

RAINWIRE PARTNERS INC /DE/

Form S-4/A

July 24, 2002

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As filed with the Securities and Exchange Commission on July 23, 2002

Registration Statement No. 333-76684

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-4/A
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
(Amendment No. 1)
Rainwire Partners, Inc.
(Name of Small Business Issuer in its Charter)

Delaware
*(State or other
Jurisdiction)*

7370
*(Primary Standard Industrial
Classification code Number)*

57-0941152
*(I.R.S. Employer
Identification No.)*

8215 Roswell Road

Suite 925
Atlanta, Georgia 30350
(770) 522-8181

(Address and Telephone Number of Principal Executive Offices)

(Address of Principal Place of Business or Intended Principal Place of Business)

Lyne Marchessault

President
8215 Roswell Road
Suite 925
Atlanta, Georgia 30350
(770) 522-8181

(Name, Address, and Telephone Number of Agent for Service)

Copies to:

Robert E. Altenbach, Esq.

Greenberg Traurig LLP
The Forum, Suite 400
3290 Northside Parkway, N.W.
Atlanta, GA 30327

Approximate date of proposed sale to the public: As soon as practicable after this registration statement becomes effective and all other conditions to the proposed share exchange described herein have been satisfied.

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If any of the Securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock \$.001 Par Value Per Share	16,289,141	\$0.06	\$977,348.46	\$233.59
Total	16,289,141	\$0.06	\$977,348.46	\$233.59

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act, as amended.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information contained in this Information Statement/Proxy Statement/Prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This Information Statement/Proxy Statement/Prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities, in any state where the offer or sale is not permitted.

Subject to completion , 2002

A SHARE EXCHANGE PROPOSAL

<p>Rainwire Partners, Inc. 8215 Roswell Road Suite 925 Atlanta, Georgia 30350</p>	<p>Oasis Group, Inc. 8215 Roswell Road Suite 925 Atlanta, Georgia 30350</p>
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TO THE STOCKHOLDERS OF RAINWIRE PARTNERS, INC.

AND OASIS GROUP, INC.

Rainwire Partners, Inc., a Delaware corporation (Rainwire) and Oasis Group, Inc., a Georgia corporation (Oasis) have entered into an Amended and Restated Plan and Agreement to Exchange Stock (the Share Exchange Agreement), whereby Oasis common Stockholders will receive one share of Rainwire common stock for every 2.5 shares of Oasis common stock they own (the Share Exchange). Upon completion of the Share Exchange, the current president of Rainwire will resign and be replaced by the current president of Oasis and one member of the Oasis board of directors designated by Oasis will be appointed to the board of directors of Rainwire. In addition, upon completion of the Share Exchange, Rainwire s name will be change to Oasis. Oasis intends to apply to change its symbol on the OTC Bulletin Board to . The Board of Directors of both corporations believe that the Share Exchange will benefit the Stockholders of both corporations.

Rainwire s common stock is listed on the OTC Bulletin Board under the symbol RNWR and closed at \$ per share on , 2002.

The Board of Directors of Oasis and Board of Directors and Stockholders of Rainwire have approved the Share Exchange Agreement and the Board of Directors of Oasis has recommended that its Stockholders approve the Share Exchange Agreement as described in the attached materials. In addition, the Board of Directors and majority of the Stockholders of Rainwire have approved various amendments to Rainwire s Amended and Restated Certificate of Incorporation, which include a one-for-twenty reverse split of Rainwire s common stock, an increase of the number of authorized shares of common stock of Rainwire to 100,000,000, a change in the name of Rainwire to Oasis Group, Inc., and to adopt Rainwire s 2000 Stock Option Plan.

Oasis shareholders will receive a total of 16,289,141 shares of Rainwire in the Share Exchange, and will own approximately 94.25% of the aggregate issued and outstanding common stock of Rainwire immediately following the Share Exchange and reverse split, which will occur immediately prior to the Share Exchange. The current shareholders of Rainwire will retain approximately 5.75% of the aggregate issued and outstanding stock on a fully-diluted basis.

Based on the closing prices of Rainwire common stock on December 18, 2001, the day before the Amended and Restated Share Exchange Agreement was executed, and , 2002, the date of this Information Statement/ Proxy Statement/ Prospectus, which were \$0.05 and \$, respectively, and the reverse split of 20 to 1 for the Rainwire common stock and exchange ratio of one share of Rainwire for every 2.5 shares of Oasis, Oasis shareholders will receive a number of shares of Rainwire common stock with a per share value of \$0.40 or \$, respectively, and a total transaction value of \$ and \$, respectively. As of March 31, 2002, Oasis had \$297,277 in assets and \$595,024 in liabilities.

