

GNC HOLDINGS, INC.  
Form DEFA14A  
May 10, 2018

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

**SCHEDULE 14A**  
**(Rule 14a-101)**

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

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 Material Pursuant to §240.14a-12

**GNC HOLDINGS, INC.**

**(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):
  
- (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:

**EXPLANATORY NOTE**

On May 9, 2018, GNC Holdings, Inc. (the Company ) further adjourned its Special Meeting of Stockholders (originally convened on April 25, 2018 and then reconvened on May 9, 2018) until 10:00 A.M., Eastern Time, on May 17, 2018 (the Special Meeting ) to allow stockholders more time to vote. Beginning on or about May 10, 2018, the Company mailed a reminder letter to certain of the Company s stockholders regarding the Special Meeting. The full text of the letter is copied below.

**Please Contact MacKenzie Partners Today To Vote Your GNC Shares!**

**Every Vote Counts!**

May 10, 2018

Dear GNC Stockholder:

On May 9, 2018, GNC Holdings, Inc. (the Company or GNC ) adjourned its Special Meeting of Stockholders until 10:00 A.M., Eastern Time, on May 17, 2018 ( Special Meeting ) to enable the Company to obtain the necessary additional votes to approve the important proposal.

At the time we adjourned, over 93% of the proxies received authorized a vote **in favor** of the issuance of convertible preferred shares to Harbin Pharmaceutical Group Holdings Co., Ltd ( Hayao ) in connection with Hayao s \$300 million strategic investment in the Company. Since holders of only approximately 45% of the outstanding shares of the Company s common stock submitted proxies to vote, the necessary quorum of a majority of the outstanding shares was not reached. **We simply need more stockholders to exercise their right to vote.**

We urge you to please vote your GNC shares today. **You may do so by contacting MacKenzie Partners toll-free at 1-800-322-2885.** MacKenzie Partners has been engaged by GNC to assist in gathering the votes for the Special Meeting.

No matter how many shares you hold your vote is very important. MacKenzie Partners can take your vote via telephone or email. To vote via phone please call **800-322-2885** (Toll-Free in the US) or **212-929-5500** (Call Collect). You may also contact MacKenzie Partners with your voting instructions via email at **jjjaegers@mackenziepartners.com**.

Here is a sample email.

To: [jjjaegers@mackenziepartners.com](mailto:jjjaegers@mackenziepartners.com)

Cc: [jcarr@mackenziepartners.com](mailto:jcarr@mackenziepartners.com)

Dear Mr. Jaegers

Please let this email serve as my authorization to vote my shares of GNC Holdings, Inc. common stock as follows:

1. FOR the approval, in accordance with Section 312.03 of the NYSE Listed Company Manual, of the issuance by GNC Holdings, Inc. (the Company ) to Harbin Pharmaceutical Group Holdings Co., Ltd ( Hayao ) in a private placement of 299,950 shares of a newly created series of convertible preferred stock (the Convertible Preferred Stock ) of the Company, which will include the right to (i) at the option of Hayao, convert such Convertible Preferred Stock into shares of the Company s Class A common stock, par value \$0.001 per share, and (ii) receive additional shares of Convertible Preferred Stock or an increase in the stated value of the Convertible Preferred Stock as a result of the payment of non-cash dividends.

The shares are registered in the name of \_\_\_\_\_

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Please contact MacKenzie Partners today so they may assist in processing your vote this will only take a few minutes of your time, but will help save GNC the cost of additional mailings and adjournments.

Sincerely,

Kenneth A. Martindale

Chief Executive Officer

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**Additional Information About the Equity Issuance and Where to Find It**

In connection with the proposed equity issuance, on March 26, 2018, GNC filed with the Securities and Exchange Commission (the SEC) and sent to its stockholders a definitive proxy statement. INVESTORS OF GNC ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER RELEVANT MATERIALS CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT GNC, HAYAO AND THE PROPOSED EQUITY ISSUANCE. Investors may obtain a free copy of these materials and other documents filed by GNC with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov), at GNC's website at [www.gnc.com](http://www.gnc.com) or by sending a written request to GNC at GNC Holdings, Inc., 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222, Attention: Secretary.

**Forward-Looking Statements**

This document contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the Company's financial condition, results of operations and business that is not historical information. Forward-looking statements can be identified by the use of terminology such as subject to, believes, anticipates, plans, expects, intends, estimates, projects, may, will, should, can, the ne variations thereon and similar expressions, or by discussions regarding dividend, share repurchase plan, strategy and outlook. While GNC believes there is a reasonable basis for its expectations and beliefs, they are inherently uncertain. The Company may not realize its expectations and its beliefs may not prove correct. Many factors could affect future performance and cause actual results to differ materially from those matters expressed in or implied by forward-looking statements, including but not limited to (1) GNC may be unable to obtain stockholder approval as required for the equity issuance; (2) conditions to the closing of the transaction may not be satisfied and required regulatory approvals may not be obtained; (3) the transaction may involve unexpected costs, liabilities or delays; (4) the business of GNC may suffer as a result of uncertainty surrounding the transaction; (5) the outcome of any legal proceedings related to the transaction; (6) GNC may be adversely affected by other economic, business, legislative, regulatory and/or competitive factors; (7) the occurrence of any event, change or other circumstances that could give rise to the termination of the securities purchase agreement; or (8) other risks to consummation of the transaction, including the risk that the transaction will not be consummated within the expected time period or at all. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. Actual results could differ materially from those described or implied by such forward-looking statements. For a listing of factors that may materially affect such forward-looking statements, please refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

This document will not constitute an offer to sell or the solicitation of an offer to buy any securities, nor will there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

**Participants in Solicitation**

The Company and its directors, executive officers and certain other members of management and employees may be deemed to be participants in soliciting proxies from its stockholders in connection with the proposed equity issuance. Information regarding the persons who may, under the rules of the SEC, be considered to be participants in the solicitation of the Company's stockholders in connection with the proposed equity issuance is set forth in the Company's definitive proxy statement for its special stockholder meeting. Additional information regarding these individuals and any direct or indirect interests they may have in the proposed equity issuance are set forth in the definitive proxy statement filed on March 26, 2018 with the SEC in connection with the proposed equity issuance.