

GNC HOLDINGS, INC.
Form DEFA14A
April 26, 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 April 25, 2018, GNC Holdings, Inc. (the Company) adjourned its Special Meeting of Stockholders until 10:00 A.M., Eastern Time, on May 9, 2018 (the Special Meeting) to allow stockholders more time to vote. In connection with the adjournment, beginning on or about April 26, 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. Also in connection with the adjournment, the Company engaged MacKenzie Partners, Inc. to assist in the solicitation of proxies for a customary fee, plus additional amounts, which will vary depending upon the extent of services actually performed, plus reimbursement for reasonable out-of-pocket expenses.

April 26, 2018

Dear Stockholder,

I am writing with some important information regarding your investment in GNC Holdings, Inc. ("GNC").

WE NEED YOUR VOTE BEFORE THE SPECIAL MEETING OF STOCKHOLDERS ON MAY 9

What is Happening?

On April 25, 2018, GNC adjourned its Special Meeting of Stockholders until 10:00 A.M., Eastern Time, on May 9, 2018 ("Special Meeting") to allow stockholders more time to vote and enable the Company to obtain the necessary additional votes to approve the important proposal.

At the time we adjourned, over 92% of the proxies received authorized a vote **in favor** of the issuance of convertible preferred shares to Harbin Pharmaceutical Group Holdings Co., Ltd ("Hayao") (the "Share Issuance Proposal") in connection with Hayao's \$300 million strategic investment in the Company.

Since holders of only approximately 36% 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.

What Should GNC Stockholders Do?

GNC encourages all stockholders to vote their shares as soon as possible, but by no later than 11:59 p.m., Eastern Time, on Tuesday, May 8, 2018.

We cannot complete this important transaction without your vote. Hayao's investment is a critical step in our efforts to optimize our capital structure and position GNC to drive growth, improve financial performance and enhance long-term shareholder value.

The GNC board encourages stockholders to vote **FOR** the Share Issuance Proposal.

Based on the votes received so far, we have strong support for the transaction. In addition, leading proxy advisory firms, Institutional Shareholder Services Inc. and Glass, Lewis & Co., recommend shareholders vote **FOR** the Share Issuance Proposal.

If you have not voted, or have misplaced your proxy materials or are uncertain if you have voted all the shares you are entitled to vote, please see "How You Can Vote," below. Every single vote counts.

The GNC board encourages stockholders to vote **FOR** the Share Issuance Proposal using the enclosed duplicate proxy card. As stated on the enclosed proxy card shareholders can vote via phone or internet up until 11:59 p.m., Eastern Time, on May 8, 2018.

Questions?

If you are an institutional investor, bank or broker and have any questions or need assistance voting your shares, please contact MacKenzie Partners, Inc., one of our proxy solicitors, by calling toll-free at (800) 322-2885 or emailing at proxy@mackenziepartners.com. All other investors, if you have any questions or need assistance voting your shares, please contact Georgeson LLC, one of our proxy solicitors, by calling toll-free at (888) 607-9107.

Very truly yours,

Kenneth A. Martindale

Chief Executive Officer

How You Can Vote

Stockholders of Record

You may vote by proxy in any of the following three ways:

1. **Internet.** Go to www.proxyvote.com to use the Internet to transmit your voting instructions. Have your proxy card in hand when you access the website. The new deadline for voting online is 11:59 pm EST on Tuesday, May 8, 2018.
2. **Phone.** Call 1-800-690-6903 using any touch-tone telephone to transmit your voting instructions. Have your proxy card in hand when you call.
3. **Mail.** Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided, or return it in your own envelope to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

Voting by any of these methods will not affect your right to attend the Special Meeting and vote in person. However, for those who will not be voting in person at the Special Meeting, your final voting instructions must be received by no later than 11:59 p.m., Eastern Time, on May 8, 2018.

All stockholders of record as of the March 23, 2018 record date (the **Record Date**) may attend the Special Meeting and vote in person. Stockholders will need to present proof of ownership of the Company's common stock as of the Record Date, such as a bank or brokerage account statement, and a form of personal identification to be admitted to the Special Meeting. No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the Special Meeting.

Beneficial Owners

Most of our stockholders hold their shares through a broker, bank or other nominee, rather than directly in their own name. If you hold your shares in one of these ways, you are considered the beneficial owner of shares held in street name, and the proxy materials were forwarded to you by your broker, bank or nominee, who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or nominee on how to vote. Your broker, bank or nominee enclosed a voting instruction form for you to use in directing the broker, bank or nominee on how to vote your shares. If you hold your shares through an NYSE member brokerage firm, that member brokerage firm does not have the discretion to vote shares it holds on your behalf without instructions from you with respect to the Share Issuance Proposal.

Questions?

If you are an institutional investor, bank or broker and have any questions or need assistance voting your shares, please contact MacKenzie Partners, Inc., one of our proxy solicitors, by calling toll-free at (800) 322-2885 or emailing at proxy@mackenziepartners.com. All other investors, if you have any questions or need assistance voting your shares, please contact Georgeson LLC, one of our proxy solicitors, by calling toll-free at (888) 607-9107.

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 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, at GNC's website at 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 release 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.