The Board of Directors of Rainwire and Oasis have recommended that their Shareholders approve the foregoing. Information concerning all of the foregoing is contained in this Information Statement/ Proxy Statement/ Prospectus. **We urge you to read this material, including the Section describing Risk Factors that begins on page []**.

Lyne Marchessault	Ronald A. Potts
<i>President</i>	<i>President and Chief Executive Officer</i>
Rainwire Partners, Inc.	Oasis Group, Inc.

THIS TRANSACTION HAS NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION (THE SEC) OR ANY STATE SECURITIES COMMISSION, NOR HAS THE SEC OR ANY STATE SECURITIES COMMISSION PASSED UPON THE FAIRNESS OR THE MERITS OF SUCH TRANSACTION NOR UPON THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED IN THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This Information Statement/ Proxy Statement/ Prospectus is dated [], 2002, and is first being mailed to Rainwire and Oasis stockholders on or about [], 2002.

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Information Statement/Prospectus

RAINWIRE PARTNERS, INC.

**8215 Roswell Road
Suite 925
Atlanta, Georgia 30350**

WE ARE NOT ASKING YOU FOR YOUR PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY. THE ACTIONS DESCRIBED BELOW HAVE ALREADY BEEN APPROVED BY WRITTEN CONSENT OF HOLDERS OF A MAJORITY OF RAINWIRE PARTNERS, INC.'S OUTSTANDING SHARES OF VOTING STOCK. A VOTE OF THE REMAINING STOCKHOLDERS IS NOT NECESSARY. PLEASE DO NOT SEND IN ANY OF YOUR SHARE CERTIFICATES AT THIS TIME.

Pursuant to the requirements of Section 14(c) of the Securities Exchange Act of 1934 and Section 228(d) of the General Corporation Law of the State of Delaware (the "Delaware Corporation Law"), this information statement is being mailed on or about [redacted], 2002 to holders of record as of [redacted], 2001 (the "Record Date") of shares of common stock, par value \$0.001 ("Common Stock"), of Rainwire Partners, Inc., a Delaware corporation (the "Company" or "Rainwire"). It is being furnished in connection with the following:

1. To approve an amendment to Rainwire's Amended and Restated Certificate of Incorporation to reverse split the Company's common stock on a one-for-twenty basis;
2. To approve an amendment to Rainwire's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock to 100,000,000;
3. To approve the issuance of up to 16,289,141 shares of Rainwire common stock to the Stockholders of Oasis Group, Inc. ("Oasis") in exchange for all of the Shares of the outstanding common stock of Oasis. As a result of the Share Exchange, Oasis will become a wholly-owned subsidiary of Rainwire;
4. To approve an amendment to Rainwire's Amended and Restated Certificate of Incorporation to change the name of the Company to Oasis Group, Inc.; and
5. To approve Rainwire Partner Inc.'s 2000 Stock Option Plan and reserve 1,050,000 Shares for issuance under the Plan.

A written consent executed by the Majority of the Shareholders of Rainwire approving the Share Exchange Agreement was executed on December 20, 2001.

The closing date of the Share Exchange Agreement is dependent upon the completion and satisfaction of required shareholder consents and notifications.

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Oasis Group, Inc.

8215 Roswell Road
Suite 925
Atlanta, Georgia 30350

NOTICE OF A SPECIAL MEETING OF STOCKHOLDERS

To Be Held [],

To the Stockholders of Oasis Group, Inc.

NOTICE IS HEREBY GIVEN THAT a special meeting of stockholders of Oasis Group, Inc., will be held at [] on [], at [] local time, to consider and vote upon the following matters:

A. To approve and adopt the Amended and Restated Plan and Agreement to Exchange Stock by and between Rainwire Partners, Inc. and Oasis Group, Inc., dated as of December 19, 2001, in accordance with the terms of the Share Exchange Agreement and the transactions contemplated by the Share Exchange Agreement. A copy of the Share Exchange Agreement is attached as Annex A to the Information Statement/ Proxy Statement/ Prospectus.

B. To act upon the postponement or adjournment of the special meeting, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the proposal in item (1) above; and

C. To transact such other business as may properly come before the special meeting.

The Board of Directors has fixed the close of business on [], 2002 as the record date for determination of stockholders entitled to notice and to vote at the special meeting.

It is important that the enclosed proxy card be signed, dated and promptly returned in the enclosed envelope so that your shares will be represented whether or not you plan to attend the special meeting. Do not send your stock certificates with your proxy card.

