

SIGNALIFE, INC.  
Form DEF 14A  
May 30, 2007

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

**SCHEDULE 14A  
INFORMATION**

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

Filed by the Registrant

Filed by a Party Other Than the Registrant

Check the appropriate box:

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

**Signalife, Inc.**

(Name of Registrant as Specified In Its Charter)

**N/A**

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

Payment of Filing Fee (Check the appropriate box):

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

**SIGNALIFE, INC.**

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**531 South Main Street, Suite 103**

**Greenville, South Carolina 29601**

**Telephone: (864) 233-2300 / Facsimile: (864) 233-2100**

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1)

Title of each class of securities to which transaction applies:

2)

Aggregate number of securities to which transaction applies:

3)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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1)

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3)

Filing Party:

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June 1, 2007

To Our Shareholders:

I am pleased to invite you to attend the 2007 Annual Meeting of Shareholders of Signalife, Inc., to be held on Saturday, June 23, 2007, at 1:30 p.m., Pacific Coast Time, at the Sheraton Universal Hotel; 333 Universal Hollywood Drive, Universal City, California (the *Annual Meeting* ).

In anticipation of the annual meeting, we enclose for your review a formal Notice of Annual Meeting and Proxy Statement which describes the business to come before the meeting, and a proxy card. We also enclose a copy of our Annual Report on Form 10-KSB for our 2006 fiscal year, which provides additional current information relating to Signalife and our business.

If you hold shares of our common stock or series A preferred stock as of the close of business on May 14, 2007, you will be entitled to vote at the Annual Meeting. The principal purpose of the Annual Meeting, as more particularly described in the enclosed Notice of Annual Meeting and Proxy Statement accompanying this letter, is to elect seven directors to our board of directors and to ratify the appointment of our independent auditors. You should note that our board of directors unanimously recommends a vote for each of the nominated directors, as well as the other proposals. Please note that we plan to conduct a short meeting to focus on these items, and related discussion. After that, we will provide time for your questions and comments.

Whether or not you plan to attend the Annual Meeting, it is important that your shares be represented and voted. For that reason we request that you submit your proxy as soon as possible by either mail, facsimile or internet. If you decide to attend the Annual Meeting, and desire to vote your shares personally, you will of course have that opportunity.

We would like to express our appreciation for your continued interest in Signalife, and hope you can be with us at the annual meeting.

Sincerely

Pamela M. Bunes  
*Chief Executive Officer and President*

**SIGNALIFE, INC.**

**531 South Main Street, Suite 103**

**Greenville, South Carolina 29601**

**Telephone: (864) 233-2300 / Facsimile: (864) 233-2100**

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**2007 Annual Meeting Of Shareholders**

**Notice Of Annual Meeting And Proxy Statement**

<b>Date and Time</b>	Saturday, June 23, 2007, at 1:30 p.m., Pacific Coast Time.
<b>Place</b>	Sheraton Universal Hotel; 333 Universal Hollywood Drive, Universal City, California 91608
<b>Items of Business</b>	<p>.</p> <p>To elect seven directors to serve until the Annual Meeting of Shareholders to be held in the year 2007;</p> <p>.</p> <p>To ratify the appointment of Elliott Davis, LLC,. as our independent auditors for the fiscal year ended December 31, 2007; and</p> <p>.</p> <p>To transact such other business as may properly come before the meeting or any postponements or adjournments thereof.</p>
<b>Who May Vote</b>	You may vote if you are a holder of our common stock or series A preferred stock as of the record date for the Annual Meeting.
<b>Record Date</b>	May 14, 2007.
<b>Annual Report</b>	Our Annual Report on Form 10-KSB for our fiscal year ended December 31, 2006 is enclosed.
<b>Voting By Proxy</b>	Please submit your proxy as soon as possible by either mail, facsimile or internet so that your shares can be voted at the Annual Meeting in accordance with your instructions. For specific instructions, please refer to the <i>Questions And Answers</i> section beginning on page 1 of this proxy statement and the instructions on the proxy

card.

**Mailing Date**

This Notice of Annual Meeting and Proxy Statement and accompanying Proxy Card and Annual Report on Form 10-KSB for our fiscal year ended December 31, 2006 are being distributed on or about June 1, 2007.



## QUESTIONS AND ANSWERS

### Q: Why Am I Receiving These Materials?

A:

The board of directors of Signalife, Inc., a Delaware corporation (sometimes referred to in these proxy materials as *we*, *our company* or *Signalife* ), is providing these proxy materials to you in connection with our annual meeting of shareowners to be held on Saturday, June 23, 2007 (the *Annual Meeting* ). As a holder of record or beneficial owner of shares of our common stock or series A preferred stock you are invited to attend the Annual Meeting and to vote on the proposals described in this proxy statement.

For purposes of this proxy statement, shares of our common stock and series A preferred stock are sometimes referred to as *common shares* and *series A preferred shares* , respectively, and collectively as *voting shares* , while holders of our common shares and series A preferred shares are sometimes referred to as *common shareholders* and *series A shareholders* , respectively, and collectively as *voting shareholders* .

