

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 (Amendment No.)

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

Diffusion Pharmaceuticals Inc.
(Name of Registrant as Specified In Its Charter)

Not Applicable
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee 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 Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on July 21, 2016**

DIFFUSION PHARMACEUTICALS INC.

Diffusio₂n
Pharmaceuticals Inc.

DIFFUSION PHARMACEUTICALS INC.
2020 AVON COURT, SUITE 24
CHARLOTTESVILLE, VA 22902

Meeting Information

Meeting Type: Annual Meeting
For holders as of: May 24, 2016
Date: July 21, 2016 **Time:** 9:00 AM EST
Location: Preston Room at the Omni Charlottesville Hotel
212 Ridge McKinire Road
Charlottesville, Virginia 22903

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report 2. Notice and Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: www.proxyvote.com

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) **BY INTERNET:** www.proxyvote.com
- 2) **BY TELEPHONE:** 1-800-579-1639
- 3) **BY E-MAIL*:** sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before July 07, 2016 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting items

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Business

01 David S. Kalergis 02 John L. Gainer, Ph.D. 03 Robert Adams 04 Mark T. Giles 05 Alan Levin

The Board of Directors recommends you vote FOR proposals 2 through 5.

- 2 To ratify the selection of BDK LLP as our independent registered public accounting firm for the year ending December 31, 2016.
- 3 To approve, on an advisory basis, the compensation of our named executive officers during the year ended December 31, 2015.
- 4 To approve an amendment to our Certificate of Incorporation, as amended, to effect a reverse stock split of the shares of our common stock, par value \$0.001 per share, at a ratio of not less than 1 to 2 and not greater than 1 to 20, with the exact ratio and effective time of the reverse stock split to be determined by our Board of Directors, if at all.
- 5 To approve an amendment to the Diffusion Pharmaceuticals Inc. 2015 Equity Incentive Plan to increase the number of shares of our common stock available for issuance thereunder by (i) 2,500,000 shares immediately and (ii) 4.0% of the total shares of our common stock outstanding as of December 31 of each subsequent January 1 through the term of the plan.
- 6 To approve an adjournment of the meeting, if necessary, to solicit additional proxies if there are not sufficient votes to favor of Proposal No. 4.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

