

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

800 S. Commerce St.  
Las Vegas, Nevada 89106

## SUPPLEMENT TO THE NOTICE OF SPECIAL MEETING OF STOCKHOLDERS AND PROXY STATEMENT

Dear Stockholder:

The information contained in this supplement and the accompanying notice (the "Supplement") amends and supplements the Notice of Special Meeting of Stockholders and proxy statement filed with the Securities and Exchange Commission and mailed to stockholders on or about September 10, 2020 by Remark Holdings, Inc. ("Remark," "we," "us," or "our"), in connection with the solicitation of proxies by our board of directors (the "Board" or "Board of Directors") for our special meeting of stockholders (the "Special Meeting"), currently scheduled to be held on April 6, 2021 at 1:00 p.m. ET.

We intend to further adjourn our Special Meeting until May 27, 2021 at 1:00 p.m. ET to provide additional time for stockholders to cast their votes. The previous record date for determining stockholders entitled to vote at the Special Meeting was January 7, 2021. In connection with the reconvening of the Special Meeting on May 27, 2021, our Board has established the close of business on April 6, 2021 as the new record date for determining stockholders entitled to vote at the Special Meeting or any adjournments or postponements thereof. As of April 6, 2021, 99,916,941 shares of our common stock were issued and outstanding.

Other than as contained in this Supplement, there is no change to the proxy statement. The Special Meeting will still 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](http://www.meetingcenter.io/208877757). The proxy statement sets forth additional information regarding the Special Meeting and provides you with detailed information regarding the business to be considered at the Special Meeting. We encourage you to read the proxy statement carefully and in its entirety. The proxy statement and form of proxy card are available at [www.envisionreports.com/MARK](http://www.envisionreports.com/MARK).

If you have become a stockholder since January 7, 2021, please take a moment to vote your shares today. You can cast your vote by signing, dating and returning the enclosed proxy card or voting instruction card in the envelope provided, or via telephone or the Internet following the instructions on the enclosed proxy card or voting instruction card.

If you were a stockholder on January 7, 2020:

- **If you have previously voted your shares and do not wish to change your vote**, no action is necessary. Unless we receive instructions from you to the contrary, we will vote your shares according to your instructions on your previously submitted proxy card or voting instruction card or pursuant to your voting instructions previously submitted via telephone or the Internet.
- **If you have previously voted your shares and wish to change your vote or apply your previously submitted vote instructions to shares acquired since the original record date**, you may do so by following the instructions on the enclosed proxy card or voting instruction card. You can cast your vote by signing, dating and returning the enclosed proxy card or voting instruction card in the envelope provided, or via telephone or the Internet following the instructions on the enclosed proxy card or voting instruction card.
- **If you did not previously vote your shares**, please take a moment to vote your shares today. You can cast your vote by signing, dating and returning the enclosed proxy card or voting instruction card in the envelope provided, or via telephone or the Internet following the instructions on the enclosed proxy card or voting instruction card.

**YOUR VOTE IS VERY IMPORTANT.** 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.

# Remark Holdings

800 S. Commerce St.  
Las Vegas, Nevada 89106

## NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

April 6, 2021

Dear Stockholder:

We cordially invite you to the Remark Holdings, Inc. ("Remark," "we," "us," or "our") special meeting of stockholders (the "Special Meeting"), which will be held on May 27, 2021 at 1 p.m. ET. Due to the public health impact of COVID-19, we will be holding our Special Meeting 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](http://www.meetingcenter.io/208877757). We have designed the format of the Special Meeting to ensure that you are afforded the same rights and opportunities to participate as you would at an in-person meeting, using online tools to ensure your access and participation.

We have scheduled the Special Meeting to:

1. approve an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of our common stock to 175,000,000; and
2. transact such other business as may properly come before the Special Meeting or any adjournment or postponement thereof.

The accompanying proxy statement sets forth additional information regarding the Special Meeting and provides you with detailed information regarding the business to be considered at the Special Meeting. We encourage you to read the proxy statement carefully and in its entirety.

The previous record date for the Special Meeting was January 7, 2021. Our Board has established the close of business on April 6, 2021 as the new record date for determining stockholders entitled to vote at the Special Meeting or any adjournments or postponements thereof.

For a period of at least ten (10) days prior to the virtual Special Meeting, a complete list of stockholders entitled to vote at the meeting will be available and open to the examination of any stockholder for any purpose germane to the virtual Special Meeting during normal business hours at our principal executive offices located at 800 S. Commerce St. Las Vegas, Nevada 89106. If our principal executive offices are closed at that time due to COVID-19, please email [ir@remarkholdings.com](mailto:ir@remarkholdings.com) to make alternate arrangements to examine the stockholder list.

**YOUR VOTE IS VERY IMPORTANT.** Regardless of whether you plan to attend the virtual Special Meeting, we ask that you promptly sign, date and return the enclosed proxy card or voting instruction card in the envelope provided, or cast your vote via telephone or the Internet following the instructions on the enclosed proxy card or voting instruction card.

Sincerely,



Kai-Shing Tao  
Chairman and Chief Executive Officer