Q:

### What Information Is Contained In These Materials?

A:

The information included in this proxy statement relates to the proposals to be voted on at the Annual Meeting and the voting process, as well as additional information concerning Signalife we are required to give you under the regulations of the United States Securities and Exchange Commission (the *SEC* ). We are also including with this proxy statement our annual report on form 10-KSB for our fiscal year ended December 31, 2006, which includes an updated description of our business and audited financial statements for our most recent fiscal year ended December 31, 2006.

Q:

### What Proposals Are Our Voting Shareholders Entitled To Vote Upon At The Annual Meeting?

A:

There are two proposals scheduled to be voted on at the Annual Meeting by our voting shareholders, voting together as a single class:

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the election of seven directors to serve until their successors are duly appointed, which we anticipate will occur at the Annual Meeting of Shareholders to be held in the year 2008, and

.

the ratification of Elliott Davis, LLC, as our independent auditors for our fiscal year ended December 31, 2007.

**Q:**

**What Is Signalife's Voting Recommendation To Our Voting Shareholders?**

**A:**

Our board of directors recommends that you vote your shares **FOR** each of the seven director nominees to our board of directors, and **FOR** the ratification of Elliott Davis, LLC, as our independent auditors for our fiscal year ended December 31, 2007.

**Q:**

**What Shares Can I Vote?**

**A:**

You may vote any voting shares which you own as of the close of business on May 14, 2007, the record date for the Annual Meeting (the *Record Date*). These shares include shares held directly in your name as the shareowner of record, and shares held for you as the beneficial owner through a stockbroker or bank.

**Q:**

**Do I Need An Admission Ticket To Attend The Annual Meeting?**

**A:**

All Signalife shareholders are welcomed to attend the Annual Meeting. You may, however, be required to provide proof of identification should you desire to attend and vote your shares at the Annual Meeting.

**Q:**

**Can I Vote My Shares In Person At The Annual Meeting?**

**A:**

Yes, you may vote your shares in person at the Annual Meeting. If you choose to do so, please bring the enclosed proxy card and proof of identification.

Even if you currently plan to attend the Annual Meeting, we recommend that you also submit your proxy card as described below so that your vote will be counted if you later decide not to attend.

**Q:**

**How Can I Vote My Shares Without Attending The Annual Meeting?**

**A:**

To vote your shares without attending the Annual Meeting, you should submit your proxy card directly to Signalife's stock transfer and registrar, Atlas Stock Transfer Corporation, either by mail, facsimile or internet. Please see the proxy card for faxing or internet voting instructions. If you provide specific voting instructions, your shares will be voted as you instruct. If you sign but do not provide instructions, your shares will be voted as described below in *Q: How Are Votes Counted?* . For Atlas' contact information see *Q: How Can I Get Further Information?* below.

**Q:**

**Can I Change My Vote?**

**A:**

You may change your proxy instructions at any time prior to the vote at the Annual Meeting. You may accomplish this by granting a new proxy card bearing a later date (which automatically revokes the earlier proxy) or by attending the Annual Meeting and voting in person. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request.

**Q:**

**How Are Votes Counted?**

**A:**

In the election of directors, you may vote **FOR** each or all of the director nominees, or your vote may be **WITHHELD** with respect to one or more of those nominees.

With respect to the other proposals contained in this proxy statement, you may vote **FOR**, **AGAINST** or **ABSTAIN**. If you **ABSTAIN**, it has the same effect as a vote **AGAINST**.

If you sign your proxy card with no further instructions, your shares will be voted in accordance with the recommendations of our board of directors.

Each of our director nominees has consented to his or her nomination for election. Should any director nominee no longer remain a candidate at the time of the Annual Meeting, your proxy card will be voted for the election of a replacement nominee to be designated by our board of directors to fill that vacancy.

**Q:**

**What Is The Voting Requirement To Approve Each Of The Proposals?**

**A:**

In the case of the election of the director positions, the seven persons receiving the highest number of **FOR** votes of our voting shares voting as a single class will be elected. All other proposals require the affirmative **FOR** vote of a majority of those shares present and entitled to vote.

**Q:**

**What Happens If Additional Proposals Are Presented At The Annual Meeting?**

**A:**

Other than the proposals described in this proxy statement, we do not expect any

other matters to be presented for a vote at the Annual Meeting. If you grant a proxy, the persons named as proxy holders on the proxy card, namely, Ms. Pamela M. Bunes (our President and Chief Executive Officer) and Mr. Kevin F. Pickard (our Interim Chief Financial Officer), will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting.

**Q:**

**How Many Votes Do I Have?**

**A:**

Each voting share outstanding as of the Record Date is entitled to one vote for each of the seven director positions, and one vote for each of the other proposals. As of May 6, 2007, there were 45,714,742 voting shares issued and outstanding.

**Q:**

**Is Cumulative Voting Permitted For The Election Of Directors?**

**A:**

No. Cumulative voting does not apply to any of the matters to be voted upon at the Annual Meeting as we are not required under Delaware corporate law, and have not elected under our certificate of incorporation or bylaws, to provide for cumulative voting.

**Q:**

**What Is The Quorum Requirement For The Annual Meeting?**

**A:**

The quorum requirement for holding the Annual Meeting and transacting business is a majority of the shares entitled to vote. In determining whether a quorum is present, all shares present in person or represented by proxy with respect to the matter to be voted upon are counted as present for the purpose of determining the presence of a quorum, including shares to which the holder abstains from voting on the matter.

