

# TUXIS CORPORATION

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## Notice of Annual Meeting of Stockholders

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To the Stockholders:

Notice is hereby given that the 2014 Annual Meeting of Stockholders ("Meeting") of Tuxis Corporation (the "Company") will be held at 3814 Route 44, Millbrook, New York on May 13, 2014 at 12:00 p.m., local time, for the following purposes:

1. To elect to the Board of Directors the Nominee, Russell E. Burke III, as a Class III Director to serve for a three year term and until his successor is duly elected and qualifies.
2. To amend the Company's Articles of Incorporation to decrease the number of authorized shares of the Company's common stock, par value \$.01 per share, from 1,000,100,000 shares to 1,000,000,000 shares.
3. To consider and act upon any other business as may properly come before the Meeting or any adjournment thereof.

**The Board of Directors unanimously recommends that stockholders vote FOR Proposals 1 and 2.**

Stockholders of record at the close of business on March 21, 2014 are entitled to receive notice of and to vote at the Meeting.

By Order of the Board of Directors

John F. Ramirez  
Secretary

New York, New York  
March 28, 2014

**Please Vote Immediately by Signing and Returning the Enclosed Proxy Card.**

*Delay may cause the Company to incur additional expenses to solicit votes for the Meeting.*

THE MEETING WILL START PROMPTLY AT 12:00 P.M., LOCAL TIME. TO AVOID DISRUPTION, ADMISSION MAY BE LIMITED ONCE THE MEETING STARTS. PHOTOGRAPHIC IDENTIFICATION WILL BE REQUIRED FOR ADMISSION TO THE MEETING. PLEASE SIGN AND DATE THE ENCLOSED PROXY AND RETURN IT PROMPTLY IN THE ENCLOSED PRE-ADDRESSED REPLY ENVELOPE WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING. ANY STOCKHOLDER OF RECORD PRESENT AT THE MEETING MAY VOTE IN PERSON INSTEAD OF BY PROXY, THEREBY CANCELING ANY PREVIOUS PROXY.

# TUXIS CORPORATION

## PROXY STATEMENT

### Annual Meeting of Stockholders to be held May 13, 2014

This Proxy Statement is furnished in connection with a solicitation of proxies by Tuxis Corporation (the "Company") to be voted at the 2014 Annual Meeting of Stockholders of the Company to be held at 3814 Route 44, Millbrook, New York on May 13, 2014 at 12:00 p.m., local time, and at any postponements or adjournments thereof ("Meeting") for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. Only stockholders of record at the close of business on March 21, 2014 (the "Record Date") are entitled to be present and to vote on matters at the Meeting. Stockholders are entitled to one vote for each Company share held. Shares represented by executed and unrevoked proxies will be voted in accordance with the instructions on the Proxy Card. A stockholder may revoke a proxy by delivering to the Company a signed proxy with a date later than the previously delivered proxy or by sending a written revocation to the Company. To be effective, such revocation must be received prior to the Meeting. In addition, any stockholder who attends the Meeting in person may vote by ballot at the Meeting, thereby canceling any proxy previously given. As of the Record Date, the Company had 1,133,477 shares of common stock issued and outstanding. Stockholders of the Company will vote as a single class. It is estimated that proxy materials will be mailed to stockholders as of the Record Date on or about March 31, 2014.

#### **PROPOSAL 1: TO ELECT TO THE BOARD OF DIRECTORS THE NOMINEE, RUSSELL E. BURKE III, AS A CLASS III DIRECTOR TO SERVE FOR A THREE YEAR TERM AND UNTIL HIS SUCCESSOR IS DULY ELECTED AND QUALIFIES.**

The Board has approved the nomination of Russell E. Burke III, as a Class III Director to serve for a three year term and until his successor is duly elected and qualifies. The Nominee currently serves as a director of the Company. The address of record for the Nominee is 11 Hanover Square, New York, New York 10005.

The following table sets forth certain information concerning the Nominee for Class III Director of the Company:

<b>Name, Principal Occupation, and Business Experience</b>	<b>Director Since</b>
<b>Class III:</b> RUSSELL E. BURKE III - He is President of Russell E. Burke III, Inc. Fine Art. He was born on August 23, 1946.	1997

The persons named in the accompanying form of proxy intend to vote each such proxy FOR the election of the Nominee listed above unless a stockholder specifically indicates on a proxy the desire to withhold authority to vote for the Nominee. It is not contemplated that the Nominee will be unable to serve as a director for any reason but, if that should occur prior to the Meeting, the proxy holders reserve the right to substitute another person or persons of their choice as a Nominee. The Nominee listed above has consented to being named in this Proxy Statement and has agreed to serve as a Director if elected.

