

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**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
- Definitive Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Additional Materials
- Soliciting Material Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

**PHIO PHARMACEUTICALS CORP.**  
(Name of Registrant as Specified In Its Charter)

N/A  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- Fee not required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
    - (1) Title of each class of securities to which transaction applies.  
\_\_\_\_\_
    - (2) Aggregate number of securities to which transaction applies.  
\_\_\_\_\_
    - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
\_\_\_\_\_
    - (4) Proposed maximum aggregate value of transaction.  
\_\_\_\_\_
    - (5) Total fee paid.  
\_\_\_\_\_
  - Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    - (1) Amount Previously Paid.  
\_\_\_\_\_
    - (2) Form, Schedule or Registration State No.:  
\_\_\_\_\_
    - (3) Filing Party:  
\_\_\_\_\_
    - (4) Date Filed:  
\_\_\_\_\_
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**Online**



Go to [www.investorvote.com/PHIO](http://www.investorvote.com/PHIO)  
or scan the QR code – login details are located  
in the shaded bar below.



Notes submitted electronically must be received  
by 11:59 p.m., Eastern Time, on October 9, 2019.

**Stockholder Meeting Notice**

1234 5678 9012 345

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting  
to be Held on October 10, 2019.**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

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. The notice, proxy statement and Annual Report on Form 10-K are available at:

[www.investorvote.com/PHIO](http://www.investorvote.com/PHIO)



**Easy Online Access – View your proxy materials and vote.**

- Step 1:** Go to [www.investorvote.com/PHIO](http://www.investorvote.com/PHIO).
- Step 2:** Click on the icon on the right to view meeting materials.
- Step 3:** Return to the investorvote.com window and follow the instructions on the screen to log in.
- Step 4:** Make your selections as instructed on each screen for your delivery preferences.
- Step 5:** Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



**Obtaining a Copy of the Proxy Materials - If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before September 26, 2019 to facilitate timely delivery.**



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## Stockholder Meeting Notice

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Phio Pharmaceuticals Corp.'s Annual Meeting of Stockholders will be held on October 10, 2019 at the offices of Gibson, Dunn & Crutcher LLP, located at 200 Park Avenue, New York, New York 10166, at 9:00 a.m. Local Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommend a vote FOR all the nominees listed and FOR Proposals 2-5 AND 3 YEARS for Proposal 6:

1. Election of Directors:
  - 01 - Robert J. Bitterman
  - 02 - Geert Cauwenbergh, Dr. Med. Sc.
  - 03 - H. Paul Dorman
  - 04 - Robert L. Ferrara
  - 05 - Jonathan E. Freeman, Ph.D.
  - 06 - Curtis A. Lockshin, Ph.D.
2. Ratification of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019.
3. To approve an amendment and restatement of the 2012 Phio Pharmaceuticals Corp. Long Term Incentive Plan to increase the number of shares available for issuance thereunder.
4. To approve an amendment to the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Company's common stock, at a ratio of not less than 1-for-2 and not greater than 1-for-20, with the exact ratio and effective time of the reverse stock split to be determined by the Board of Directors.
5. Advisory (non-binding) vote to approve the Company's executive compensation.
6. Advisory (non-binding) vote on the frequency of future advisory votes on executive compensation.

**PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.



### Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** - Go to [www.investorvote.com/PHIO](http://www.investorvote.com/PHIO).
- **Phone** - Call us free of charge at 1-866-641-4276.
- **Email** - Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials Phio Pharmaceuticals Corp." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, requests for a paper copy of proxy materials must be received by September 26, 2019.