**Q:**

**Who Will Count The Votes?**

**A:**

A representative of our company, or our legal counsel, will tabulate the votes and act as the inspector of election.

**Q:**

**Where Can I Find The Voting Results Of The Annual Meeting?**

**A:**

We will announce preliminary voting results at the meeting and publish final results either on our website, a form 8-K filed with the SEC, or in our quarterly report on form 10-QSB for the second quarter of fiscal 2007 which we expect to file with the SEC on or before August 15, 2007.

**Q:**

**Who Will Bear The Cost Of Soliciting Votes For The Annual Meeting?**

**A:**

Signalife will pay the entire cost of preparing, assembling, printing, mailing and distributing these proxy materials. In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone or by electronic communication by our directors, officers and employees, who will not receive any additional compensation for those solicitation activities.

**Q:**

**May I Nominate A Director For Election At The Annual Meeting?**

**A:**

So long as you are a shareholder as of the Record Date, you may nominate a director for election at the Annual Meeting provided that you provide Signalife with adequate prior written notice of that nomination not more than 90 days and not fewer than 10 days in advance of the Annual Meeting (i.e., no later than June 13, 2007). In addition, the notice must meet all other requirements contained in our bylaws or corporate governance charters and codes.

Any nomination for a director nominee must contain the following information: (1) the nominee's name, age, business address and, if known, residence address; (2) the nominee's principal occupation or employment; and (3) the number of shares of each class of

company stock which the nominee beneficially owns.

Any nomination for a director nominee must also comply with SEC regulations regarding the inclusion of shareowner proposals in company-sponsored proxy materials. We suggest that any nominations be submitted by certified mail-return receipt requested. Signalife reserves the right to reject, rule out of order, or take other appropriate action with respect to any nomination that does not comply with these and other applicable requirements.

**Q:**

**May I Propose Actions For Consideration At The Annual Meeting?**

**A:**

It is too late to propose actions at this year's Annual Meeting. You may, however, make a proposal for next year's annual meeting of shareholders.

If you intend to tender a shareowner proposal to be considered for inclusion in our proxy statement for next year's annual meeting of shareholders, then you must, pursuant to SEC rules, deliver the written proposal to Signalife by no later than 120 days in advance of the day specified as the mailing date of this proxy statement. Thus, since June 1, 2007 is specified as the mailing date for this proxy statement, we must receive your written proposal by no later than February 2, 2008 (i.e., 120 days prior to the one year anniversary of the June 1, 2007 date) in order for the proposal to be deemed delivered in a timely manner.

In order for you to raise a shareowner proposal from the floor during next year's annual meeting of shareholders, you must, pursuant to SEC rules, deliver the written proposal to us by no later than 45 days in advance of the day specified as the mailing date in our proxy statement for that annual meeting. Thus, since June 1, 2007 is specified as the mailing date for this proxy statement, in order for you to make any such proposal from the floor, we must receive the written proposal by no later than April 18, 2008 (i.e., 45 days prior to the one year anniversary of the June 1, 2007 date) in order for the proposal to be deemed delivered in a timely manner. .

Any proposal you may make must also comply with SEC regulations regarding the inclusion of shareowner proposals in company-sponsored proxy materials. We suggest that any nominations or proposals be submitted by certified mail-return receipt requested. Signalife 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.

**Q:**

**How Can I Contact Signalife's Directors?**

**A:**

If you would like to contact or board or directors or any of our directors, you may send a communication to the board or that director in care of Signalife at any of the following company addresses, and we will forward that communication to the board or that director:

Signalife, Inc.

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531 South Main Street, Suite 103

Greenville, South Carolina 29601

Tel: (864) 233-2300

Fax: (864) 233-2100

E-mail: [info@signalife.com](mailto:info@signalife.com)

After reviewing shareholder messages, our board of directors or the specified director will, at its or his or her discretion, determine whether any response is necessary.

**Q:**

**How Can I Get Further Information?**

**A:**

If you have questions or need more information about the Annual Meeting, you



may contact Signalife at the addresses previously described in *Q: How Can I Contact Signalife's Directors?* .

Any questions you may have relating to title to your securities or your address of record should be addressed to Signalife's stock transfer and registrar, Atlas Stock Transfer Corporation, at the following addresses:

Atlas Stock Transfer Corporation

5899 South State Street,

Salt Lake City, Utah 84107

Tel: (801) 266-7151

Fax: (801) 262 0907

E-mail: as-transfer@msn.com

**Q:**

**What happens if several shareholders reside at the same address but we only receive one set of proxy materials?**

**A:**

In an effort to reduce printing costs and postage fees, we have adopted a practice approved by the SEC called householding. Under this practice, shareholders who have the same address and last name and do not participate in electronic delivery of proxy materials will receive only one copy of our proxy materials unless one or more of these shareholders notifies us that they wish to continue receiving individual copies. Shareholders who participate in householding will continue to receive separate proxy cards.

If you share an address with another shareholder and received only one set of proxy materials and would like to request a separate copy of these materials and/or future proxy materials, please send your request Signalife at any of the addresses previously described in *Q: How Can I Contact Signalife's Directors?* . You may also contact the company if you received multiple copies of the proxy materials and would prefer to receive a single copy in the future.