By Order of the Board of Directors,

RONALD A. POTTS
President

[], 2002

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RAINWIRE FILES DOCUMENTS FROM TIME TO TIME WITH THE SECURITIES AND EXCHANGE COMMISSION THAT HAVE NOT BEEN INCLUDED IN OR DELIVERED WITH THIS DOCUMENT. THIS INFORMATION IS AVAILABLE AT THE INTERNET WEBSITE THE SEC MAINTAINS AT [HTTP:// WWW.SEC.GOV](http://www.sec.gov), AS WELL AS FROM OTHER SOURCES. SEE WHERE YOU CAN FIND MORE INFORMATION ON PAGE .

YOU MAY ALSO REQUEST COPIES OF THESE DOCUMENTS FROM US, WITHOUT CHARGE, UPON WRITTEN OR ORAL REQUEST TO RAINWIRE OR OASIS AT 8215 ROSWELL ROAD, SUITE 925 ATLANTA, GEORGIA 30350, (770) 522-8181, ATTENTION: PEGGY A. EVANS, WHICH WILL BE SENT BY FIRST CLASS MAIL WITHIN ONE BUSINESS DAY OF RECEIPT OF SUCH REQUEST. IN ORDER TO RECEIVE TIMELY DELIVERY OF THESE DOCUMENTS, YOU MUST MAKE YOUR REQUESTS NO LATER THAN .

FORWARD-LOOKING STATEMENTS

The statements contained in this Information Statement/ Proxy Statement/ Prospectus that are not historical facts are forward-looking statements under the federal securities laws. These forward-looking statements, are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Actual outcomes and results may differ materially from what is expressed in, or implied by, such forward-looking statements. Rainwire and Oasis undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Among the important factors that could cause actual results to differ materially from those expressed in, or implied by, the forward-looking statements are changes in general economic conditions, increased or unexpected competition, costs related to the proposed share exchange, failure to obtain required stockholder or regulatory approvals or the share exchange not closing for any other reason, failure of the combined company to retain and hire key employees, difficulties in successfully integrating the parties' businesses and technologies and other matters disclosed in Rainwire's filings with the Securities and Exchange Commission. Investors are strongly encouraged to review Rainwire's annual report on Form 10-KSB, for the year ended December 31, 2001 and other reports on file with the Securities and Exchange Commission for a discussion of risks and uncertainties that could affect operating results and the market price of the company's stock.

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**QUESTIONS AND ANSWERS ABOUT THE SHARE EXCHANGE
AND RELATED TRANSACTIONS**

Q: WHAT IS THE SHARE EXCHANGE AGREEMENT?

A: Rainwire Partners, Inc. will acquire Oasis Group, Inc. in a stock exchange whereby the Shareholders of Oasis will receive shares of Rainwire. Oasis will become a wholly owned subsidiary of Rainwire and the Oasis shareholders as a group will receive 16,289,141 shares of the Rainwire common stock, or approximately 94.25% ownership of Rainwire on a fully-diluted basis. For more information on the Share Exchange Agreement, see Annex A: Plan and Agreement to Exchange Stock.

Q: WHY DID RAINWIRE AND OASIS AGREE TO THE SHARE EXCHANGE AGREEMENT?

A: *Rainwire Partners, Inc.*

On December 31, 2000, Rainwire's management adopted a plan to discontinue the operations of Rainwire, to liquidate its assets, and to acquire a potentially profitable company. Rainwire's Board of Directors believes that the terms and provisions of the Share Exchange Agreement provide Rainwire with an opportunity to acquire a potentially profitable company are fair and in the best interests of Rainwire and its stockholders.

However, Rainwire's shareholders are cautioned that they will suffer significant dilution as a result of the Share Exchange (see Risk Factors Current Rainwire shareholders will suffer immediate and substantial dilution under terms of the Share Exchange Agreement). In addition, because Rainwire's business will become that of Oasis after the Share Exchange, and because Oasis is a development stage company (see Risk Factors Oasis is a development stage company and has no significant operating history), Rainwire's shareholders are urged to carefully read the information provided in this Information Statement/ Proxy Statement/ Prospectus, including the financial statements provided herein.

For more information on the reasons Rainwire has approved the Share Exchange Agreement, see The Acquisition of Oasis Group, Inc. Reasons for the Approval of the Rainwire Board.

Oasis Group, Inc.

Oasis' board of directors determined that a reverse merger was the best vehicle to position Oasis in the public market. After discussions with the officers and directors of Rainwire, Oasis' board of directors believed that its familiarity with Rainwire and Rainwire's lack of current operations allowed Oasis to negotiate favorable terms and provisions in the Share Exchange Agreement, which Oasis believes will provide it with the least expensive and best opportunity to achieve its goal of reaching the public market.

