

AMERICAN INTERNATIONAL VENTURES INC /DE/  
Form DEF 14C  
October 30, 2007

SCHEDULE 14C

(RULE 14C-101)

INFORMATION REQUIRED IN INFORMATION STATEMENT

SCHEDULE 14C INFORMATION

INFORMATION STATEMENT PURSUANT TO SECTION 14(C)  
OF THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 1)

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
- Definitive Information Statement

**AMERICAN INTERNATIONAL VENTURES, INC.**

(NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

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:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange

Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



**AMERICAN INTERNATIONAL VENTURES, INC.**

**4058 Hinstead Way**

**Evergreen, Colorado 80439**

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INFORMATION STATEMENT  
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**WE ARE NOT ASKING YOU FOR A PROXY,  
AND YOU ARE REQUESTED NOT TO SEND US A PROXY.**

GENERAL

This Information Statement is being furnished to the stockholders of American International Ventures, Inc., a Delaware corporation (the "Company"), in connection with the amendment to the Company's Certificate of Incorporation by the written consent of holders of a majority of the Company's voting capital stock. The outstanding voting capital stock of the Company consists solely of the Company's common stock, \$0.0001 par value ("Common Stock"). On July 27, 2007, the Company's Board of Directors approved and recommended that, the Company's Certificate of Incorporation be amended to increase its authorized shares of common stock from 50,000,000 shares to 400,000,000 shares ( Proposed Action ) and the Proposed Action be submitted to a vote of its shareholders. The record date established by the Board of Directors was August 2, 2007 ( Record Date ). Under Delaware General Corporation Law ( DGCL ), a majority stockholder vote is required in order for the Company to increase the authorized shares of its capital stock.

A consent of stockholders holding in excess of a majority of the voting power approved the Charter Amendment. The Charter Amendment will be filed with the Secretary of State of the State of Delaware on or after October 26, 2007 (20 days after the date of the mailing of this Information Statement). If the proposed Charter Amendment were not adopted by written consent, it would have been required to be considered by the Company's stockholders at special stockholders' meeting convened for the specific purpose of approving the Charter Amendment.

The elimination of the need for a special meeting of stockholders to take such action is made possible by Section 228 of the DGCL which provides that the written consent of the holders of outstanding shares entitled to vote at a meeting of stockholders, having not less than the minimum number of votes which would be necessary to authorize or take such action at a shareholders meeting, may be substituted for such a special meeting. In order to eliminate the costs and management time involved in holding a special meeting and in order to effect the Charter Amendment as early as possible, the Board of Directors of the Company voted to utilize the written consent of the holders of a majority of voting power. As discussed hereafter, the Board of Directors has recommended the increase in the authorized shares from 50,000,000 to 400,000,000 shares of common stock of the Company.

The Record Date established by the Company for purposes of determining the number of outstanding shares of voting capital stock of the Company for the action stated herein was August 2, 2007. The only voting capital stock outstanding of the Company is its common stock. On the Record Date, the total issued and outstanding shares of common stock of the Company were 19,345,044. The date on which this Written Consent of Stockholders was first sent to the stockholders will be on or about November 1, 2007.

The Company will file the Charter Amendment with the State of Delaware effecting the increase in authorized shares on or after November 21, 2007 (20 days after the date of the mailing of Definitive Information Statement), and will be effective as of such date. This Information Statement will be sent to the

stockholders on or about November 1, 2007.

Pursuant to Section 228 of the DGCL, no notice is required to be provided to the other stockholders, who have not consented in writing to such action, regarding the taking of the corporate action without a meeting of stockholders. The Charter Amendment will be filed with the State of Nevada on or after November 21, 2007 (20 days after the date of the mailing of Definitive Information Statement), and will become effective on such date. No additional action will be undertaken pursuant to such written consents, and no dissenters' rights or appraisal rights under the NRS are afforded to the Company's stockholders as a result of the adoption of the Charter Amendment.

The Company common stock will continue to trade on the OTCBB Market under the trading symbol "AVIT."

#### OUTSTANDING VOTING STOCK OF THE COMPANY

As of the record date, there were 19,345,044 shares of common stock issued and outstanding, respectively. Each share of common stock entitles the holder thereof to one vote on all matters submitted to stockholders. The common stock carries no pre-emptive, conversion or subscription rights and is not redeemable. On matters submitted to a shareholder vote, a majority vote of shareholders is required to be actionable. Cumulative voting in the election of directors is denied. All shares of common stock are entitled to participate equally in dividends and rank equally upon liquidation. All shares of common stock when issued are fully paid and non-assessable by the Company. There are no restrictions on repurchases of common stock by the Company relating to dividend or sinking fund installment arrearage.

The table below sets forth the high and low bid prices of the Common stock of the Company as reported by NASDAQ. The quotations reflect inter-dealer prices, without retail mark-up, mark-down, or commissions and may not necessarily represent actual transactions. The Company's common stock is traded on the OTC Bulletin Board under the symbol AIVN. There is an absence of an established trading market for the Company's common stock, as the market is limited, sporadic, and highly volatile. The absence of an active market may have an effect upon the high and low price as reported.