**PROPOSAL NO. 1:  
ELECTION OF DIRECTORS**

At the Annual Meeting, our voting shareholders will elect seven directors. Each director so elected will serve in that position until his or her successor is duly elected and qualified, which we anticipate will occur at next our annual meeting of shareholders to be held in 2008.

There are seven nominees for election to our board of directors at this Annual Meeting, namely, Ms. Pamela M. Bunes, Mr. Ellsworth Roston, Dr. Lowell T. Harmison, Ms. Jennifer Black, Mr. Rowland Perkins, Mr. Charles Harrison and Mr. Jesse S. Rosas. Mr. Rosas will be replacing Ms. Norma Provencio as a director, whom Signalife intends to engage as a consultant going forward. With the exception of Mr. Rosas, each of the director nominees has served as a director since our last annual meeting of shareholders. Information regarding the business experience of each of these nominees is provided below.

There are no family relationships between any two or more of our directors or executive officers. There is no arrangement or understanding between any of our directors or executive officers and any other person pursuant to which any director or officer was or is to be selected as a director or officer, and there is no arrangement, plan or understanding as to whether non-management shareholders will exercise their voting rights to continue to elect the current board of directors. There are also no arrangements, agreements or understandings to our knowledge between non-management shareholders that may directly or indirectly participate in or influence the management of our affairs.

The designated proxy holders will vote each proxy they received from our voting shareholders as directed on their proxy cards or, if no direction is made, for the seven nominees named above. If any of these nominees should be unable or unwilling to serve, the discretionary authority granted to the proxy holders as provided in the proxy card will be exercised to vote for a substitute nominee designated by our board of directors. We have no reason to believe that any substitute nominee will be required. In the event that additional persons are nominated for election as directors, the proxy holders intend to vote all proxies received by them in such a manner as will assure the election of as many of the nominees named above as possible, and, in such event, the specific nominees to be voted for will be determined by the proxy holders.

The seven nominees receiving the highest number of votes cast by our voting shareholders, voting as a single class, will be elected to fill the seven director positions. The proxies cannot be voted for more than seven nominees.

***Our board of directors recommends to our voting shareholders that you vote FOR the election of Ms Bunes, Mr. Roston, Dr. Harmison, Ms. Black, Mr. Perkins and Mr. Harrison and Mr. Rosas as our seven directors. Proxies solicited by our board of directors will be so voted unless the voting shareholder tendering the proxy specifies otherwise.***

**Nomination Procedures**

The seven director nominees were recommended for election by our nomination and qualifications committee (the *nominations committee* ) comprised of Ms. Black, as chairman, and Ms. Provencio and Mr. Perkins as members. These nominees were then approved by the full board of directors.

There are no minimum qualifications for serving on our board of directors. Nevertheless, in evaluating the suitability of individual board members, the nominations committee and the board consider, among other factors, the prospective nominee's: (1) personal and professional integrity; (2) business judgment; (3) general understanding of marketing,

finance and other disciplines relevant to the success of a small start-up publicly-traded company in today's business environment; (4) general understanding of the company's business on a technical level; (5) educational and professional background, (6) overall ability to effectively

work with the other members of the board to collectively serve the long-term interests of the shareholders; and (7) commitment and ability to devote sufficient time and energy to diligently his or her duties. In determining whether to recommend a director for re-election, the nominations committee and the board consider the director's past attendance at meetings and participation in and contributions to the activities of the board. The nominations committee and the board evaluate each individual in the context of the board as a whole, with the objective of recommending a group that can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment, using its diversity of experience. The foregoing standards and procedures are set forth in our corporate governance guidelines, which may be viewed on the company's website at [www.signalife.com](http://www.signalife.com). As a practical matter, we strive to achieve an effective balance and range of experience and expertise, including operational experience and financial expertise. Notwithstanding the foregoing, our ability to attract and engage a board of directors comprised of individuals having all of the above ideal attributes is limited by our status as a development stage company with limited resources and market capitalization. No consultants or search firms were used by the nominations committee or the board in identifying and selecting the director nominees.

### **Background Of Director Nominees**

#### **Pamela M. Bunes**

Age 44

Director since March 2005

Ms. Bunes has served as our President and Chief Executive Officer since April 15, 2005; as Assistant Secretary since March 26, 2005, and as a director since March 22, 2005. Prior to joining Signalife, Ms. Bunes had been employed by Biosense Webster, Inc., from August 2004 to April 2005. Prior to that, Ms. Bunes was employed as Executive Account Manager with Ethicon Endo-Surgery, Inc., having started as Account Manager of that company in October 1990 until her transfer to Biosense Webster. Biosense Webster and Ethicon Endo-Surgery are each subsidiaries of Johnson & Johnson (NYSE:JNJ). Prior to that, Ms. Bunes was a Corporate Loan Officer and Vice President from 1986 to October 1990, and Analyst for the Specialized Industries Mergers and Acquisitions Group (Banking) from 1985 to 1986, of First Union National Bank. Ms. Bunes has a Bachelors of Arts degree with double majors in Economics and Business Administration (Finance) from Converse College in Spartanburg, South Carolina.

