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 \boxtimes Filed by a Party other than the Registrant \square 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):

 \boxtimes 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 Stockholder Meeting to Be Held on June 13, 2019

DIFFUSION PHARMACEUTICALS INC.



DIFFUSION PHARMACEUTICALS INC. 1317 CARLTON AVENUE, SUITE 200 CHARLOTESVILLE, VA 22902

Meeting Information

Meeting Type: Annual Meeting For holders as of: April 23, 2019 Date: June 13, 2019 Time: 9:00 AM EDT Location: Diffusion Pharmaceuticals Inc. 1317 Carkon Avenue, Suite 200 Charlottesville, Virginia 22902

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

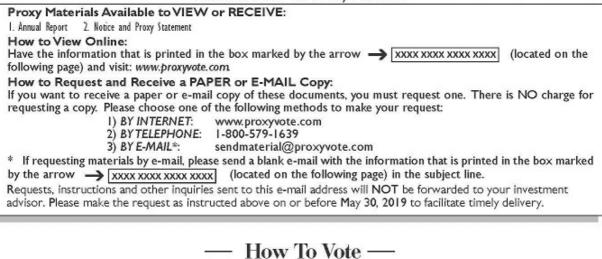
This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse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



Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder 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 \rightarrow [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

Nominees

01 David G. 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. and 3.:

- To ratify the selection of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2019.
- To approve, on an advisory basis, the compensation of our named executive officers during the year ended December 31, 2018, as disclosed in the accompanying proxy statement.

NOTE: To transact such other business as may properly come before the meeting or any adjournment of the meeting.

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