Table on page 9 under the heading "Executive Compensation", and (d) all our executive Officers and Directors as a group. This ownership information is as of April 25, 2003, unless otherwise indicated in the footnotes.

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Unless otherwise noted, each of the stockholders listed in the table possesses sole voting and investment power with respect to the shares indicated. Shares not outstanding but deemed beneficially owned by virtue of the right of a person or member of a group to acquire them within 60 days are treated as outstanding only when determining the amount and percent owned by such person or group. As of April 25, 2003, there were 9,628,110 shares of common stock outstanding.

| Name of Beneficial Owner | Shares of Common Stock Beneficially Owned | |
|--|--|------------------|
| | Amount | Percent of Class |
| Winston Gu | 2,238,334 | 23.2% |
| James Djen | 565,420 | 5.9% |
| John T. Gauthier | 326,711 | 3.4% |
| Joseph Gatti | 0 | |
| Fusahiko Hasegawa | 20,000 | 0.2% |
| All directors and officers as a group (8 persons) | 3,150,465 | 33.1% |

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth the cash and non-cash compensation paid or earned during fiscal 1998, 1999, 2000 and 2001 by our Chief Executive Officer and our four other executive Officers, all of whom received or earned cash and non-cash salary and bonus of more than \$100,000 for fiscal 2002.

| Name and Principal Position | Year | Annual Compensation | | | All Other Compensation(2) |
|--|------|---------------------|---------|------------------------------|------------------------------|
| | | Salary | Bonus | Other Annual Compensation | |
| Winston Gu | 2001 | 120,000 | - | - | - |
| Chairman and Chief Executive Officer | 2000 | 120,000 | - | - | - |
| | 1999 | 75,000 | 200,000 | - | 25,000 @ \$5.00 |
| | 1998 | 60,000 | 200,000 | - | - |
| James Djen | 2001 | 120,000 | - | - | - |
| Managing Director | 2000 | 120,000 | - | - | - |
| | 1999 | 120,000 | - | - | 25,000 @ \$5.00 |
| President | 1998 | 159,000 | - | - | - |
| R. Fox | 2001 | 120,000 | - | - | - |
| General Manager PTI Enclosures | 2000 | 120,000 | - | - | - |
| | 1999 | 125,000 | - | - | 15,000 @ \$5.00 |
| | 1998 | 123,637 | - | - | - |
| John T. Gauthier | 2001 | 120,000 | - | - | - |
| Chief Financial | 2000 | 120,000 | - | - | - |

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| | | | | | |
|---------|------|--------|---|---|-----------------|
| Officer | 1999 | 60,000 | - | - | 25,000 @ \$5.00 |
| | 1998 | 36,000 | - | - | - |

Warrant Grants and Exercises

 No warrants were granted for the year 2001 and 2002 nor were any warrants exercised.

The following table summarizes warrant exercises and the value of in-the-money options held at December 31, 2002 by our Chief Executive Officer and each of the executive officers named in the Summary Compensation Table above.

Aggregated Warrant Exercises In
 Last Fiscal Year and Fiscal Year-End Option Values

| Name | Shares Acquired on Exercise (#) | Value Realized (\$) (1) | Number of Securities Underlying Unexercised Options at December 31, 2002 | | Value of Unexercised In-the-Money Options at December 31, 2002 | |
|------------------|---------------------------------------|----------------------------|---|--------------------|--|--------------------|
| | | | Exer- cisable | Unexer- cisable | Exer- cisable | Unexer- cisable |
| Winston Gu | _____ | _____ | _____ | _____ | _____ | _____ |
| James Djen | _____ | _____ | _____ | _____ | _____ | _____ |
| John J. Harwer | _____ | _____ | _____ | _____ | _____ | _____ |
| R. Fox | _____ | _____ | _____ | _____ | _____ | _____ |
| John T. Gauthier | _____ | _____ | _____ | _____ | _____ | _____ |
