

RENASANT CORP

Form 5

February 15, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
MATHEWS LARRY R

(Last) (First) (Middle)

1323 STRATFORD ROAD SE

(Street)

DECATUR, AL 35601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
RENASANT CORP [RNST]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20054. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Executive Officer

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	9,645	I	IRA
Common Stock	Â	Â	Â	Â	Â	Â	26,773	I	Owner of Business

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**SEC 2270
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. S (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to buy)	\$ 16.7	Â	Â	Â	Â Â	01/01/2005 12/17/2012	Common Stock	24,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHEWS LARRY R 1323 STRATFORD ROAD SE DECATUR,Â ALÂ 35601	Â	Â	Â Executive Officer	Â

Signatures

Larry Mathews 02/15/2006

 **Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

rectors following the Annual Meeting of Shareholders. In February 2007, we appointed Fadi Nora to our Board of Directors. Prior to his appointment with us, Mr. Nora was also an investor in the Company (see the discussion below related to ANAHOP). For services rendered in 2007 and to be rendered in 2008, we granted Mr. Nora options during 2007 to purchase a total of 4,800,000 shares of common stock. In addition, Mr. Nora is entitled to a quarterly bonus equal to 0.5 percent of any gross sales earned by us directly through his efforts. Mr. Nora also is entitled to a bonus equal to five percent of the amount of any investment proceeds received by us that are directly generated and arranged by him if the following conditions are satisfied: (i) his sole involvement in the process of obtaining the investment proceeds is our introduction to the potential investor, but that he does not participate in the recommendation, structuring, negotiation, documentation, or selling of the investment, (ii) neither we nor the investor are otherwise obligated to pay any 25 commissions, finders fees, or similar compensation to any agent, broker, dealer, underwriter, or finder in connection with the investment, and (iii) the Board in its sole discretion determines that the investment qualifies for this bonus, and that the bonus may be paid with respect to the investment. During 2007, Mr. Nora received \$345,750 in compensation associated with sales of portions of our interest in AfterBev. In May 2007,

we issued a 10 percent promissory note to a family member of Iehab J. Hawatmeh in exchange for \$300,000. The note is due on demand after one year. During 2007, along with interest we repaid principal of \$61,109. During 2007, Mr. Hawatmeh advanced us \$30,000; this obligation was repaid prior to the end of the year. During 2006, Mr. Hawatmeh advanced us a net \$110,837, all of which had been repaid by the end of 2006. At the end of 2005, Mr. Hawatmeh had advanced us \$95,806, all of which was repaid in January 2006. Transactions involving ANAHOP, Inc. In May 2006, we closed a private placement of shares of the Company's common stock and warrants (the "May Private Offering"). Pursuant to a securities purchase agreement we issued 14,285,715 shares of common stock (the "May Shares") to ANAHOP, Inc. ("ANAHOP"), a California company partially owned by Fadi Nora. The consideration paid for the May Shares was \$1,000,000. In addition to the Shares, the Company issued warrants (the "Warrants") to designees of ANAHOP to purchase up to an additional 36,000,000 shares of common stock. Of this amount, Mr. Nora was designated to receive Warrants to purchase 10,000,000 shares of common stock. In June 2006, the Company closed a second private placement of shares of its common stock and warrants (the "June Private Offering"). Pursuant to a securities purchase agreement (the "Agreement"), the Company agreed to issue up to 28,571,428 shares of common stock (the "June Shares") to ANAHOP. The total consideration to be paid for the June Shares will be \$2,000,000 if all tranches of the sale close. Pursuant to the Agreement, ANAHOP agreed to pay \$500,000 (the "First Tranche Payment"). Upon the receipt of the First Tranche Payment, the Company agreed to issue a certificate or certificates to the Purchaser representing 7,142,857 of the June Shares. The remaining \$1,500,000 is to be paid by the ANAHOP as follows: (i) No later than thirty calendar days following the date on which any class of the Company's capital stock is first listed for trading on either the Nasdaq Small Cap Market, the Nasdaq Capital Market, the American Stock Exchange, or the New York Stock Exchange, ANAHOP agreed to pay an additional \$500,000 to the Company; and (ii) No later than sixty calendar days following the date on which any class of the Company's capital stock is first listed for trading on either the Nasdaq Small Cap Market, the Nasdaq Capital Market, the American Stock Exchange, or the New York Stock Exchange, ANAHOP agreed to pay an additional \$1,000,000 to the Company. (The payments of \$500,000 and \$1,000,000 are referred to collectively as the "Second Tranche Payment.") Upon receipt by the Company of the Second Tranche Payment, the Company agreed to issue a certificate or certificates to ANAHOP representing the remaining 21,428,571 June Shares. Additionally, once the Company has received the Second Tranche Payment, the Company agreed to issue warrants to designees of ANAHOP to purchase up to an additional 63,000,000 shares. On April 11, 2008, Mr. Nora disassociated himself from the other principals of ANAHOP, and as part of the asset settlement, relinquished ownership of 12,857,144 shares of CirTran Corporation common stock and all of the warrants previously assigned to him. Transactions involving Abacas Ventures, Inc. Two trusts, the Saliba Living Trust and the Saliba Private Annuity Trust (collectively, the "Saliba Trusts"), were investors in Circuit Technology, our predecessor entity. The trustees of the trusts are Tom and Betty Saliba, and Tom Saliba, respectively. (Tom Saliba is the nephew of the grandfather of Trevor Saliba, one of our former directors.) In July 2000, we merged with Circuit 26 Technology. Through that merger, the Saliba Trusts became our shareholders. The Saliba Trusts were also two of the shareholders of an entity named Abacas Ventures, Inc. ("Abacas"). At the time of the 2000 merger, we were in default on several of our obligations, including an obligation to Imperial Bank. The Saliba Trusts, through Abacas, purchased the bank's claim against us to protect their investment. Subsequently, Abacas continued to settle our debts in order to improve their position, and to take advantage of certain discounts that our creditors offered in order to settle creditor claims. On two occasions, the Abacas shareholders agreed to convert outstanding debt owed by us to Abacas into shares of our common stock (discussed below). Abacas continued to work with us to settle claims by creditors, and to provide us with funding. In 2002, we entered into an agreement with Abacas under which we issued an aggregate of 19,987,853 shares of common stock to four of Abacas's shareholders in exchange for cancellation by Abacas of \$1,499,090 in senior debt owed by us to our the creditors. The shares were issued with an exchange price of \$0.075 per share, for an aggregate amount of \$1,500,000. We also entered into another agreement with Abacas in which we issued an aggregate of 30,000,000 shares of common stock to four of Abacas's shareholders in exchange for cancellation by Abacas of an aggregate amount of \$1,500,000 in senior debt owed to our creditors. The shares were issued with an exchange price of \$0.05 per share, for an aggregate amount of \$1,500,000. During 2002, we also entered into a bridge loan agreement with Abacas. This agreement allowed us to request funds from Abacas to finance the build-up of inventory relating to specific sales. The loan charged interest of 24 percent and was payable on demand. There were no required monthly payments. During the years ended December 31, 2004 and 2003, we received draws of \$3,128,281 and \$350,000, respectively, and made cash payments of \$3,025,149 and \$875,000,

