

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)

(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



AMERICAN STOCK TRANSFER AND TRUST COMPANY, LLC
ATTN: ERICA MACKEY
6201 15TH AVENUE
BROOKLYN, NY 11219

Your **Vote** Counts!

LISATA THERAPEUTICS, INC.

2023 Annual Meeting

Vote by June 13, 2023

11:59 PM ET



V15204-P88403

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 material for the stockholder meeting to be held on June 14, 2023.**

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 May 31, 2023. 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, (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 Virtually at the Meeting*

June 14, 2023
9:00 AM EDT

Virtually at:
www.virtualshareholdermeeting.com/LSTA2023

*Please check the meeting materials for any special requirements for meeting attendance.

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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 Cynthia L. Flowers, M.B.A. and Erkki Ruoslahti, M.D., Ph.D. as Class I directors to serve a three-year term expiring at the annual meeting to be held in 2026; Nominees:	
1a. Cynthia L. Flowers, M.B.A.	✔ For
1b. Erkki Ruoslahti, M.D., Ph.D.	✔ For
2. To approve an amendment to the Lisata Therapeutics, Inc. 2018 Equity Incentive Compensation Plan (the "Plan") that increases the number of shares of common stock that may be issued under the Plan by 400,000;	✔ For
3. To approve an amendment to the 2017 Employee Stock Purchase Plan that increases the number of shares available under the plan to 68,333;	✔ For
4. To ratify the appointment of Grant Thornton LLP as Lisata's independent registered public accounting firm for the fiscal year ending December 31, 2023;	✔ For
5. To approve, on a non-binding advisory basis, the executive compensation of Lisata's named executive officers as disclosed in this Proxy Statement; and	✔ For
6. 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, be sure to click "Delivery Settings".