#### **Ellsworth Roston**

Age 84

Director since November 2002

Mr. Roston has served as a director since November 1, 2002. Mr. Roston has practiced patent law since 1943, and currently serves as Of Counsel to the patent firm of Fulwider Patton Lee & Utecht since 1997. Mr. Roston has a history of assisting technology companies during their development stages. Most recently, Mr. Roston has served as a director of Natgram, Inc., an internet software developer, since 1998, Amerlin Inc., a pet house/kennel manufacturer, since 1996, and American Legal Net, a provider of legal forms, since April 2004. Mr. Roston also served as a director of Rokenbok Corporation, a toy manufacturer, from 1996 through February 2004, and of Dome Industries, an electronic hardware manufacturer, from 1991 through 2002. Mr. Roston was one of three founders of Brooktree Corporation, and served on its board of directors for 15 years until it was purchased by Rockwell Corporation in 1998. Mr. Roston received his undergraduate degree and his law degree from Yale University.



**Lowell T. Harmison, Ph.D.**

Age 70

Director since June 2003

Dr. Harmison has served as a director since June 6, 2003. Dr. Harmison also served as interim Chief Executive Officer from March 26, 2005 to April 15, 2005 upon the appointment of Ms. Bunes, and as Co-Chief Executive Officer thereafter until July 15, 2005 when Ms. Bunes assumed complete responsibilities for the position. Dr. Harmison has also served as a Senior Advisor since February of 2003. Dr. Harmison has a very distinguished 35 year career in the field of biomedicine. Most recently, Dr. Harmison has served as a director and as chairman of the board of World Doc Foundation, a private foundation promoting health education and expanded knowledge of telemedicine, since June 2002. Dr. Harmison has also served as a director and chief executive officer of ProCell Corporation, a cancer research company, since June 2000, and as a director of pH A Bio Remediation, an environmental restoration company, since 1997. Dr. Harmison also served as chairman of Sequella Foundation, which promotes research into tuberculosis, from 1997 to 2001, and served as a director of Sequella Inc., a research and development company for tuberculosis products, from 1997 to 2000. Dr. Harmison is the holder of the first domestic and foreign patents on the fully implantable artificial heart; and served as Chief Executive Officer of USET, Inc. from 1987 to 1989. Dr. Harmison also served as the Director of the Robert Maxwell Foundation, a private foundation operating internationally and consisting of 21 operating companies, from 1987 to 1989.

He also served as the Principal Deputy Assistant Secretary for Health of the U.S. Public Health Service, Department of Health and Human Services. Dr. Harmison has a Ph. D. from the University of Maryland and a B.S. and M.S. from West Virginia University. He was also given an honorary Doctor of Science degree from West Virginia University.

**Jennifer Black**

Age 51

Director since September 2003

Ms. Jennifer Black has served as a director since January 20, 2004. Ms. Black has been President of her own business, Jennifer Black & Associates LLC., since September 2003. Her firm provides independent research for institutional clients. Previously, since 1979, Ms. Black was with Black & Co., where she was responsible for research coverage on the apparel and specialty retail industries.

Ms. Black was President of Black & Co. when First Security Van Kasper acquired it in April 2000. Subsequently, Wells Fargo Securities acquired First Security Van Kasper in September 2000. Ms. Black left Wells Fargo Securities in September 2003. Ms. Black served on the State of Oregon Governor's Council of Economic Advisors from 1999 to January 2006. In addition, Ms. Black sat on the Business Advisory Council for Portland State University from 2004-2007.

In 1999, Ms. Black was ranked #1 by the Wall Street Journal under textiles and apparel as a Wall Street All Star Analyst. In 1997, the Reuters Large Company Investment Research Survey rated her the number one analyst in the nation.

Ms. Black attended Washington State University, University of Oregon and Portland State Universities.



**Rowland Perkins**

Age 72

Director since August 2005

Mr. Perkins has served as a director since August 23, 2005. Mr. Perkins has been involved in the entertainment industry for more than 40 years. Since 1995, Mr. Perkins has been President of Double Eagle Entertainment, Inc., a company he established to develop and Produce feature, network and cable television films. Mr. Perkins was the founding President of Creative Artists Agency, Inc., a company he co-founded in 1975 to represent all areas of creative talent in the entertainment industry. From 1959 to 1975, Mr. Perkins was an executive with the William Morris Agency, Inc. At William Morris, Mr. Perkins established and led its TV Talent Division as Director, and then organized and led its Creative Services Department as Vice President. Since 2001, Mr. Perkins has been Chairman of the Board of NPOWR Digital Media, Inc., a privately-held tech company which is promoting stimTV, which allows consumers to personalize their entertainment choices automatically on the broadband market.

Mr. Perkins also serves as a consultant, executive producer and the U.S. representative for Eagle Pictures SpA, an Italian film production and distribution company involved in the motion picture and television businesses internationally. He also continues to executive produce select films. In addition to the above, Mr. Perkins has been a long time member of the Academy of Television Arts and Sciences and has served on its Board of Governors. He also has been a long time member of the Hollywood Radio and Television Society and served on its Board of Directors. He has also served for fifteen years on the USC Libraries Scriptor's Award selection panel that annually selects the best screenplay/novel adaptation each year and gives awards to the novel's author and the screenwriter. Mr. Perkins graduated from UCLA with a Bachelors of Science degree in business administration, and also holds an Honorary PhD in Media Communications from Pacific Western University.

