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

**NOTICE OF ANNUAL MEETING  
OF STOCKHOLDERS  
to be held on  
June 28, 2024**

\*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 2024 Annual Meeting of Stockholders of Processa Pharmaceuticals, Inc. will be held at 7380 Coca Cola Dr. Suite 106, Hanover, MD 21076, on Friday, June 28, 2024, at 1:00 PM Eastern Time.


Proposals to be considered at the Annual Meeting:

- (1) To elect the six directors nominated to serve as directors until the 2025 Annual Meeting of Stockholders and until their respective successors have been elected and qualified;
- (2) 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 Plan by 500,000 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, 2024; 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/2024>**

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

**Important Notice Regarding the Availability of Proxy Materials  
For the 2024 Annual Meeting of Stockholders to be Held on June 28, 2024**

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 Friday, June 28, 2024, at 1:00 PM Eastern Time.

The following Proxy Materials are available to you to review at:  
**<https://www.cstproxy.com/processapharmaceuticals/2024>**

- the Company's Annual Report for the year ended December 31, 2023;
- the Company's 2024 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 18, 2024 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/2024>**  
or  
By email at: **[proxy@continentalstock.com](mailto:proxy@continentalstock.com)**  
*Please include the company name and your control number in the subject line.*