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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities and 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 Pursuant to § 240.14a-12

ZYVERSA THERAPEUTICS, INC.

(Name of Registrant as Specified in Its Charter)

(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
-
-



ZYVERSA THERAPEUTICS, INC.
2200 N. COMMERCE PARKWAY, SUITE 208
WESTON, FL 33326

Your **Vote** Counts!

ZYVERSA THERAPEUTICS, INC.

2023 Annual Meeting
Vote by October 30, 2023
11:59 PM ET



V23143-P98598

You invested in ZYVERSA THERAPEUTICS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on October 31, 2023.**

Get informed before you vote

View the Notice, Proxy Statement, and 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to October 17, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

October 31, 2023
9:00 a.m., Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/ZVSA2023

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote on these important matters.

Voting Items	Board Recommends
1. Election of two Class I director nominees to hold office for a term of three years and until their successors are duly elected and qualified: Nominees: 01) Gregory G. Freitag 02) James Sapirstein	✔ For
2. The ratification of the selection by our audit committee of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2023.	✔ For
3. The adoption and approval of an amendment to our Second Amended and Restated Certificate of Incorporation to increase the authorized number of shares of our capital stock from 111,000,000 to 251,000,000 and the number of authorized shares of our common stock from 110,000,000 to 250,000,000.	✔ For
4. The approval of an amendment and restatement of our 2022 Omnibus Equity Incentive Plan to increase the number of shares of common stock reserved for issuance thereunder by 4,000,000 shares to 5,453,107 shares.	✔ For
5. The adoption and approval of an amendment to our Second Amended and Restated Certificate of Incorporation to effect a reverse stock split of our issued shares of common stock at a ratio within the range of not less than 1-for-10 and not greater than 1-for-50, with the exact ratio within such range to be determined at the sole discretion of our board of directors, without further approval or authorization of our stockholders before the filing of an amendment to the Second Amended and Restated Certificate of Incorporation effecting the proposed reverse stock split.	✔ For

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".