

QUEPASA CORP  
Form DEFA14A  
April 14, 2011

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No.)

Filed by Registrant

Filed by Party other than 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

QUEPASA CORPORATION  
(Name of Registrant as Specified In Its Charter)

(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.  
(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):  
\$\_\_\_\_\_ per share as determined under Rule 0-11 under the Exchange Act.

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Edgar Filing: QUEPASA CORP - Form DEFA14A

- o Fee paid previously with preliminary materials.
  - o 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:
-

April 13, 2011

Dear Stockholders:

Since relaunching the Quepasa brand as a social network in 2008, we have experienced tremendous user growth across Latin America. In 2010 alone our userbase grew by 255% to a total of more than 27.2 million registered users, from 7.6 million at year end 2009. Brazil and Mexico were the largest contributors to this growth, accounting for 24% and 14% of our new users, respectively. We are focused on continuing our rapid user growth, while deepening our users' engagement with the site by offering users compelling features and content centered on the following themes:

1. Social Discovery – Our user experience is designed to facilitate the discovery of new people and content, in lieu of focusing exclusively on users' "real world" friend networks.
2. Social Gaming – Our Open Social API brings culturally relevant social gaming titles to the Quepasa audience by way of third party game developers. In addition, we acquired a Brazilian social games developer, TechFront in Q1, 2011, through which we will publish culturally relevant social games to Quepasa and other audience networks, such as Orkut and Facebook.
3. Contests – Our proprietary Distributed Social Media technology is a social media advertising solution that gives the Quepasa audience an opportunity to compete for prizes in engaging, viral contests sponsored by brands targeting Latino audiences.

By building an experience around these core themes, we believe we will not only create a clear and differentiated value proposition for existing and potential users, but also successfully monetize those users.

Sincerely,

/s/ John Abbott

John Abbott  
Chairman and Chief Executive Officer