**Charles H. Harrison**

Age 64

Director since October 2006

Mr. Harrison has served as a director since October 23, 2006. Mr. Harrison is a certified public accountant with over 35 years of accounting and business management experience focusing on firms in the healthcare business. Since June 2004, Mr. Harrison has been Chief Operating Officer at the Boulder City Hospital located in Boulder City, Nevada. Prior to that, from 1996 to 2004, Mr. Harrison provided independent business consulting services to various hospitals and other healthcare providers. From 1969 to 1996, Mr. Harrison was an accountant with Arthur Andersen LLP, having risen to the position of Partner in Charge of Healthcare for the firm's Metropolitan Southern California practice. Mr. Harrison holds a Bachelors of Science degree in Accounting and a Masters of Business Administration degree in Finance from the University of Southern California.





**Jesse S. Rosas**  
Age 48

Mr. Rosas is a certified public accountant with over 25 years of accounting experience, including tax planning, tax process reengineering and compliance services, mergers & acquisitions, reorganization and liquidations, Sarbanes-Oxley audit and internal control compliance and documentation, and public company auditing. Since June 2006, and also from April 2002 to May 2004, Mr. Rosas has provided consulting services principally to publicly-traded companies through his consulting firm, Rosas & Associates. Prior to that, he was Director of Southern California Operations with Jefferson Wells International from June 2004 until May 2006. Prior to that he was with Arthur Andersen from July 1982 to March 2002, most recently as a Senior Principal. Mr. Rosas was the past Chair of the California State University, Northridge, School of Business and Economic Minority Business Program, having served in that capacity for over fifteen years. He is also past Treasurer and Executive committee member of the Economic Development Alliance of the San Fernando Valley, and a past member of the board of directors of the San Fernando Valley Economic Development Corporation. Mr. Rosas holds a Bachelors of Science degree in Business Administration from California State University, Northridge.

**Current Directors Not Up For Renomination**

**Norma Provencio**  
Age 49  
Director since October 2003

Ms. Provencio, who is not up for renomination as a director, has served as a director since July 29, 2005. Ms. Provencio is a certified public accountant with over 26 years of accounting experience, including significant audit and public company experience that qualify her as being financially sophisticated for AMEX audit committee purposes. Since October 2003, Ms. Provencio has been president and owner of Provencio Advisory Services, Inc., a healthcare financial advisory firm. Prior to that she was Partner-in-Charge of the Healthcare Industry for the Pacific Southwest for the KPMG LLP Partnership from May 2002 to September 2003. Prior to that she was with Arthur Andersen from 1979 to May 2003, and was Partner-in-Charge of Andersen's Pharmaceutical, Biomedical and Healthcare Practice for the Pacific Southwest from 1995 to 2002. Ms. Provencio has also served on the Board of Directors of International Aluminum Corp. since October 2005. Ms. Provencio holds a bachelors of science degree in accounting from Loyola Marymount University.

There are no family relationships between any two or more of our directors or executive officers. There is no arrangement or understanding between any of our directors or executive officers and any other person pursuant to which any director or officer was or is to be selected as a director or officer, and there is no arrangement, plan or understanding as to whether non-management shareholders will exercise their voting rights to continue to elect the current board of directors. There are also no arrangements, agreements or understandings to our knowledge between non-management shareholders that may directly or indirectly participate in or influence the management of our affairs.

**Board Of Directors; Board Attendance**

Our bylaws set the authorized number of directors on our board of directors at not less than three nor more than nine, with the actual number fixed by a resolution of our board. As noted above, there are currently seven directors serving on our board, Mss. Bunes, Black and Provencio, and Messrs. Hildebrandt, Harmison, Roston and Perkins. Each director serves until the next annual meeting of shareholders and until his or her

successor is elected and qualified by our shareholders, both common and preferred, voting on a cumulative basis as one class, or until his or her earlier death, retirement, resignation or removal.

### **Board Committees**

Our board of directors has three active committees, an audit committee currently comprised of Ms. Provencio, as chairman, and Ms. Black and Messrs. Harrison and Perkins as members; a compensation committee currently comprised of Mr. Perkins, as chairman, and Mr. Roston and Ms. Black as members; and a nomination and qualifications committee currently comprised of Ms. Black as chairman and Ms. Provencio and Mr. Perkins as members.

### **Board Attendance**

During fiscal 2006, our board of directors, audit committee, compensation committee and nomination and qualifications committee held nine, eight, one and one meetings, respectively. No director or committee member attended less than 75% of the total number of those meetings.

Signalife does not have a formal policy requiring directors to attend the Annual Meeting. Nevertheless, we encourage each director to, and anticipate that each director will, attend this year's Annual Meeting. At our last Annual Meeting, each of our directors as of that date attended.

