
**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
(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

KIDPIK CORP.

(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 all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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Kidpik Corp
c/o ClearTrust, LLC - Transfer Agent For
16540 Pointe Village Dr., Ste 205
Lutz, Florida 33558



**IMPORTANT NOTICE REGARDING THE
AVAILABILITY OF PROXY MATERIALS FOR THE
2023 ANNUAL MEETING OF STOCKHOLDERS**

DATE: June 19, 2023
TIME: 3:00 P.M. Eastern Time
LOCATION: www.cleartrustonline.com/kidpik

*** SPECIMEN *
1 MAIN STREET
ANYWHERE PA 99999-9999**

CONTROL NUMBER:

HOW TO REQUEST PAPER COPIES OF OUR MATERIALS

**PHONE:
1-813-235-4490**

**EMAIL:
inbox@cleartrusttransfer.com**

**MAIL:
ClearTrust, LLC
16540 Pointe Village Drive
Suite 205
Lutz, FL 33558**

THIS COMMUNICATION REPRESENTS A NOTICE TO ACCESS A MORE COMPLETE SET OF PROXY MATERIALS AVAILABLE TO YOU ON THE INTERNET. WE ENCOURAGE YOU TO ACCESS AND REVIEW ALL OF THE IMPORTANT INFORMATION CONTAINED IN THE PROXY MATERIALS BEFORE VOTING. THE FOLLOWING PROXY MATERIALS ARE BEING MADE AVAILABLE AT: www.cleartrustonline.com/kidpik

- o NOTICE OF ANNUAL MEETING AND PROXY STATEMENT
- o ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2022

IF YOU WANT TO RECEIVE A PAPER COPY OF THE PROXY MATERIALS, YOU MUST REQUEST ONE. THERE IS NO CHARGE TO YOU FOR REQUESTING A COPY. TO FACILITATE TIMELY DELIVERY, PLEASE MAKE THE REQUEST, AS INSTRUCTED ABOVE, BEFORE JUNE 13, 2023.

**YOU MAY VOTE AT WWW.CLEARTRUSTONLINE.COM/kidpik,
BY PHONE AT 1-813-235-4490,
OR AS INDICATED ON ANY PROXY CARD THAT YOU RECEIVE.**

THE PURPOSES OF THIS MEETING ARE AS FOLLOWS:

1. Election of two Directors to hold office until the 2026 Annual Meeting of Stockholders; and
2. Ratification of the appointment of CohnReznick LLP as the Company's independent registered public accounting firm for the Company's fiscal year 2023; and
3. To approve of an amendment to the Second Amended and Restated Certificate of Incorporation, to effect a reverse stock split of our issued and outstanding shares of our common stock, par value \$0.001 per share, by a ratio of between one-for-five to one-for-twenty, inclusive, with the exact ration to be set at a whole number to be determined by our Board of Directors or a duly authorized committee thereof in its discretion, at any time after approval of the amendment and prior to April 24, 2024; and
4. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR ALL" FOR PROPOSAL NO. 1 AND "FOR" PROPOSALS NO. 2 and NO. 3.

MORE INFORMATION ABOUT ATTENDING THE MEETING AND VOTING IS CONTAINED IN THE PROXY STATEMENT.

PLEASE NOTE - THIS IS NOT A PROXY CARD - YOU CANNOT VOTE BY RETURNING THIS CARD

INSTRUCTIONS TO ACCESS THE VIRTUAL MEETING CAN BE FOUND ON THE REVERSE SIDE OF THIS NOTICE.



VIRTUAL MEETING INSTRUCTIONS

1. On the day of the meeting, visit cleartrustonline.com/kidpik
2. Click "Vote + Join Meeting"
3. Enter your 12-digit Control Number, located on the reverse side of this page.
4. Click "Join Meeting"
5. You will be routed into Zoom and prompted to enter your shareholder account name and email.
6. Click to "Join the Webinar in Progress". You will be prompted to launch Zoom on your computer. Follow prompts to "Launch" or "Allow" Zoom. If you do not wish to launch the Zoom app, you can opt to join the meeting in your web browser by clicking "Join from your browser".
7. Zoom will ask if you would like to use audio from your computer or from your phone. Click on your selection and Zoom will connect you to the meeting.

SUPPORT

The Shareholder Meeting Help Line will open at 2 P.M. local time on June 19 and will remain open for the duration of the meeting. Should you need any technical assistance, please feel free to dial into the help line.

Call 813-308-9980 | Access Code 675813

TIPS

- It is easiest to access the meeting from a computer or laptop. If you choose to access the meeting from your tablet or smart phone, you may be prompted to download the Zoom app. If you use a computer or laptop, no download is needed. You can simply click "Join from your browser" at the bottom of the screen when prompted.
 - If you would like to join by phone (audio only) to listen to the meeting (without using a computer), please contact ClearTrust by June 16 at 5 P.M. to register your phone number and obtain phone instructions: 813-235-4490.
 - You will be able to ask questions using the Q&A feature on your control panel. Questions will only be visible to the moderator and will be answered during the Q&A time of the meeting.
 - If you elect to listen in to the meeting with audio only, you will not be able to ask a question during the live Q&A time.
 - Registered shareholders will be able to vote online during the meeting if you have not already done so. You will need your 12-digit pin to cast your vote online during the meeting. During the time to cast ballots, a chat will be sent to you with a link to vote your shares.
 - If you hold shares in a brokerage account, you must pre-register for the meeting by no later than June 15 at 5 P.M. by following the instructions located at www.cleartrustonline.com/kidpik.
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