However, Oasis' shareholders are cautioned that Rainwire has incurred significant losses to date, currently has no operations (see Risk Factors Rainwire has incurred significant losses), and its stock price may be adversely affected because it trades on the OTC Bulletin Board (see Risk Factors Our common stock is traded on the over the counter bulletin board and, as a result, there may be limited trading volume in the stock, as well as a greater spread between bid and asked prices).

For more information on the reasons Oasis has approved the Share Exchange, see The Acquisition of Oasis Group, Inc. Reasons for the Approval of the Oasis Board.

Q: WHAT APPROVALS ARE REQUIRED?

A: *Rainwire Partners, Inc.*

The approval of the Share Exchange Agreement and related transactions required the affirmative vote of the holders of a majority of the shares issued, outstanding and entitled to vote. On

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December 20, 2001, Rainwire had 9,909,886 shares of common stock issued and outstanding and 500,000 shares of Series D Convertible Preferred Stock issued and outstanding, entitled to 10 votes per share. A written consent of the majority of the shareholders of Rainwire representing 3,712,811 shares of the common stock and 500,000 shares of the Series D Convertible Preferred Stock, which approved the foregoing was executed on December 20, 2001.

Oasis Group, Inc.

The approval of the Share Exchange Agreement requires the affirmative vote of the holders of a majority of the shares issued, outstanding and entitled to vote.

Q: WHAT IS THE PURPOSE OF THIS INFORMATION STATEMENT/ PROXY STATEMENT/ PROSPECTUS?

A: This document serves as Rainwire's Information Statement and Prospectus and as Oasis's Proxy Statement. As an Information Statement, this document is being provided to Rainwire's shareholders to inform them that the holders of shares of Rainwire representing approximately 58.4% of the voting power of Rainwire stock have delivered to Rainwire a written consent approving the Share Exchange Agreement, amendments to Rainwire's Amended and Restated Certificate of Incorporation, and the Rainwire Partners, Inc. 2000 Stock Option Plan. Under Delaware law, the amendments to Rainwire's certificate of incorporation and Stock Option Plan must be approved by a majority of Rainwire's Shareholders.

As a Proxy Statement/ Prospectus, this document is being provided to Oasis's shareholders by Oasis because Oasis's Board of Directors is soliciting the Oasis's shareholders approval for the Share Exchange Agreement, and by Rainwire because Rainwire is offering Oasis shareholders shares of Rainwire common stock in exchange for their shares of Oasis common stock if the Share Exchange is completed.

Q: WHAT DO I NEED TO DO NOW?

A: *Rainwire Partners, Inc.*

Shareholders of Rainwire do not need to do anything at this time. The board of directors and a majority of the shareholders of Rainwire have already approved the Share Exchange. However, Rainwire's shareholders are urged to carefully read and consider the information contained in this Information Statement/ Proxy Statement/ Prospectus.

Oasis Group, Inc.

After carefully reading and considering the information contained in this Information Statement/ Proxy Statement/ Prospectus, indicate on your proxy card how you want to vote and sign and mail it in the enclosed return envelope as soon as possible so that your shares will be represented at the shareholders meeting.

The special meeting will be at [] on [] at [] local time. If you are a holder of record, you may attend the special meeting and vote your shares in person rather than signing and mailing your proxy.

Q: WHAT IF I DO NOT VOTE?

A: Pursuant to Section 14-2-1103 of the Georgia Business Corporation Code shareholders of Oasis must approve the Share Exchange by a majority of shares entitled to vote. Accordingly, a failure to respond or an abstention will have the same effect as a vote AGAINST adoption of the Share Exchange Agreement. If you return your proxy signed but do not indicate how you want to vote, your proxy will be counted as a vote FOR the Share Exchange.

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Q: CAN OASIS SHAREHOLDERS CHANGE THEIR VOTE AFTER THEY HAVE MAILED THEIR PROXY?

A: Yes. You can change your vote by sending in a later-dated, signed proxy card before the shareholders meeting of Oasis, or by attending the meeting in person and voting differently. You can also revoke any proxy before the shareholders meeting by sending a written notice to Oasis.

Q: WHY ARE RAINWIRE S SHAREHOLDERS BEING PROVIDED WITH THIS INFORMATION STATEMENT?

A: The Securities and Exchange Commission and federal securities laws require that Rainwire provide its holders of voting securities with notice of corporate action undertaken by written consent if proxies were not solicited. We are providing you with this Information Statement because the Amendments to the Certificate of Incorporation and Share Exchange Agreement were approved by the written consent of the holders of a majority of Rainwire s stock and proxies were not required to be solicited.

