
**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 Pursuant to §240.14a-12

KODIAK SCIENCES 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 all boxes that apply):

- 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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KODIAK

P.O. BOX 8016, CARY, NC 27512-9903

Your vote matters!



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Kodiak Sciences Inc.

2024 Annual Meeting of Stockholders

Tuesday, June 4, 2024 9:00 AM, Pacific Time

Annual Meeting to be held live via the Internet - please visit www.proxydocs.com/KOD for more details.

You must register to attend the meeting online and/or participate or vote at the meeting at www.proxydocs.com/KOD

For a convenient way to view proxy materials, VOTE, and obtain instructions to attend the meeting and vote at the meeting, go to www.proxydocs.com/KOD

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet.

If you want to receive a paper or e-mail copy of the proxy material, which include the Notice and Proxy Statement and Annual Report, you must request one. You will not otherwise receive a paper or e-mail copy. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before May 24, 2024.

SEE REVERSE FOR FULL AGENDA

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to be Held on June 4, 2024

For Stockholders of record as of April 5, 2024

To order paper materials, use one of the following methods.



Internet:

www.investorelections.com/KOD



Call:

Toll-Free 1-866-648-8133



E-mail:

paper@investorelections.com

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests, instructions OR other inquiries should be included with your e-mail requesting material.



Go Green! To receive documents via e-mail, simply go to: www.proxydocs.com/KOD

Your control number

Have the 12 digit control number located in the box above available when you access the website and follow the instructions.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE:
FOR ON PROPOSALS 1, 2 AND 3**

PROPOSAL

1. Elect two Class III directors nominated by our board and named in this proxy statement.
 - 1.01 Felix J. Baker, Ph.D.
 - 1.02 Victor Periroth, M.D.
2. Approve, on an advisory basis, the compensation of Kodiak's named executive officers, as disclosed in the proxy statement.
3. Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2024.

NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournments or postponements thereof.