### **Independence; Audit Committee Financial Expert**

Our board of directors has determined that Mr. Roston, Ms. Black, Mr. Perkins, Ms. Provencio and Mr. Harrison are each independent as that term is defined by the American Stock Exchange ( *AMEX* ). Under the AMEX definition, an independent director is a person who (1) is not currently (or whose immediate family members are not currently), and has not been over the past three years (or whose immediate family members have not been over the past three years), employed by the company; (2) has not (or whose immediate family members have not) been paid more than \$60,000 by the company during the current or past three fiscal years; or (3) has not (or whose immediately family has not) been a partner in or controlling shareholder or executive officer of an organization which the company made, or from which the company received, payments in excess of the greater of \$200,000 or 5% of that organizations consolidated gross revenues, in any of the most recent three fiscal years.

Our board of directors has determined that Ms. Provencio and Mr. Harrison are each an audit committee financial expert within the meaning of SEC rules. An audit committee financial expert is a person who can demonstrate the following attributes: (1) an understanding of generally accepted accounting principles and financial statements; (2) the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; (3) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the company's financial statements, or experience actively supervising one or more persons engaged in such activities; (4) an understanding of internal controls and procedures for financial reporting; and (5) an understanding of audit committee functions.

### **Audit Committee**

The function of the audit committee is to assist the board of directors in monitoring: (1) the integrity of the company's financial statements; (2) the qualifications, independence and performance of the company's independent auditors and recommending their appointment to the full board; (3) the performance of the company's internal accounting and audit personnel; and (4) the compliance by the company with legal and regulatory requirements.

## **Audit Committee Report**

The following is a report from the audit committee of our board of directors concerning the audit of our financial statements and the appointment of our independent auditors:

The audit committee of the Signalife's board of directors oversees the company's financial reporting process on behalf of the full board of directors. Management is responsible for Signalife's financial statements and the financial reporting process, including the system of internal controls. Signalife's independent auditors are responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles. In fulfilling its oversight responsibilities, the audit committee has reviewed and discussed with management and the company's independent auditors the audited financial statements that have been included in Signalife's annual report on form 10-KSB for the year ended December 31, 2006. The audit committee has also discussed with the company's independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, *Communication with Audit Committees*, as amended. In addition, the audit committee has also discussed with the company's independent auditors the auditors independence from the company and its management including the matters in the written disclosures provided to the audit committee as required by Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*.

The audit committee recommended to Signalife's board of directors, and the board approved, the inclusion of the audited financial statements in Signalife's annual report on Form 10-KSB for the year ended December 31, 2006 for filing with the Securities and Exchange Commission. The audit committee has also recommended the selection of the company's independent auditors for the fiscal year ending December 31, 2007.

### **The Audit Committee**

Norma Provencio, Chair

Jennifer Black

Rowland Perkins

Charles Harrison

## **Nominations Committee**

The function of the nominations committee is to evaluate and recommend to the board of directors a slate of director-nominees for election by the shareholders at each annual meeting, or to fill any vacancies in existing or new positions on the board which may arise.

There are no minimum qualifications for serving on our board of directors. Nevertheless, in evaluating the suitability of individual board members, the nominations committee and the board consider the various factors set forth in our

corporate governance guidelines which are recited above in that section of this proxy statement captioned *Nomination Procedures* .

Our board of directors has the authority to hire and pay a fee to consultants or search firms to assist in the process of identifying and evaluating candidates. No such consultants or search firms have been used by the board to date and, accordingly, no fees have been paid to consultants or search firms.

We do not have any formal policies in place relative to the consideration of director candidates recommended by our shareholders, or the consideration of other proposals for corporate action made by our shareholders. Nevertheless, minority shareholders are permitted to recommend nominees for election or appointment or to make other proposals pursuant to SEC guidelines, and our board in its discretion will determine whether or not to consider that candidate based upon such criteria as it deems relevant. To understand those guidelines, see *Q: May I Nominate A Director For Election At The Annual Meeting?* and *Q: May I Propose Actions For Consideration At Next Year's Annual Meeting Or Nominate Individuals To Serve As Directors?* in the *Questions And Answers* section of this proxy statement above. Given that approximately 49.5% of our voting shares are held by a single shareholder, which allows that shareholder to effectively elect our full board of directors and to take other actions, we do not believe it to be necessary at this time to formulate formal policies to consider minority shareholder director nominations or proposals to take other corporate action.

### **Compensation Committee**

The function of the compensation committee is review and recommend to the full board of directors for its approval by majority vote any matter relating to (1) the administration of our various stock plans that falls outside of the authority of, or has not otherwise been delegated to, our executive officers; (2) the form and amount of compensation or benefits payable or provided to any director or member of management, (3) any related party transaction between the company and any director or officer of the company, and (4) any other conflict of interest between the company and any director or officer of the company.

### **Director Compensation Policies**

Our current policy with respect to compensating directors for serving on the full board is to compensate them through stock grants. Specifically, upon his or her appointment to our board, each new director is granted an option to purchase 50,000 common shares, exercisable at its then trading price. These options vest quarterly over one year based upon the continued provision of services on the board, and lapse in five years if not exercised. Each director will thereafter automatically be granted options on the anniversary of his or her appointment date entitling such director to purchase an additional 28,000 common shares, which options will vest quarterly based upon the continued provision of services on the board, and lapse in five years if not exercised. The exercise price for these options is fixed at current market price as of the date of grant.

