
**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 SPECIAL MEETING
OF STOCKHOLDERS**
to be held on
November 14, 2023

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

Dear Stockholder,

The Special Meeting of Stockholders of Processa Pharmaceuticals, Inc. will be held at 7380 Coca Cola Dr. Suite 106, Hanover, MD 21076, on Tuesday, November 14, 2023 at 1:00 PM Eastern Time.


Proposals to be considered at the Special Meeting:

- (1) To approve an amendment to the Company's Fourth Amended and Restated Certificate of Incorporation, or the Certificate of Incorporation, to effect a reverse stock split of the Company's outstanding common stock; and
- (2) To approve adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are insufficient votes in favor of the Reverse Stock Split Proposal.

The Board of Directors recommends a vote "FOR" Proposals 1 and 2.

Note: Such other business as may properly come before the Special 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/sm2023>

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

**Important Notice Regarding the Availability of Proxy Materials
For the 2023 Special Meeting of Stockholders to be Held on November 14, 2023**

Notice is hereby given that the Special Meeting of Stockholders of Processa Pharmaceuticals, Inc. will be held at 7380 Coca Cola Dr. Suite 106, Hanover, MD 21076, on Tuesday, November 14, 2023 at 1:00 PM Eastern Time.

The following Proxy Materials are available to you to review at:

<https://www.cstproxy.com/processapharmaceuticals/sm2023>

- 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 October 31, 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/sm2023>

or

By email at: **proxy@continentalstock.com**

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