respectively. During 2004, Abacas completed negotiations with several of our vendors whereby Abacas purchased various past-due amounts for goods and services, as well as notes payable. The total of these obligations was \$1,263,713. The total principal amount owed to Abacas pursuant to the note payable and the bridge loan was \$1,530,587 and \$163,742 as of December 31, 2004 and 2003, respectively. The total accrued interest owed to Abacas in relation to these agreements was \$430,828 and \$230,484 as of December 31, 2004 and 2003, respectively, and was included in accrued liabilities at the time. In 2005, the shareholders of Abacas agreed to cancel \$2,050,000 of principal and accrued interest in return for our issuing 51,250,000 shares of our restricted common stock to Abacas shareholders. Subsequently we have borrowed no further amounts or issued any more shares of common stock. As of December 31, 2001, Iehab J. Hawatmeh had loaned us a total of \$1,390,125. The loans were demand loans, bore interest at 10 percent per annum and were unsecured. Effective January 14, 2002, we entered into four substantially identical agreements with existing shareholders pursuant to which we issued an aggregate of 43,321,186 shares of restricted common stock at a price of \$0.075 per share for \$500,000 in cash and the cancellation of \$2,749,090 principal amount of our debt. Two of these agreements were with the Saliba Trusts. The Saliba Trusts are also principals of Abacas Ventures, Inc., which entity purchased our line of credit in May 2000 (see above). Pursuant to the Saliba agreements, the Saliba Trusts were issued a total of 26,654,520 shares of common stock in exchange for \$500,000 cash and the cancellation of \$1,499,090 of debt. We used the \$500,000 cash from the sale of the shares for working capital. As a result of this transaction, the percentage of our common stock owned by the Saliba Trusts increased from approximately 7 percent to approximately 18 percent. Mr. Trevor Saliba, one of our former directors and officers, is a passive beneficiary of the Saliba Private Annuity Trust. Pursuant to the other two agreements made in January 2002, we issued an aggregate of 16,666,666 shares of restricted common stock at a price of \$0.075 per share in exchange for the cancellation of \$1,250,000 of notes payable by two shareholders, Mr. Hawatmeh, and Rajai Hawatmeh, his cousin. Of these shares, 15,333,333 were issued to Iehab J. Hawatmeh in exchange for the cancellation of \$1,150,000 in debt.

27 OTHER MATTERS Shareholder Proposals As of the date of this Proxy Statement, the Board does not intend to present, and has not been informed that any other person intends to present, any matter for action at the Meeting, other than as set forth herein and in the Notice of Meeting. If any other matter properly comes before the meeting, it is intended that the holders of proxies will act in accordance with their best judgment on these matters.