Our current policy with respect to compensating directors for serving on our audit committee is to compensate the members with a combination of cash and common share purchase options. Specifically, the chairman of the audit committee is entitled to receive a \$3,000 quarterly cash retainer, plus \$1,500 fee per each meeting attended. Upon his or her appointment, the chairman is also granted an option to purchase 30,000 common shares, exercisable at its then trading price. The chairman will thereafter automatically be granted options on the anniversary of his or her appointment entitling him or her to purchase an additional 30,000 common shares. The other members of the audit committee receive slightly lower compensation, to wit, a \$2,000 quarterly cash retainer, a \$1,000 cash fee per each meeting attended; and the grant of an option to purchase 25,000 common shares, exercisable at its then trading price. All committee options vest in four quarterly installments, and lapse in five years if not exercised.



Our current policy with respect to compensating directors for serving on our compensation committee is to grant each member an option to purchase 5,000 common shares, exercisable at its then trading price, upon his or her appointment to the committee and upon each annual anniversary thereafter. All committee

options vest in four quarterly installments subject to attendance at least 90% of the committee meetings during that quarter, and lapse in five years if not exercised.

We have not yet instituted a policy for compensating members on our nomination and qualifications committee.

### Director Overall Compensation Table

The following table shows the overall compensation earned for the 2006 fiscal year with respect to each person who was a director as of December 31, 2006, with the exception of Ms. Bunes, who does not receive compensation for acting as a director. For information relating to compensation earned by Ms. Bunes, see that section of this proxy statement captioned *Executive Officer Overall Compensation Table* .

<b>Name</b>	<b>Fees Earned or Paid in Cash(1)</b>	<b>Stock Awards Vested During Year</b>	<b>Option Awards Vested During Year(2)</b>	<b>Non-Equity Incentive Plan Compensation(3)</b>	<b>Non-Qualified Deferred Compensation Earnings(3)</b>	<b>All Other Compensation(4)</b>	<b>Total Compensation</b>
Ellsworth Roston	\$	\$	\$ 17,036	\$	\$	\$	\$ 17,036
Lowell T. Harmison	\$	\$	\$ 50,699	\$	\$	\$ 83,000	\$ 133,699
Jennifer Black	\$ 4,333	\$	\$ 82,288	\$	\$	\$	\$ 86,621
Norma Provencio	\$ 6,500	\$	\$ 101,825	\$	\$	\$	\$ 108,325
Rowland Perkins	\$ 4,333	\$	\$ 97,694	\$	\$	\$	\$ 102,027
Charles H. Harrison	\$ 2,000	\$	\$ 11,526	\$	\$	\$	\$ 13,526

(1)

Board fees earned on an accrual basis during the fiscal year.

(2)

Reflects dollar amount expensed by the company during applicable fiscal year for financial statement reporting purposes pursuant to FAS 123R. FAS 123R requires the company to determine the overall value of the options as of the date of grant based upon the Black-Scholes method of valuation, and to then expense that value over the service period over which the options become exercisable (vest). As a general rule, for time-in-service-based options, the company will immediately expense any option or portion thereof which is vested upon grant, while expensing the balance on a pro rata basis over the remaining vesting term of the option. For a description of FAS 123 R and the assumptions used in determining the value of the options under the Black-Scholes model of valuation, see the notes

to the financial statements included with this proxy statement.

(3)

Excludes awards or earnings reported in preceding columns.

(4)

Includes all other compensation not reported in the preceding columns, including (i) perquisites and other personal benefits, or property, unless the aggregate amount of such compensation is less than \$10,000; (ii) any "gross-ups" or other amounts reimbursed during the fiscal year for the payment of taxes; (iii) discounts from market price with respect to securities purchased from the company except to the extent available generally to all security holders or to all salaried employees; (iv) any amounts paid or accrued in connection with any termination (including without limitation through retirement, resignation, severance or constructive termination, including change of responsibilities) or change in control; (v) contributions to vested and unvested defined contribution plans; (vi) any insurance premiums paid by, or on behalf of, the company relating to life insurance for the benefit of the named executive officer; and (vii) any dividends or other earnings paid on stock or option awards that are not factored into the grant date fair value required to be reported in a preceding column.

**Director Outstanding Option Table**

The following table provides certain information concerning common share purchase options or warrants held by each of our directors (other than Ms. Bunes) that were outstanding as of December 31, 2006, including options or warrants granted for services other than acting as a director. For a description of options or warrants held by Ms. Bunes, see the table contained in that section of this proxy statement captioned *Executive Officer Outstanding Equity Awards Table* .

Named Executive Officer	Type	Option Grant Date	Number of Common Shares		Option Exercise Price	Option Expiration Date
			Underlying Exercisable	Unexercised Unexercisable		
Ellsworth Roston	Consulting	1/1/2002	450,000(1)		\$ 1.67	10/31/2007
	Board	2/6/2003	150,000(2)		\$ 0.88	2/5/2008
	Board	11/3/2003	28,000(3)		\$ 4.40	11/2/2008
	Comp. Comm.	4/1/2004	2,000(2)		\$ 6.00	3/31/2009
	Audit Comm.	7/8/2004	1,500(2)		\$ 3.95	7/7/2009
	Board	11/1/2004	28,000(3)		\$ 2.90	10/31/2009
	Audit Comm.					