

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 under 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):

- 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.
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Online



Go to www.envisionreports.com/PHIO or scan the QR code – login details are located in the shaded bar below.

Stockholder Meeting Notice

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Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on August 9, 2022.

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 Proxy Statement and Annual Report to stockholders are available at:

www.envisionreports.com/PHIO



Easy Online Access – View your proxy materials and vote.

- Step 1:** Go to www.envisionreports.com/PHIO.
- Step 2:** Click on **Cast Your Vote** or **Request Materials**.
- Step 3:** 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 July 29, 2022 to facilitate timely delivery.



2 N O T

C O Y



Stockholder Meeting Notice

Dear Phio Pharmaceuticals Corp. Stockholder,

The 2022 Annual Meeting of Stockholders of Phio Pharmaceuticals Corp. will be held on August 9, 2022 at 2:00 p.m. Eastern Time, virtually via the internet at meetnow.global/MGJ79QN.

To access the virtual meeting, you must have the 15-digit code that is printed in the shaded bar located on the reverse side of this form.

You are receiving this communication because you owned shares of the Company on June 17, 2022, the record date, which entitles you to vote at the Annual Stockholder Meeting. Proxy materials are now available on the Internet.

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 and 3:

1. Election of Directors:
 - 01 - Robert J. Bitterman
 - 02 - Patricia A. Bradford
 - 03 - Geert Cauwenbergh, Dr. Med. Sc.
 - 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, 2022.
3. Advisory (non-binding) vote to approve the Company's 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.



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.envisionreports.com/PHIO. Click **Cast Your Vote** or **Request Materials**.
- **Phone** – Call us free of charge at 1-866-641-4276.
- **Email** – Send an email to 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, all requests for a paper copy of proxy materials must be received by July 29, 2022.