Q: WHAT RIGHTS DO I HAVE IF I OPPOSE THE SHARE EXCHANGE?

A: Both Rainwire and Oasis shareholders may dissent and seek an appraisal of the fair market value of their shares, but only if they comply with all Delaware or Georgia laws and procedures, as appropriate. For more information, see Outstanding Stock and Appraisal Rights and Exhibit B: Appraisal Rights Statute.

Q: WHEN DO YOU EXPECT THE SHARE EXCHANGE TO BE COMPLETED?

A: If all conditions to closing have been satisfied, the parties will close the Share Exchange as soon as possible, but not before the greater of 20 days after this Information Statement/ Proxy Statement/ Prospectus is mailed to the Rainwire shareholders and the approval of greater than 50% of the Oasis shareholders is received.

Q: WHERE SHOULD I SEND MY STOCK CERTIFICATE?

A: Oasis shareholders should not send in their stock certificates with their proxy. You must keep your stock certificate until after the Share Exchange has been approved, at which time you will receive a letter of transmittal describing how you may exchange your Oasis stock certificate for certificates representing shares of Rainwire common stock. At that time, you will have to submit your Oasis stock certificates to the exchange agent with your completed letter of transmittal. Rainwire stockholders do not need to do anything with their stock certificates.

Q: ARE THEIR RISKS I SHOULD CONSIDER IN DECIDING WHETHER TO VOTE FOR THE SHARE EXCHANGE?

A: Yes. The section entitled Risk Factors beginning on page [] of this Information Statement/ Proxy Statement/ Prospectus describes a number of risks that you should consider in connection with the Share Exchange.

Q: WHAT IS THE REVERSE SPLIT?

A: In connection with the Share Exchange, on December 19, 2001, Rainwire s Board of Directors approved an amendment to the Company s Amended and Restated Certificate of Incorporation to effect a one-for-twenty reverse stock split of the Company s issued outstanding Common Stock (the Reverse Split). The amendment was approved in a written consent executed by the holders of more than a majority of the outstanding shares of Common Stock. Pursuant to the Reverse Split, each of the twenty shares of Rainwire s Common issued and outstanding will be reclassified as, and exchanged for, one share of newly issued Common Stock.

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Q: WHY DID RAINWIRE INCREASE ITS AUTHORIZED SHARES OF COMMON STOCK?

A: The Rainwire Board of Directors considered many factors in deciding to increase Rainwire's authorized shares of Common Stock, including to effect the Share Exchange. See The Acquisition of Oasis Group, Inc. Reasons for the Approval of the Rainwire Board.

Q: WHY IS RAINWIRE PROPOSING APPROVAL OF THE RAINWIRE 2000 STOCK OPTION PLAN?

A: Rainwire's Board of Directors believes that the grant of equity-based awards such as stock options is a highly effective way to align the interests of employees, directors and consultants of Rainwire with those of stockholders and provides a cost-effective means of encouraging their contributions to the success of Rainwire.

Q: WHOM SHOULD I CALL WITH ANY QUESTIONS:

A: If you have more questions about the Share Exchange, or you need additional copies of this Information Statement/ Proxy Statement/ Prospectus or the enclosed proxy card, please contact:

Rainwire Partners, Inc.
8215 Roswell Road
Suite 925

and

Oasis Group, Inc.
8215 Roswell Road
Suite 925

Atlanta, Georgia 30350
Attention: Lyne Marchessault
Phone Number (770) 522-8181

Atlanta, Georgia 30350
Attention: Ronald A. Potts
Phone Number: (770) 522-8181

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SUMMARY

This summary highlights very important information in this Information Statement/ Proxy Statement/ Prospectus and may not contain all of the information that is important to you. Even though we have highlighted what we believe is the most important information, you should carefully read the entire Information Statement/ Proxy Statement/ Prospectus for a more complete understanding of the Share Exchange and related transactions, including the annexes and other documents to which we have referred you. You should also review the additional information about Rainwire on file with the Securities and Exchange Commission referred to in "Where You Can Find More Information", which begins on page [] of this Information Statement/ Proxy Statement/ Prospectus.

The Share Exchange

The acquisition of Oasis will be effected as a stock exchange whereby the shareholders of Oasis will receive shares of Rainwire and Oasis will become a wholly-owned subsidiary of Rainwire. The shareholders of Oasis will hold approximately 94.25% of the outstanding shares of the Company and the current shareholders of Rainwire will retain approximately 5.75% ownership on a fully-diluted basis. **The Share Exchange Agreement is attached as Annex A to this Information Statement/ Proxy Statement/ Prospectus. We encourage you to read the Share Exchange Agreement. It is the principal document governing the Share Exchange.** See "The Acquisition of Oasis Group, Inc." and "Annex A: Plan and Agreement to Exchange Stock."

