

SCHEDULE 14A INFORMATION
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

Health & Nutrition Systems International, 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:

Press Release



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HEALTH & NUTRITION SYSTEMS INTERNATIONAL, INC. ANNOUNCES RESCHEDULING OF ANNUAL SHAREHOLDERS' MEETING

FOR IMMEDIATE RELEASE:

West Palm Beach, FL, January 8, 2004 - Health & Nutrition Systems, Inc. announced today that it is rescheduling its Annual Shareholders' meeting initially scheduled for January 28, 2004 at which it will seek shareholder approval of, among other actions, the previously announced pending sale of its main business, the marketing of dietary supplements, as it is awaiting approval from the SEC to file a definitive proxy statement. The Company filed a preliminary proxy statement with the SEC on December 22, 2003. The Company will announce the new date of the meeting upon commencement of mailing of the definitive proxy statement and other documents pertaining to the meeting.

Stockholders are urged to read the definitive proxy statement when it becomes available because it will contain important information. Investors and stockholders may obtain a copy of the definitive proxy statement when it becomes available and any other relevant documents filed by the Company with the SEC without charge from the SEC's website at www.sec.gov, or by directing a request to Health & Nutrition Systems International, Inc. Investor Relations, (561) 863-8446.

The Company and its directors and executive officers as well as Georgeson Shareholder may be deemed participants in the solicitation of proxies of stockholders in connection with the proposed actions. The identity of such participants and a description of their direct or indirect interests, by security holdings or otherwise, if any, in the proposed actions have been set forth in the preliminary proxy statement filed with the SEC on December 22, 2003 and will be set forth in the definitive proxy statement when it becomes available.

HNS develops and markets weight management products in over 25,000 health, food and drug store locations.