

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**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 under §240.14a-12

MEDAVAIL 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 paid previously with preliminary materials.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.



MEDAVAIL HOLDINGS, INC.
6665 MILLCREEK DR., UNIT 1
MISSISSAUGA, ONTARIO, CANADA
L5N 5M6

V14299-P90969

Your **Vote** Counts!

MEDAVAIL HOLDINGS, INC.

2023 Annual Meeting
Vote by June 13, 2023
11:59 PM ET



You invested in MEDAVAIL HOLDINGS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on June 14, 2023.**

Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 31, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

June 14, 2023
11:00 AM EDT

Virtually at:
www.virtualshareholdermeeting.com/MDVL2023

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect three Class III directors to serve until the 2026 annual meeting of stockholders and until their successors are duly elected and qualified. Nominees: 01) Robert Faulkner 02) Glen Stettin, M.D. 03) Michael Kramer	✔ For
2. To ratify the appointment of Baker Tilly US LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2023.	✔ For
3. To approve an amendment and restatement of our amended and restated certificate of incorporation to effect a reverse stock split of the Company's common stock at a ratio in the range of not less than 1-for-30 and no greater than 1-for-80, with such ratio to be determined in the discretion of the Board of Directors or a duly authorized committee thereof at any whole number within the range and publicly announced by the Company.	✔ For
4. To approve the issuance of 20% or more of the outstanding shares of the Company's common stock at a price less than the Minimum Price as defined by and in accordance with Nasdaq Listing Rule 5635(d) upon the exercise of certain Pre-Funded Warrants and Series A Warrants issued in a private placement of our securities (the "Share Issuance Proposal").	✔ For
NOTE: Such other business as may properly come before the meeting or any adjournment thereof.	



MEDAVAIL HOLDINGS, INC.
6665 BULLCREEK DR., UNIT 1
MILLSBORO, ONTARIO, CANADA
L5W 2M4



**SCAN TO
VIEW MATERIALS & VOTE**



VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on June 13, 2023. Have your proxy card in hand when you access the Web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/MRV12023

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box reprinted by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-590-6003

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on June 13, 2023. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V14296-P90969

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

MEDAVAIL HOLDINGS, INC.

The Board of Directors recommends you vote "FOR" the following proposal:

- To elect three Class III directors to serve until the 2026 annual meeting of stockholders and until their successors are duly elected and qualified.

For All	Withhold All	For All Except
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below: _____

Nominees:

- Robert Faulkner
- Glen Stettin, M.D.
- Michael Kramer

The Board of Directors recommends you vote "FOR" proposals 2, 3, and 4.

For Against Abstain

- To ratify the appointment of Baker Tilly US LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2023.
- To approve an amendment and restatement of our amended and restated certificate of incorporation to effect a reverse stock split of the Company's common stock at a ratio in the range of not less than 1-for-30 and no greater than 1-for-80, with such ratio to be determined in the discretion of the Board of Directors or a duly authorized committee thereof at any whole number within the range and publicly announced by the Company.
- To approve the issuance of 20% or more of the outstanding shares of the Company's common stock at a price less than the Minimum Price as defined by and in accordance with Nasdaq Listing Rule 5635(d) upon the exercise of certain Pre-Funded Warrants and Series A Warrants issued in a private placement of our securities (the "Share Issuance Proposal").

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and Form 10-K are available at www.proxyvote.com.

V14297-P90969

**MEDAVAIL HOLDINGS, INC.
Annual Meeting of Stockholders
June 14, 2023 11:00 am EDT
This proxy is solicited by the Board of Directors**

The stockholder(s) hereby appoint(s) Mark Doerr, Chief Executive Officer, and Ramona Seabaugh, Chief Financial Officer, or either of them, as proxies, each with the power to appoint his or her substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of MEDAVAIL HOLDINGS, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 11:00 AM EDT on June 14, 2023, virtually at www.virtualshareholdermeeting.com/MDVL2023, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side