

SECURITIES AND EXCHANGE COMMISSION

FORM DEFR14A

Definitive revised proxy soliciting materials

Filing Date: **1997-12-18**
SEC Accession No. **0000950136-97-001830**

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FILER

HEALTHRITE INC

CIK: **910329** | IRS No.: **133714405** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **DEFR14A** | Act: **34** | File No.: **000-23016** | Film No.: **97740317**
SIC: **5400** Food stores

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December 17, 1997

ANNUAL MEETING POSTPONED TO JANUARY 9.

DEAR STOCKHOLDER:

As you may know by now, the HealthRite Annual Meeting has been postponed to Friday, January 9, 1997 at 10:00 a.m. It will be held at the University Club, 1 West 54th Street in New York City.

Your Board elected to postpone the Annual Meeting for the following reasons:

- o Stockholders representing approximately 800,000 shares -- nearly 20% of the Company -- did not vote.
- o THE PRIMARY ISSUE UNDER CONSIDERATION BY STOCKHOLDERS IS CONTROL OF THE BOARD OF DIRECTORS. THIS IS SUCH A CRUCIAL ISSUE THAT WE BELIEVE AS MANY STOCKHOLDERS AS POSSIBLE SHOULD BE GIVEN A FULL OPPORTUNITY TO CONSIDER BOTH SIDES AND VOTE.
- o Brad MacDonald began his proxy contest just two weeks before the December 17 annual meeting, hardly enough time for his platform and our response to it to be carefully considered by stockholders.
- o WE BELIEVE MACDONALD'S PROXY STATEMENT AND RELATED FILINGS CONTAIN MATERIAL MISSTATEMENTS AND SERIOUS OMISSIONS OF FACT. IT IS IMPERATIVE THAT ALL STOCKHOLDERS BE FULLY INFORMED OF THESE DEFICIENCIES (AND THEIR ANTICIPATED CORRECTION BY MR. MACDONALD) BEFORE DECIDING WHOM TO SUPPORT.

YOUR VOTE IS IMPORTANT.
PLEASE MAIL YOUR WHITE PROXY CARD TODAY!

If you have already voted, please accept our thanks for your participation in the Annual Meeting. Your original vote will count and you need not vote again unless you wish to change your vote.

REMEMBER -- IF YOU HAVE SIGNED A GREEN MACDONALD CARD, YOU HAVE EVERY LEGAL

RIGHT TO CHANGE YOUR MIND AND SIGN A WHITE MANAGEMENT PROXY CARD. ONLY THE CARD WITH THE LATEST DATE WILL BE COUNTED IN THE FINAL TALLY.

Do not sign a green MacDonald proxy, even if you vote against their director nominees. Doing so may cancel your vote in support of management's nominees.

We appreciate your continuing support of HealthRite.

On behalf of your Board of
Directors,

Sincerely,

/s/ Warren Haber

WARREN HABER
Chairman

/s/ John L. Teeger

JOHN L. TEEGER
Vice Chairman

/s/ Douglas Okland

DOUGLAS OKLAND
Co-Chief Operating Officer

/s/ David Illingworth

DAVID ILLINGWORTH
Co-Chief Operating Officer

IF YOU HAVE QUESTIONS ABOUT VOTING YOUR SHARES, PLEASE CONTACT MACKENZIE PARTNERS, INC., WHICH IS ASSISTING US WITH THIS TRANSACTION, TOLL-FREE AT (800) 322-2885. YOU MAY BE ABLE TO FAX YOUR VOTE. PLEASE CALL FOR INSTRUCTIONS.
