

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

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

Remark Holdings

Remark Holdings, Inc.

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:

Remark Holdings

February 8, 2021

Dear Stockholder:

We are writing to remind you that the Remark Holdings, Inc. (“Remark,” “we,” “us,” or “our”) special meeting of stockholders (the “Special Meeting”), will be held on February 23, 2021 at 1 p.m. ET. The Special Meeting will be held in a virtual meeting format only, via audio webcast. You may attend, vote and submit questions during the Special Meeting via the Internet at www.meetingcenter.io/208877757.

The Special Meeting is being held to vote on a proposal to approve an amendment to our Amended and Restated Certificate of Incorporation which would increase the number of authorized shares of our common stock by 75,000,000, from the current 100,000,000 authorized shares to 175,000,000 authorized shares.

YOUR VOTE IS VERY IMPORTANT

If the Authorized Shares Amendment Proposal is not approved, our ability to raise required funding will be severely impacted, potentially resulting in adverse consequences for shareholder value, including taking steps that would allow us to initiate a potential forced sale of a part of our investment in Sharecare before such investment reaches its full value to shareholders.

We would like to clarify the following information to make your decision easier:

- The proposed amendment to our Amended and Restated Certificate of Incorporation would only increase our authorized shares of common stock by 75,000,000, as our Amended and Restated Certificate of Incorporation in its current form has already authorized 100,000,000 shares of common stock.
- We do not currently have any plans to issue a significant number of additional shares from the 75,000,000 that would be authorized if you vote YES regarding the proposed amendment.
- The additional 75,000,000 shares of common stock that would be authorized by the amendment to our Amended and Restated Certificate of Incorporation would allow us to meet our obligations to issue shares when holders of already-outstanding option contracts or warrants to purchase our common stock are exercised, thereby avoiding more costly remedies.

Regardless of whether you plan to attend the virtual Special Meeting, we ask that you promptly vote your shares. If you need assistance voting your shares, please call 1-866-695-6078 (toll-free) or E. Brian Harvey, Senior Vice President, Capital Markets and Investor Relations, at 702-947-0739.

Respectfully,

/s/ Kai-Shing Tao

Kai-Shing Tao
Chairman and Chief Executive Officer