The Companies

Rainwire Partners, Inc. is a Delaware corporation with its principal offices located at 8215 Roswell Road, Suite 925, Atlanta, Georgia 30350. Rainwire was incorporated on May 10, 1991, and as of December 31, 2000, it had adopted a plan to discontinue its operations and liquidate its assets. See "Background Information on Rainwire Partners, Inc."

Oasis Group, Inc. is a privately-held Georgia corporation with its principal offices located at 8215 Roswell Road, Suite 925, Atlanta, Georgia 30350. Oasis is currently in the development stage of its business and has entered into, and intends to continue to enter into various agreements to implement its business plan. Oasis' business plan consists of straightforward real estate golf resort and residential communities development, commercial and residential land acquisition for development, acquisition of commercial property, acquisition of developable land holdings for use or future sale, acquisition of existing resort and golf club communities and acquisition of a mortgage operation to compliment the residential development sales with added services. See "Background Information on Oasis Group, Inc."

Certain Consequences of the Share Exchange

Change in Corporate Offices

In August 2001, the corporate offices of Rainwire were transferred to Oasis' corporate offices. Until the closing of the Share Exchange, Oasis has agreed to allow Rainwire to use Oasis' offices on a rent free basis, although the parties have not entered into a formal agreement. Upon completion of the Share Exchange, Rainwire and Oasis will share their corporate office space.

Change in Senior Management

Upon completion of the Share Exchange, Lyne Marchessault will resign as President of Rainwire, and Ronald A. Potts will be appointed President and Chief Executive Officer of Rainwire. Following the Share Exchange, Rainwire's corporate officers will consist of Ronald A. Potts, President and Chief Executive Officer, Peggy A. Evans, Chief Financial Officer and Secretary.

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Change in Board of Directors

Upon completion of the Share Exchange, Ronald A. Potts will be appointed to the Board of Directors of Rainwire. Following the Share Exchange, Rainwire's Board of Directors will consist of Lyne Marchessault, Michael McLaughlin, John Hill and Ronald A. Potts.

Change in Business Operations

Upon completion of the Share Exchange, Rainwire's operations will consist of those operations of Oasis. Oasis is a development stage company that's business plan includes acquiring, owning, developing and selling parcels of undeveloped property and a residential mortgage operation. See Background Information on Oasis Group, Inc. Description of Business.

Dilution of Current Rainwire Shareholders

In connection with the Share Exchange, Rainwire will assign, transfer and deliver to the Oasis shareholders 16,289,141 shares of Rainwire common stock, representing approximately 94.25% ownership of Rainwire on a fully-diluted basis. After issuance of the Rainwire common stock to the shareholders of Oasis, and the one-for-twenty reverse split of Rainwire's common stock, current Rainwire shareholders will hold as a group, approximately 5.75% of the fully-diluted Rainwire common stock.

Stock Ownership of Officers and Directors

Rainwire's current officers and directors will beneficially own approximately 61.4% of the Rainwire common stock prior to the Share Exchange and 10.9% of the Oasis common stock prior to the Share Exchange. Rainwire's current officers and directors will beneficially own approximately 13.5% of the combined company's common stock after the Share Exchange.

Oasis' current officers and directors will beneficially own approximately 1.5% of the Rainwire common stock prior to the Share Exchange and approximately 23.5% of the Oasis common stock prior to the Share Exchange. Oasis' current officers and directors will beneficially own approximately 21.5% of the combined company's common stock after the Share Exchange.

Reasons for the Approval of the Share Exchange Agreement by the Rainwire Board

On December 19, 2001, the Rainwire Board of Directors, unanimously approved the Share Exchange Agreement and determined that the acquisition of Oasis, and the transactions contemplated thereby are in the best interests of Rainwire and its shareholders.

In reaching its decision to approve the Share Exchange Agreement, as well as the reverse stock split and authorized share increase, the Rainwire Board of Directors considered a number of factors. See The Acquisition of Oasis Reasons for the Approval of the Rainwire Board.

Written Consent

Under Section 228 of the Delaware General Corporation Law the above actions can be authorized, provided shareholders holding at least a majority of the outstanding shares of Rainwire entitled to vote on the matter at the Record Date give their written consent thereto. On December 20, 2001, the majority of the shareholders approved the Share Exchange Agreement and the other actions. Accordingly, a vote of the remaining stockholders of Rainwire is not necessary to complete the Share Exchange or other actions.

