

GNC HOLDINGS, INC.  
Form DEFA14A  
May 02, 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:
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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.

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- (4) Date Filed:

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## GNC ENCOURAGES STOCKHOLDERS TO VOTE IN CONNECTION WITH HAYAO INVESTMENT

*Shareholders Are Encouraged to Vote as Soon as Possible, but*

*No Later Than 11:59 P.M. ET on Tuesday, May 8, 2018*

PITTSBURGH, May 2, 2018 GNC Holdings Inc. (NYSE: GNC) (the Company ) today reminded stockholders to vote in advance of the Special Meeting of Stockholders scheduled to reconvene on Wednesday, May 9, 2018 (the Special Meeting ).

**If you have any questions about how to vote, please contact MacKenzie Partners, Inc. at (800) 322-2885 or via email at [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com).**

### EVERY VOTE COUNTS

GNC encourages all stockholders who have not yet voted on the Company s proposal to issue convertible preferred shares to Harbin Pharmaceutical Group Holdings Co., Ltd. ( Hayao ) in connection with Hayao s \$300 million strategic investment in the Company (the Share Issuance Proposal ) to vote their shares **as soon as possible**, but no later than **11:59 p.m., Eastern Time, on Tuesday, May 8, 2018**.

A substantial majority (over 92%) of the proxies received as of the adjournment of the Special Meeting on April 25, 2018 authorized a vote **in favor** of the Share Issuance Proposal, but the necessary quorum of a majority of the outstanding shares of the Company s common stock was not established and every single vote counts. Approval of the Share Issuance Proposal requires the affirmative vote of a majority of the shares present (in person or by proxy) and entitled to vote at the Special Meeting.

Only stockholders of record on the record date of March 23, 2018 (the Record Date ), are entitled to and are being requested to vote. If a stockholder has previously submitted its proxy card and does not wish to change its vote, no further action is required by such stockholder. If a stockholder has not voted, or has misplaced its proxy materials or is uncertain if it has voted all the shares it is entitled to vote, please see How You Can Vote, below.

### How You Can Vote

#### *Stockholders of Record*

While the Company s stockholders as of the Record Date have four methods of voting, GNC does not believe that there is sufficient time for record holders to vote by mail at this time. The deadline for voting online is 11:59 pm EST on Tuesday, May 8, 2018. Thus, the Company encourages record holders to vote in one of the following ways:

**Internet.** Go to [www.proxyvote.com](http://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.

**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.

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 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 a stockholder holds its shares in one of these ways, it is considered the beneficial owner of shares held in street name, and the proxy materials were forwarded to it by its broker, bank or nominee, who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, such stockholder has the right to direct its broker, bank or nominee on how to vote. The stockholder's broker, bank or nominee enclosed a voting instruction form for it to use in directing the broker, bank or nominee on how to vote its shares. If a stockholder holds its shares through an NYSE member brokerage firm, that member brokerage firm does not have the discretion to vote shares it holds on the stockholder's behalf without instructions from the stockholder with respect to the Share Issuance Proposal.

The Board of Directors of the Company recommends that the Company's stockholders vote **FOR** the Share Issuance Proposal.

### **About Us**

GNC Holdings, Inc. (NYSE: GNC) Headquartered in Pittsburgh, PA is a leading global specialty health, wellness and performance retailer.

GNC connects customers to their best selves by offering a premium assortment of health, wellness and performance products, including protein, performance supplements, weight management supplements, vitamins, herbs and greens, wellness supplements, health and beauty, food and drink and other general merchandise. This assortment features proprietary GNC and nationally recognized third-party brands.

GNC's diversified, multi-channel business model generates revenue from product sales through company-owned retail stores, domestic and international franchise activities, third-party contract manufacturing, e-commerce and corporate partnerships. As of March 31, 2018, GNC had approximately 8,900 locations, of which approximately 6,700 retail locations are in the United States (including approximately 2,400 Rite Aid franchise store-within-a-store locations) and franchise operations in approximately 50 countries.

### **About Harbin Pharmaceutical Group Holding Co., Ltd.**

Harbin Pharmaceutical Group Holding Co., Ltd. Headquartered in Harbin City Heilongjiang Province, China is one of the leading pharma and VMS companies in China. Hayao has a broad portfolio of OTC (Over-The-Counter), Rx (prescription) and VMS products, and is also engaged in pharma distribution and retail pharmacy businesses. Hayao has many National renowned brands that have very high consumer awareness including San Jing, and command leading market share in the mineral supplements category.

Hayao has access to an extensive distribution and retailing network by directly operating more than 300 chain retail pharmacies and collaboration with around 800 drug and VMS distributors to build Nation-wide coverage.

### **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

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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 are 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.

Investors: Matt Milanovich, Senior Director Investor Relations, Strategy & Analysis, (412) 402-7260; or John Mills, Partner ICR, (646) 277-1254