Solicitation of Proxies The accompanying proxy is solicited on behalf of the Board. In addition to the solicitation of proxies by mail, certain of the officers and employees of the Company, without extra compensation, may solicit proxies personally or by telephone and, if deemed necessary, third party solicitation agents may be engaged by the Company to solicit proxies by means of telephone, facsimile or telegram, although no such third party has been engaged by the Company, as of the date hereof. Shareholders who currently receive multiple copies of the proxy statement (and related documents) at their address and would like to request "householding" of their communications should contact their broker or, if a shareholder is a registered holder of shares of common stock, he or she should submit a written request to the Company's transfer agent for its common stock, Interwest Stock Transfer, 1981 East 4800 South, Suite # 100, Salt Lake City, Utah 84117. Shareholders who are now "householding" their communications, but who wish to receive separate proxy statements (and related documents) in the future may also notify the transfer agent. We will promptly deliver, upon written or oral request, a separate copy of the proxy statement (and related documents) at a shared address to which a single copy was delivered.

ANNUAL REPORT We will mail a copy of the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2007, as filed with the SEC, to each shareholder of record at April 21, 2008. The report on Form 10-KSB is not deemed a part of the proxy soliciting material for the Meeting. The contents and sending of this Proxy Statement have been approved by the Board.

FURTHER INFORMATION Additional copies of the Company's Annual Report on Form 10-KSB for the year ended December 31, 2007 (including financial statements and financial statement schedules) that has been filed with the Securities and Exchange Commission may be obtained without charge by writing to CirTran, Attention: Investor Relations, 4125 South 6000 West, West Valley City, Utah 84128. The reports and other filings of CirTran, including this Proxy Statement, also may be obtained from the SEC's on-line database, located at www.sec.gov. By Order of the Board of Directors, Iehab Hawatmeh, Chief Executive Officer and Chairman of the Board of Directors

Date: April 29, 2008

28 CIRTRAN CORPORATION PROXY SOLICITED BY THE BOARD OF DIRECTORS OF THE CORPORATION FOR USE AT THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 18, 2008 The undersigned shareholder of CirTran Corporation (the "Company") hereby appoints Iehab Hawatmeh, Chairman of the Board of Directors, or, failing him, Fadi Nora, Director or instead of any of the foregoing,

_____, as proxy of the undersigned with full power of substitution to attend, vote and otherwise act for and on behalf of the undersigned at the above-noted Annual Meeting of Shareholders of the Company and any adjournment thereof (the "Meeting") to the same extent and with the same powers as if the undersigned was present at the Meeting, and the person named is specifically directed to vote as indicated herein. The undersigned hereby undertakes to ratify and confirm all the said proxy may do by virtue hereof, and hereby revokes any proxy previously given in respect of the Meeting. Without limiting the general authorization and power hereby given, all of the common shares registered in the name of the undersigned are to be voted as follows: FOR WITHHOLD FOR ALL 1. Election of Directors ALL AS TO ALL EXCEPT INSTRUCTIONS: IF YOU MARK THE "FOR ALL EXCEPT" CATEGORY, INDICATE ☐ ☐ ☐ THE NOMINEE(S) AS TO WHICH YOU DESIRE TO WITHHOLD AUTHORITY BY STRIKING A LINE THROUGH SUCH NOMINEE(S) NAME IN THE LIST BELOW: Iehab J. Hawatmeh Fadi Nora FOR WITHHOLD 2. Approval of 2006 Stock Plan VOTE To approve the adoption of the 2006 Stock Plan and awards made since ☐ ☐ adoption 3. Approval of 2008 Stock Plan FOR WITHHOLD VOTE To approve the adoption of the 2008 Stock Plan and awards made since adoption ☐ ☐ 4. Appointment of Auditor FOR WITHHOLD VOTE To appoint Hansen Barnett & Maxwell, P.C. as the Independent Registered Public Accounting Firm and Auditor ☐ ☐ of the Company and to authorize the Board of Directors to fix the Independent Registered Public Accounting Firm and Auditor's remuneration. Signature Signature of joint holder, if any ----- Date ----- Please sign exactly as the shares are issued. When shares are held by joint tenants, both should sign. When signing as attorney, as executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person. ----- 29 NOTES: 1. If no choice is specified, the proxy will be VOTED FOR items 1, 2, 3 and 4. 2. Shareholders are entitled to vote at the Meeting either in person or by proxy. A proxy must be dated and signed by the shareholder or his or her attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized. The signature should agree with the name on this proxy. If the proxy is not dated in the above space, it will be deemed to bear the date on which it was mailed by the Company. 3. Each shareholder has the right to appoint a person to represent the shareholder at the Meeting other than the persons specified above. Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Company. 4. This proxy confers authority for the above-named persons to vote in their discretion with respect to amendments or variations to the matters identified in the notice of meeting which accompanied this proxy and with respect to other matters which may properly come before the Meeting. 30