#### 2005   Low Bid   High Bid

1<sup>st</sup> Quarter   \$0.12   \$0.26

2<sup>nd</sup> Quarter   \$0.09   \$0.11

3<sup>rd</sup> Quarter \$0.10 \$0.15

4<sup>th</sup> Quarter \$0.13 \$0.15

2006 Low Bid High Bid

1<sup>st</sup> Quarter \$0.08 \$0.12

2<sup>nd</sup> Quarter \$0.11 \$0.41

3<sup>rd</sup> Quarter \$0.10 \$0.19

4<sup>th</sup> Quarter \$0.11 \$0.22

2007 Low Bid High Bid

1<sup>st</sup> Quarter \$0.11 \$0.35

2<sup>nd</sup> Quarter \$0.04 \$0.12

3<sup>rd</sup> Quarter \$0.045 \$0.15

4<sup>th</sup> Quarter \$0.05 \$0.12

2008 Low Bid High Bid

1<sup>st</sup> Quarter \$0.07 \$0.09

2<sup>nd</sup> Quarter

\$0.03

\$0.07





As of August 2, 2007, the Company had 236 shareholders of record of our common stock. Although there are no restrictions on the Company's ability to declare or pay dividends, the Company has not declared or paid any dividends since our inception and do not anticipate paying dividends in the future.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL  
OWNERS AND MANAGEMENT

The following table identifies, as of the Record Date, the number and percentage of outstanding shares of common stock of the Company owned by (i) each person known to the Company who owns more than five percent of the outstanding common stock, (ii) each officer and director, and (iii) officers and directors of the Company as a group. The following information is based upon 19,345,044 shares of common stock of the Company which are issued and outstanding as of the Record Date. Unless indicated otherwise, the address for each individual below is 4058 Hinstead Way, Evergreen, Colorado 80439, the address of the Company. The Company has no other capital stock outstanding.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner(1)	Percent of Class
Common	Myron Goldstein(2)(8)		
		871,000	4.4%
Common	James Duff(3)(8)		
		550,000	2.8%

Common      Jack Wagenti(4)(8)

1,800,000

9.2%

Common      Arthur deWitt Ackerman(5)

1,073,300

5.5%

Common      Walter Salvadore, Jr.(6)(8)

510,000

2.6%

Common      Brian G. Russell(7)(8)

350,000

1.7%

Common      Steven Davis(8)(9)

300,000

1.5%

Common      Jonathan Downs(10)

1,400,000

7.2%

Common      Emanuel Ploumis(11)

1,500,000

7.8%

Common Electrum Resources, LLC.(12)

2,000,000

10.3%

Officers and

Directors as a group

Common

(6 persons)(8)

4,381,000

20.5%

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(1). Beneficial ownership" means having or sharing, directly or indirectly (i) voting power, which includes the power to vote or to direct the voting, or (ii) investment power, which includes the power to dispose or to direct the disposition, of shares of the common stock of an issuer. The definition of beneficial ownership includes shares underlying options or warrants to purchase common stock, or other securities convertible into common stock, that currently are exercisable or convertible or that will become exercisable or convertible within 60 days. Unless otherwise indicated, the beneficial owner has sole voting and investment power.

(2). Mr. Goldstein is Chairman, and Chief Financial Officer of the Company.

(3). Mr. Duff is a Director of the Company. The amount includes stock options to acquire 250,000 shares of

Company common stock.

(4). Mr. Wagenti is a Director of the Company. The amount includes 500,000 shares of common stock held individually by Mr. Wagenti and 1,000,000 shares of common stock held by Mr. Wagenti's spouse. Mr. Wagenti disclaims beneficial ownership of the shares held by his spouse.

(5). The amount represents 901,500 shares held individually by Mr. Ackerman, and 171,500 shares held by an affiliate of Mr. Ackerman. Mr. Ackerman disclaims beneficial ownership of the shares held by the affiliate. Mr. Ackerman's address is 75 Winners Circle Tryon, North Carolina 28782

(6). Mr. Salvadore is a Director of the Company.

(7). Mr. Russell is a Director of the Company.

(8). The amount for each party include stock options to acquire 300,000 shares of common stock of the Company which were granted to the Company's officers and directors in January 2005.

(9). Mr. Davis is President and Chief Executive Officer of the Company.

(10). Mr. Downs' address is 27 Bush Road, Denville, New Jersey 07834.

(11). Mr. Ploumis' address is 242 Top Hill Road, West Chester, Pennsylvania 19383.

(12) The address for Electrum Resources, LLC is 65 Front Street, Hamilton, Bermuda. The Principal Officer of Electrum is Emma Walls.

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BY ORDER OF THE BOARD OF DIRECTORS

/s/ Myron Goldstein

Myron Goldstein

Chairman

American International Ventures, Inc.

Dated: October 29, 2007