Reasons for the Approval of the Share Exchange by Oasis Board

On December 19, 2001, the Oasis Board of Directors unanimously approved the Share Exchange Agreement and determined that Rainwire's acquisition of Oasis was in the best interest of Oasis and its shareholders.

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In reaching its decision to approve the Share Exchange, the Oasis Board of Directors considered a number of factors. See [The Acquisition of Oasis](#) [Reasons for the Approval of the Oasis Board](#).

Oasis Shareholder Vote

If you are an Oasis shareholder, you may vote at the special meeting if you owned shares of Oasis common stock at the close of business on [\[redacted\]](#), 2002. As of the close of business on that day, [\[redacted\]](#) shares of Oasis common stock were outstanding.

Approval and adoption of the Share Exchange Agreement, the Share Exchange and the other transactions contemplated by the Share Exchange Agreement, and approval of the proposal regarding further solicitation of proxies upon adjournment or postponement of the special meeting requires the affirmative vote of the holders of at least a majority of the outstanding shares of Oasis common stock.

Voting by Directors and Executive Officers

On December 19, 2001, directors and executive officers of Rainwire and their affiliates were entitled to vote approximately 2,231,461 shares of Rainwire common stock, or approximately 22.5% of the shares of Rainwire common stock outstanding on that date. In addition, directors and executive officers of Rainwire were entitled to vote 500,000 shares of Series D Convertible Preferred Stock, which are entitled to a total of 5,000,000 votes, or 10 votes per share. Accordingly, on December 19, 2001, directors and executive officers of Rainwire and their affiliates were entitled to 7,231,461 out of a total of 14,909,886 votes, or 48.5% of the total voting power.

On December 19, 2001, directors and executive officers of Oasis and their affiliates were entitled to vote approximately 11,200,000 shares of Oasis common stock, or approximately 28.5% of the shares of Oasis common stock outstanding on that date.

Conflicts of Interest

The interests of certain members of the Board and Management of Rainwire and Oasis could be different than those of other Rainwire and Oasis shareholders. For example, three of the directors were members of both boards during a period of time when the companies were conducting their due diligence and prior to the negotiation of the Amended and Restated Share Exchange Agreement, and certain officers and directors of Rainwire and Oasis own stock in the other company. See [Risk Factors](#) [Various conflicts of interest existed during the negotiation of the Share Exchange Agreement](#).

In addition, certain officers and directors of Rainwire have entered into transactions with Rainwire, including the issuance of common stock in exchange for the satisfaction of \$60,000 of debt owed to the officers and/or directors and the issuance of preferred stock to such officers and directors. In addition, certain officers and directors of Oasis and have entered into transactions with Oasis, including the issuance of preferred stock in exchange for the assignment of Real Estate Sale and Purchase Agreements. Moreover, as of December 31, 2001 Oasis had advanced approximately \$115,000 to Rainwire. See [The Acquisition of Rainwire Partners, Inc.](#) [Conflicts of Interest](#) and [The Acquisition of Oasis Group, Inc.](#) [Conflicts of Interest](#).

Closing and Conditions of the Share Exchange

The acquisition of Oasis shall become effective at such time as the Conditions Precedent for closing the Share Exchange Agreement have been either satisfied or waived, and the required Shareholder consents and notifications are completed. See [Annex A: Plan and Agreement to Exchange Stock](#).

Termination of the Share Exchange Agreement

The Share Exchange Agreement may be terminated by either Rainwire or Oasis prior to the closing under certain circumstances. See [Annex A: Plan and Agreement to Exchange Stock](#).

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The Share Exchange Consideration

On the date that the Boards of Directors of Rainwire and Oasis approved the Amended and Restated Share Exchange Agreement, December 19, 2001, Rainwire had 19,909,886 shares of common stock outstanding, on a fully-diluted basis, and the most recent closing price for Rainwire's common stock was \$0.05 per share. Accordingly, the Boards of Directors of Oasis and Rainwire agreed upon a valuation of Rainwire of approximately \$995,500. Oasis had a total of 40,722,853 shares of its common stock issued and outstanding or reserved for issuance pursuant to agreements that Oasis had entered into, and the Boards of Directors of Rainwire and Oasis had agreed upon a valuation of Oasis, based on the value of real property and businesses that Oasis had agreements to acquire, of approximately \$16,000,000. In order to maintain the respective valuations, but reduce the total number of shares outstanding after the Share Exchange, the Boards of Directors of Rainwire and Oasis agreed to a twenty-to-one reverse split of Rainwire's common stock and an exchange ratio of 2.5 shares of Rainwire for every share of Oasis.

