
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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**You May Vote Your Proxy When You View The
Material On The Internet. You Will Be Asked
To Follow The Prompts To Vote Your Shares.**



Processa Pharmaceuticals
c/o Continental Proxy Services
1 State Street, New York NY 10004

Processa Pharmaceuticals, Inc.
7380 Coca Cola Dr. Suite 106
Hanover, MD 21076

**NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS
to be held on
June 27, 2023**

*Stockholders are cordially invited to attend the Annual Meeting and vote in person.
At the meeting, you will need to request a ballot to vote your shares.

Dear Stockholder,

The 2023 Annual Meeting of Stockholders of Processa Pharmaceuticals, Inc. will be held at 7380 Coca Cola Dr. Suite 106, Hanover, MD 21076, on Tuesday, June 27, 2023, at 12:00 PM Eastern Time.

Proposals to be considered at the Annual Meeting:

- (1) To elect the six directors nominated in the attached Proxy Statement to serve as directors until the 2024 Annual Meeting of Stockholders and until their respective successors have been elected and qualified;
- (2) To approve an amendment to our Fourth Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 50,000,000 shares to 100,000,000 shares;
- (3) 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, 2023; and
- (4) To approve, by advisory vote, the compensation of our named executive officers.

The Board of Directors recommends a vote "FOR" all nominees under Proposal 1, and "FOR" Proposals 2, 3, and 4.

Note: Such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof will be voted on by the proxy holders in their discretion.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated, and returned the proxy card.



Vote Your Proxy on the Internet:

Go to <http://www.cstproxyvote.com>
Have your notice available when you access the above website. Follow the prompts to vote your shares.

CONTROL NUMBER

The Proxy Materials are available for review at:
<https://www.cstproxy.com/processapharmaceuticals/2023>

Processa Pharmaceuticals, Inc.
7380 Coca Cola Dr. Suite 106
Hanover, MD 21076

**Important Notice Regarding the Availability of Proxy Materials
For the 2023 Annual Meeting of Stockholders to be Held on June 27, 2023**

Notice is hereby given that the Annual Meeting of Stockholders of Processa Pharmaceuticals, Inc. will be held at 7380 Coca Cola Dr. Suite 106, Hanover, MD 21076, on Tuesday, June 27, 2023, at 12:00 PM Eastern Time.

The following Proxy Materials are available to you to review at:
<https://www.cstproxy.com/processapharmaceuticals/2023>

- the Company's Annual Report for the year ended December 31, 2022;
- the Company's 2023 Proxy Statement;
- the Proxy Card; and
- any amendments to the foregoing materials that are required to be furnished to stockholders.

This is not a ballot. You cannot use this notice to vote your shares. 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.

If you would like to receive a paper or e-mail copy of these documents, you must request one. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before June 17, 2023 to facilitate a timely delivery. You may also request that you receive paper copies of all future proxy materials from the Company

ACCESSING YOUR PROXY MATERIALS ONLINE

**Have this notice available when you request a paper copy
of the proxy materials or to vote your proxy electronically.
You must reference your Control number.**

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call 1-888-266-6791, or

By logging on to <https://www.cstproxy.com/processapharmaceuticals/2023>

or

By email at: proxy@continentalstock.com

Please include the company name and your control number in the subject line.
