

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 Material Pursuant to §240.14a-12

**LISATA THERAPEUTICS, INC.**

(Name of Registrant as Specified in its Charter)

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(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 Act Rules 14a-6(i)(1) and 0-11



EQUINITY TRUST COMPANY, LLC ("EQ")  
48 WALL STREET  
23RD FLOOR  
NEW YORK, NY 10005

# Your **Vote** Counts!

LISATA THERAPEUTICS, INC.

2024 Annual Meeting  
Vote by June 26, 2024  
11:59 PM ET



V49281-P09695

## You invested in LISATA THERAPEUTICS, 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 materials for the stockholder meeting to be held on June 27, 2024.**

### Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 13, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto: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](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

June 27, 2024  
9:00 AM EDT

Virtually at:  
[www.virtualshareholdermeeting.com/LSTA2024](http://www.virtualshareholdermeeting.com/LSTA2024)

\*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 stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To re-elect each of Gregory B. Brown, M.D., Heidi Henson and David J. Mazzo, Ph.D. as Class II directors to serve a three-year term expiring at the annual meeting to be held in 2027; <b>Nominees:</b>	
1a. Gregory B. Brown, M.D.	✔ For
1b. Heidi Henson	✔ For
1c. David J. Mazzo, Ph.D.	✔ For
2. To approve an amendment to the Lisata Therapeutics, Inc. 2018 Equity Incentive Compensation Plan (the "2018 Plan") that increases the number of shares of common stock that may be issued under the Plan by 600,000;	✔ For
3. To approve an amendment to the 2018 Plan to add a three-year "evergreen" provision, whereby the number of shares available for issuance under the 2018 Plan will be increased on January 1 of each of three consecutive years, beginning on January 1, 2025, in an amount equal to the lesser of (i) 5% of the number of shares of the Company's common stock issued and outstanding on the immediately preceding December 31 or (ii) such number of shares determined by the plan administrator;	✔ For
4. To approve an amendment to the 2017 Employee Stock Purchase Plan that increases the number of shares available under the plan from 68,333 to 113,333;	✔ For
5. To ratify the appointment of Grant Thornton LLP as Lisata's independent registered public accounting firm for the fiscal year ending December 31, 2024;	✔ For
6. To approve, on a non-binding advisory basis, the executive compensation of Lisata's named executive officers as disclosed in the Proxy Statement; and	✔ For
7. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".