
**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 Materials Pursuant to §240.14a-12

Processa Pharmaceuticals, 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 in exhibit required by Item 25(b) per Exchange Rules 14a-6(i)(1) and 0-11.
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**Processa
Pharmaceuticals, Inc.**

Shareowner Services
P.O. Box 64945
St. Paul, MN 55164-0945



PROCESSA PHARMACEUTICALS, INC.

ANNUAL MEETING OF STOCKHOLDERS

**Monday, July 11, 2022
12:00 p.m. Eastern Time**

**NASDAQ MarketSite
4 Times Square
New York, NY 10036**

Directions to the Processa Pharmaceuticals, Inc.
Annual Meeting are available in the proxy statement
which can be viewed at proxydocs.com/pcsa.

**Important Notice Regarding the Availability of Proxy Materials for the
Annual Stockholder Meeting to be Held on July 11, 2022.**

Notice is hereby given that the Annual Meeting of Stockholders of Processa Pharmaceuticals, Inc. will be held at the NASDAQ MarketSite, 4 Times Square, New York, NY 10036 on Monday, July 11, 2022 at 12:00 p.m. Eastern Time.

This communication presents only an overview of the more complete proxy materials that are 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 Proxy Statement, Annual Report on Form 10-K, and Form 10-K/A are available at www.proxydocs.com/pcsa

If you want to receive a paper copy or an e-mail with links to the electronic materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side of this notice on or before June 29, 2022 to facilitate timely delivery.

Matters intended to be acted upon at the meeting are listed below.

The Board of Directors recommends that you vote FOR proposals 1, 2, 3, 4 and 5.

1. To elect the directors nominated in this Proxy Statement to serve as directors until the 2023 annual meeting of stockholders and until a successor is duly elected and qualified;
2. To approve, by advisory vote, the compensation of our named executive officers;
3. To approve an amendment and restatement of the Processa Pharmaceuticals, Inc. 2019 Omnibus Incentive Plan to increase the number of shares available for issuance under the 2019 Omnibus Incentive Plan by 3,000,000 shares;
4. To ratify the appointment of BD & Company Inc. as the independent registered public accounting firm of Processa Pharmaceuticals, Inc. for the fiscal year ending December 31, 2022; and
5. To transact such other business as properly may come before the Annual Meeting or any adjournments or postponements thereof.

THIS IS NOT A VOTABLE BALLOT

You may immediately vote your proxy on the Internet at:

www.proxypush.com/pcsa

- Use the Internet to vote your proxy 24 hours a day, 7 days a week, until 11:59 p.m. (CT) on July 10, 2022.
- Please have this Notice available. Follow the instructions to vote your proxy.
- A list of the stockholders of record entitled to vote at the Annual Meeting will be available during ordinary business hours and upon appointment, for a period of at least 10 days prior to the Annual Meeting at the principal executive offices of the Company in Hanover, Maryland and during the Annual Meeting at the meeting.

Your Internet vote authorizes the Named Proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

To request paper copies of the proxy materials, which include the proxy card, proxy statement and annual report, please contact us via:

- **Internet/Mobile** – Access the Internet and go to www.investorelections.com/pcsa . Follow the instructions to log in, and order copies.
- (**Telephone** – Call us free of charge at 866-870-3684 in the U.S. or Canada, using a touch-tone phone, and follow the instructions to log in and order copies.
- * **Email** – Send us an email at paper@investorelections.com with “PCSA Materials Request” in the subject line. The email must include:
 - The 11-digit control # located in the box in the upper right hand corner on the front of this notice.
 - Your preference to receive printed materials via mail **-or-** to receive an email with links to the electronic materials.
 - If you choose email delivery you must include the email address.
 - If you would like this election to apply to delivery of material for all future meetings, write the word “Permanent” and include the last 4 digits of your Tax ID number in the email.

Important Information about the Notice of Proxy Materials

This Notice Regarding the Online Availability of Proxy Materials (Notice) is provided to stockholders in place of the printed materials for the upcoming Annual Stockholder Meeting.

Information about the Notice:

In 2007, the Securities and Exchange Commission adopted a voluntary rule permitting Internet-based delivery of proxy materials. Companies can now send Notices, rather than printed proxy materials to stockholders. This may help lower mailing, printing and storage costs for the company, while minimizing environmental impact. This Notice contains specific information regarding the meeting, proposals and the Internet site where the proxy materials may be found.

To view the proxy materials online:

Please refer to the instructions in this Notice on how to access and view the proxy materials online, including the proxy card, Annual Report and proxy statement.

To receive paper copies of the proxy materials:

Please refer to the instructions in this Notice on how to request hard copies of proxy materials via phone, email or Internet.



Your **Vote** Counts!

PROCESSA PHARMACEUTICALS, INC.

2022 Annual Meeting

Vote by July 10, 2022

11:59 PM ET



Hextone, Inc.
P.O. Box 9142
Farmingdale, NY 11735

Ricky Campana
P.O. Box 123456
Suite 500
51 Mercedes Way
Edgewood, NY 11717

1 OF 2
322,224
148,294

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FLASHID-JOB#

You invested in **PROCESSA PHARMACEUTICALS, 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 shareholder meeting to be held on July 11, 2022.**

Get informed before you vote

View the Notice & Proxy Statement, Form 10-K, Form 10K-A online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 29, 2022. If you would like to request a copy of the material(s) for this and/or future shareholder 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 in Person at the Meeting*

July 11, 2022
12:00 PM EDT

4 Times Square
New York, NY 10036

*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.ProxyVote.com or request a paper copy of the materials, which will contain the appropriate instructions. 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 shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

PROCESSA PHARMACEUTICALS, INC.
 2022 Annual Meeting
 Vote by July 10, 2022
 11:59 PM ET

Voting Items	Board Recommends
1. Election of Directors Nominees: 1.1 David Young 1.3 Virgil Thompson 1.5 Khoso Baluch 1.2 Geraldine Pannu 1.4 Justin Yorke	<input checked="" type="checkbox"/> For
2 To approve by advisory vote, the compensation of our Named Executive Officers.	<input checked="" type="checkbox"/> For
3 To approve an amendment and restatement of the Processa Pharmaceuticals, Inc. 2019 Omnibus Incentive Plan to increase the number of shares available for issuance under the 2019 Omnibus Incentive Plan by 3,000,000 shares.	<input checked="" type="checkbox"/> For
4 To ratify the appointment of BD & Company, Inc. as the independent registered public accounting firm of Processa Pharmaceuticals, Inc., for the fiscal year ending December 31, 2022, and	<input checked="" type="checkbox"/> For
5 Such other business as may properly come before the meeting or any adjournment thereof.	<input checked="" type="checkbox"/> For

Under New York Stock Exchange rules, brokers may vote "routine" matters at their discretion if your voting instructions are not communicated to us at least 10 days before the meeting. **We will nevertheless follow your instructions, even if the broker's discretionary vote has already been given, provided your instructions are received prior to the meeting date.**