

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

**Diffusio<sub>2</sub>n**  
Pharmaceuticals Inc.

**Diffusion Pharmaceuticals Inc.**

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(Name of Registrant as Specified In Its Charter)

Not Applicable

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(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: \_\_\_\_\_
-



**Your vote matters – here's how to vote!**

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**Online**

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



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Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



**2021 Annual Meeting of Stockholders Proxy Card**

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

**A Proposals – The Board of Directors recommend a vote FOR all the nominees listed, FOR Proposals 2 and 3, and for a frequency of EVERY 1 YEAR with respect to Proposal 4.**



1. Election of Directors:

	For	Withhold		For	Withhold		For	Withhold
01 - Robert Adams	<input type="checkbox"/>	<input type="checkbox"/>	02 - Robert J. Cobuzzi, Jr., Ph.D.	<input type="checkbox"/>	<input type="checkbox"/>	03 - Eric Francois	<input type="checkbox"/>	<input type="checkbox"/>
04 - Mark T. Giles	<input type="checkbox"/>	<input type="checkbox"/>	05 - Jane H. Hollingsworth	<input type="checkbox"/>	<input type="checkbox"/>	06 - Diana Lanchoney, M.D.	<input type="checkbox"/>	<input type="checkbox"/>
07 - Alan Levin	<input type="checkbox"/>	<input type="checkbox"/>						

2. To ratify the selection of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2021.

For  Against  Abstain

3. To approve, on an advisory basis, the compensation of our named executive officers during the year ended December 31, 2020, as disclosed in the accompanying proxy statement.

For  Against  Abstain

4. To approve, on an advisory basis, the frequency of future advisory votes on the compensation of our named executive officers.

1 Year  2 Years  3 Years  Abstain

**B Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.**

Please sign exactly as name(s) appears here on. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.





1 U P X

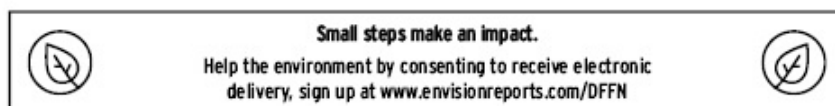


The 2021 Annual Meeting of Stockholders of Diffusion Pharmaceuticals Inc. will be held on June 25, 2021 at 1 p.m. Eastern Time virtually via the internet at [www.meetingcenter.io/204775050](http://www.meetingcenter.io/204775050).

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

The password for this meeting is – DFFN2021.

Important notice regarding the internet availability of proxy materials for the 2021 Annual Meeting of Stockholders. The material is available at: [www.envisionreports.com/DFFN](http://www.envisionreports.com/DFFN)



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**Diffusion Pharmaceuticals Inc.**



## Notice of 2021 Annual Meeting of Stockholders

### Proxy Solicited by Board of Directors for Annual Meeting – June 25, 2021

Robert J. Cobuzzi, Jr, Ph.D., William K. Hornung, and William R. Elder, or any of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the signatory hereof, with all the powers which such signatory would possess if personally present, at the Annual Meeting of Stockholders of Diffusion Pharmaceuticals Inc. to be held on June 25, 2021 or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted in the manner directed herein by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR the election of each of the Board of Directors' nominees in Proposal 1, FOR Proposals 2 and 3, and for a frequency of EVERY 1 YEAR with respect to Proposal 4.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side)

### **C** Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.