Accordingly, pursuant to the Amended and Restated Share Exchange Agreement, the Oasis shareholders will receive 16,289,141 shares of Rainwire Common Stock constituting approximately 94.25% of the post acquisition fully-diluted shares of Rainwire Common Stock, and will dilute the current shareholders of Rainwire Common Stock to approximately 5.75% fully-diluted ownership post-exchange.

Based on the closing prices of Rainwire common stock on December 18, 2001, the day before the Amended and Restated Share Exchange Agreement was executed, and _____, 2002, the date of this Information Statement/ Proxy Statement/ Prospectus, which were \$0.05 and \$ _____, respectively, and the reverse split of 20 to 1 for the Rainwire common stock and exchange ratio of one share of Rainwire for every 2.5 shares of Oasis, Oasis shareholders will receive a number of shares of Rainwire common stock with a per share value of \$0.40 or \$ _____, respectively, and a total transaction value of \$ _____ and \$ _____, respectively. As of March 31, 2002, Oasis had \$297,277 in assets and \$595,024 in liabilities.

Federal Income Tax Consequences

The acquisition of Oasis and the included transactions contemplated in connection therewith have been structured with the intent that they be tax-free to Rainwire, Oasis and holders of Oasis stock for federal income tax purposes. See *The Acquisition of Oasis Group, Inc. Federal Income Tax Consequences*.

In addition, the receipt of one share of common stock for every twenty share of common stock held prior to the reverse split as a result of the reverse split by Rainwire's shareholders should not result in any taxable gain or loss to stockholders for federal income tax purposes.

The federal income tax discussion set forth above is included for general information and may not apply to particular categories of holders of Oasis stock or options subject to special treatment under the federal income tax laws, such as foreign holders and holders whose stock or options were acquired pursuant to the exercise of an employee stock option or otherwise as compensation. In addition, there may be relevant foreign, state, local or other tax consequences, which are not described above. The Oasis shareholders are urged to consult their tax advisors to determine the specific tax consequences of the Share Exchange, including the applicability and effect of foreign, state, local and other tax laws.

Accounting Treatment

The transaction will be accounted for as a reverse acquisition of the fair market value of Rainwire's stock by Oasis in accordance with generally accepted accounting principles. See *The Acquisition of Oasis Accounting Treatment*.

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Disposition of Current Operations

Due to the poor financial performance experienced from operations, on December 31, 2000, Rainwire's management adopted a plan to discontinue its operations and liquidate its assets. See Background Information on Rainwire Partners, Inc. Disposition of Current Operations.

Dissenter's Rights

Under Delaware law, Rainwire shareholders have the right to seek an appraisal of the fair market value of their shares in connection with the Share Exchange and other actions. See Outstanding Stock and Appraisal Rights and Annex B: Appraisal Rights Statutes.

Under Georgia law, Oasis shareholders have the right to seek an appraisal of the fair market value of their shares in connection with the Share Exchange. See Outstanding Stock and Appraisal Rights and Annex B: Appraisal Rights Statutes.

Market for Rainwire Common Stock

On April 14, 2001, our common stock was delisted from the OTC Bulletin Board and until January, 2002, our common stock was traded on the pink sheets. Beginning on January 21, 2002, our common stock was relisted on the OTC Bulletin Board under the symbol RNWR.

Upon completion of the Share Exchange, and the name change of Rainwire to Oasis Group, Inc., Rainwire expects to obtain a new symbol for trading on the OTC Bulletin Board.

The Amendments to Rainwire's Certificate of Incorporation

On December 19, 2001, Rainwire's Board of Directors approved an amendment to Rainwire's Amended and Restated Certificate of Incorporation to effect a one-for-twenty reverse stock split (the Reverse Split) of Rainwire's then issued and outstanding Common Stock (the Prior Common), to change the name of Rainwire from Rainwire Partners, Inc. to Oasis Group, Inc. (the Name Change), and to increase the authorized shares of Common Stock of the Company to One Hundred Million (100,000,000) (the Authorized Share Increase).

An amendment to Rainwire's Amended and Restated Certificate of Incorporation reflecting the foregoing was filed with the Secretary of the State of Delaware on , 2002.

Rainwire Partners, Inc. 2000 Stock Option Plan

The purpose of the Rainwire Partners, Inc. 2000 Stock Option Plan is to promote the long term success of Rainwire and the creation of stockholder value. The plan will reserve for issuance of stock incentives to employees, directors and consultants of Rainwire 1,050,000 shares of Rainwire common stock. All employees, directors and consultants of Rainwire and its subsidiaries will be eligible to participate in the plan. The plan provides for the grant of incentive and nonstatutory stock options.

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RISK FACTORS