#### **Vote Required**

Under Article VIII of the Company's charter, except as otherwise provided in the charter and notwithstanding any other provision of Maryland law to the contrary, any action submitted to a vote by stockholders requires the affirmative vote of at least eighty percent (80%) of the outstanding shares of all

classes of voting stock, voting together, in person or by proxy at a meeting at which a quorum is present, unless such action is approved by the vote of a majority of the Board of Directors, in which case such action requires the lesser of (1) a majority of all the votes entitled to be cast on the matter with the shares of all classes of voting stock voting together, or (2) if such action may be taken or authorized by a lesser proportion of votes under applicable law, such lesser proportion. Inasmuch as the election of the Nominee was approved by the vote of a majority of the Board of Directors, a plurality of all the votes cast at the Meeting at which a quorum is present shall be sufficient to elect the Nominee.

***THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS YOU VOTE FOR THE NOMINEE.***

**PROPOSAL 2: TO AMEND THE COMPANY'S ARTICLES OF INCORPORATION TO DECREASE THE NUMBER OF AUTHORIZED SHARES OF THE COMPANY'S COMMON STOCK, PAR VALUE \$.01 PER SHARE, FROM 1,000,100,000 SHARES TO 1,000,000,000 SHARES.**

The Board of Directors has approved, subject to stockholder approval, an amendment to the Company's Articles of Incorporation to decrease the total number of authorized shares of common stock from 1,000,100,000 shares to 1,000,000,000 shares (the "Amendment"). The Board has adopted a resolution which sets forth the Amendment and declared that it is advisable and has directed that the Amendment be submitted for consideration at either an annual or a special meeting of the stockholders. If the Amendment is approved by the Company's stockholders, the Amendment will become effective upon the filing of articles of amendment in accordance with Maryland law, which filing is expected to occur following the Meeting.

**Vote Required**

Under Article VIII of the Company's charter, except as otherwise provided in the charter and notwithstanding any other provision of Maryland law to the contrary, any action submitted to a vote by stockholders requires the affirmative vote of at least eighty percent (80%) of the outstanding shares of all classes of voting stock, voting together, in person or by proxy at a meeting at which a quorum is present, unless such action is approved by the vote of a majority of the Board of Directors, in which case such action requires the lesser of (1) a majority of all the votes entitled to be cast on the matter with the shares of all classes of voting stock voting together, or (2) if such action may be taken or authorized by a lesser proportion of votes under applicable law, such lesser proportion. Inasmuch as the Amendment was approved by the vote of a majority of the Board of Directors, a plurality of all the votes cast at the Meeting at which a quorum is present shall be sufficient to approve the Amendment.

***THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS YOU VOTE FOR THE AMENDMENT.***

**How to Communicate with the Company's Board of Directors**

Stockholders who wish to communicate with the Board of Directors or a particular director may send a letter to the Secretary of the Company at 11 Hanover Square, New York, New York 10005. The mailing envelope must contain a clear notation indicating that the enclosed letter is a "Stockholder-Board Communication" or "Stockholder-Director Communication." All such letters must identify the author as a stockholder and clearly state whether the intended recipients are all members of the Board or just certain specified individual directors. All communications received as set forth above will be opened by the office of our Secretary for the sole purpose of determining whether the contents represent a message to our Directors. Materials that are unrelated to the duties and responsibilities of the Board of Directors, such as solicitations, resumes and other forms of job inquiries, surveys and individual complaints, or materials that are unduly hostile, threatening, illegal or similarly unsuitable will not be distributed, but will be made available upon request to the Board of Directors or individual Directors as appropriate, depending on the facts and circumstances outlined in the communication.

## **ADDITIONAL INFORMATION**

At the Meeting, the presence in person or by proxy of stockholders entitled to cast a majority of all the votes entitled to be cast at the Meeting is sufficient to constitute a quorum. In the event that a quorum is not present at the Meeting, or if a quorum is present but sufficient votes to approve a proposal are not received, the chair of the Meeting may adjourn the Meeting to a later date and time not more than 120 days after the original record date without any other notice other than announcement at the Meeting. A stockholder vote may be taken for one or more proposals prior to any adjournment if sufficient votes have been received for approval. If a proxy is properly executed and returned accompanied by instructions to withhold authority to vote, represents a broker "non-vote" (that is, a proxy from a broker or nominee indicating that such person has not received instructions from the beneficial owner or other person entitled to vote shares of the Company on a particular matter with respect to which the broker or nominee does not have discretionary power), or is marked with an abstention (collectively, "abstentions"), the Company's shares represented thereby will be considered to be present at the Meeting for purposes of determining the existence of a quorum for the transaction of business. Under Maryland law, abstentions do not constitute a vote "for" or "against" a matter and will be disregarded in determining "votes cast" on an issue.

In addition to the use of the mails, proxies may be solicited personally, by telephone, or by other means, and the Company may pay persons holding its shares in their names or those of their nominees for their expenses in sending soliciting materials to their beneficial owners. The Company will bear the cost of soliciting proxies. Authorizations to execute proxies may be obtained by telephonic instructions in accordance with procedures designed to authenticate the stockholder's identity. In cases where a telephonic proxy is solicited, the stockholder may be asked to provide his or her address, social security number (in the case of an individual), taxpayer identification number (in the case of an entity), or other identifying information, and the number of shares owned and to confirm that the stockholder has received the Company's Proxy Statement and proxy card in the mail. Within 72 hours of receiving a stockholder's telephonic voting instructions and prior to the Meeting, a confirmation will be sent to the stockholder to ensure that the vote has been taken in accordance with the stockholder's instructions and to provide a telephone number to call immediately if the stockholder's instructions are not correctly reflected in the confirmation. Stockholders requiring further information with respect to telephonic voting instructions or the proxy generally should contact the Company's transfer agent at 1-800-757-5755. Any stockholder giving a proxy may revoke it at any time before it is exercised by submitting to the Company a written notice of revocation or a subsequently executed proxy or by attending the Meeting and voting in person.

### **Discretionary Authority; Submission Deadlines for Stockholder Proposals**

Although no business may come before the Meeting other than that specified in the Notice of Annual Meeting of Stockholders, shares represented by executed and unrevoked proxies will confer discretionary authority to vote on matters which the Company did not have notice of a reasonable time prior to mailing this Proxy Statement to stockholders. The Company's bylaws provide that in order for a stockholder to nominate a candidate for election as a director at an annual meeting of stockholders or propose business for consideration at such meeting, written notice generally must be delivered to the Secretary of the Company, at the principal executive offices, not less than 60 days nor more than 90 days prior to the first anniversary of the mailing of the notice for the preceding year's annual meeting. Proposals should be mailed to Tuxis Corporation, Attention: Secretary, 11 Hanover Square, New York, New York 10005. The submission by a stockholder of a proposal for inclusion in the proxy statement or presentation at any stockholder meeting does not guarantee that it will be included or presented. Stockholder proposals are subject to certain requirements under Maryland law and must be submitted in accordance with the Company's bylaws.

### **Annual Statement of Affairs**

A full and complete statement of the affairs of the Company, including a balance sheet and a financial statement of operations for the year ended December 31, 2013, shall be submitted at the Meeting and, within 20 days after the Meeting, placed on file at the Company's principal office.

### **Householding of Proxy Materials**

To reduce the expenses of printing and delivering duplicate copies of proxy statements, some banks, brokers, and other nominee record holders may deliver only one copy of these materials to stockholders who share an address unless otherwise requested. If you share an address with another stockholder and have received only one copy of this proxy statement, you may request a separate copy of these materials at no cost to you by writing to Tuxis Corporation, Attention: Secretary, 11 Hanover Square, New York, New York 10005. For future stockholder meetings, you may request separate copies of these materials or request that we send only one set of these materials to you if you are receiving multiple copies by calling or writing to us at the number or address given above.

### **Notice to Banks, Broker/Dealers, and Voting Trustees and Their Nominees**

Please advise the Company's transfer agent, Illinois Stock Transfer Company, at 1-800-757-5755 whether other persons are the beneficial owners of the shares for which proxies are being solicited and, if so, the number of copies of this Proxy Statement and other soliciting materials you wish to receive in order to supply copies to the beneficial owners of shares.

***It is important that proxies be returned promptly. Therefore, stockholders who do not expect to attend the Meeting in person are urged to complete, sign, date, and return the enclosed proxy card in the enclosed stamped envelope.***

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