

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

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

**ONCONOVA 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 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:

Onconova Therapeutics, Inc., a Delaware corporation (“Onconova” or the “Company”), is filing materials contained in this Schedule 14A with the U.S. Securities and Exchange Commission (the “SEC”) as definitive additional materials pursuant to Rule 14a-6(b) under the Securities Exchange Act of 1934, as amended, in connection with the solicitation of proxies by the Board of Directors for the Company’s Special Meeting of Stockholders to be held on March 4, 2021 (the “Special Meeting”). On January 13, 2021, Onconova filed a definitive proxy statement and a definitive form of proxy card with the SEC in connection with the Special Meeting.

These definitive additional materials were first sent or made available to stockholders on or about February 26, 2021.

**Letter to Stockholders Issued on February 26, 2021**

Attached hereto is a letter to the Company’s stockholders (the “Letter”) that Onconova issued on February 26, 2021, recommending that the Company’s stockholders vote “for” each of the proposals to be voted on at the Special Meeting, including (i) a proposal to amend the Company’s Tenth Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), to combine the Company’s outstanding shares of common stock into a lesser number of outstanding shares (the “Reverse Stock Split”) by a ratio of not less than one-for-five and not more than one-for-fifteen, with the exact ratio to be set within this range by the Board of Directors in its sole discretion; (ii) a proposal to amend the Certificate of Incorporation to decrease, concurrent with and conditioned upon the effectiveness of the Reverse Stock Split, the number of authorized shares of capital stock from 255,000,000 to 130,000,000 shares in order to decrease the number of authorized shares of common stock from 250,000,000 to 125,000,000 (the “Authorized Shares Decrease Proposal”); and (iii) a proposal to authorize one or more adjournments of the Special Meeting, if necessary, to solicit additional proxies if there are insufficient votes in favor of the Reverse Stock Split and/or Authorized Shares Decrease Proposal at the Special Meeting or any adjournment(s) thereof.

The Company has indicated in the Letter that the purpose of the Special Meeting is to make changes to the Company’s capital structure which are necessary to enable the continued progress of the Company to advance clinical development programs of therapeutic products for patients with advanced cancers. The Company believes that the approval of these proposals is critical to the future of the Company in order to (i) maintain the Company’s Nasdaq listing over the long-term, (ii) develop the Company’s current product candidates and (iii) potentially acquire and develop in-license product candidates. The Company also believes that passing the proposals and a significantly higher trading price is expected to further expand the eligibility of the Company for investment from a wider set of long-term institutional investors and mutual funds to the benefit of all stockholders.

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**ONCONOVA**  
THERAPEUTICS

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**ONCONOVA'S SPECIAL MEETING OF STOCKHOLDERS IS LESS THAN A WEEK AWAY**

**VOTE TODAY BY INTERNET OR TELEPHONE**

February 26, 2021

Dear Fellow Onconova Stockholder:

You should have received proxy materials in connection with Onconova Therapeutics, Inc.'s (the "Company") special meeting of stockholders being held on **Thursday, March 4, 2021** (the "Special Meeting"). The purpose of the Special Meeting is to make changes to the Company's capital structure which are necessary to enable the continued progress of the Company to advance clinical development programs of therapeutic products for patients with advanced cancers.

**NO MATTER HOW MANY SHARES YOU OWN, YOUR VOTE IS VERY IMPORTANT**

**Please cast your vote now using the enclosed proxy card or voting instruction form to vote by internet, phone or mail following the instructions printed on the card.**

At the Special Meeting, stockholders will be asked to consider and vote upon:

1. To consider and vote upon an amendment to our Tenth Amended and Restated Certificate of Incorporation, as amended, to combine outstanding shares of our common stock into a lesser number of outstanding shares, or a "Reverse Stock Split," by a ratio of not less than one-for-five and not more than one-for-fifteen, with the exact ratio to be set within this range by our Board of Directors in its sole discretion ( the "**Reverse Stock Split Proposal**");
2. To approve an amendment to the Company's Tenth Amended and Restated Certificate of Incorporation, as amended, to decrease, concurrent with and conditioned upon the effectiveness of the Reverse Stock Split, the number of authorized shares of capital stock from 255,000,000 to 130,000,000 shares in order to decrease the number of authorized shares of common stock from 250,000,000 to 125,000,000 shares (the "**Authorized Shares Decrease Proposal**"); and,
3. To authorize one or more adjournments of the meeting, if necessary, to solicit additional proxies if there are insufficient votes in favor of the Reverse Stock Split and/or Authorized Shares Decrease Proposal at the Special Meeting or any adjournment(s) thereof.

The approval of these proposals is critical to the future of the Company in order to (i) maintain our Nasdaq listing over the long-term, (ii) develop our current product candidates and (iii) potentially acquire and develop in-license product candidates. Passing the proposals and a significantly higher trading price is expected to further expand the eligibility of the Company for investment from a wider set of long-term institutional investors and mutual funds to the benefit of all stockholders.

**FOR THESE REASONS, PLEASE VOTE "FOR" THESE PROPOSALS**

For additional information please refer to the proxy statement available at [www.sec.gov](http://www.sec.gov) and Onconova's investor relations web site at [www.onconova.com](http://www.onconova.com). If you have any questions, or need assistance in voting, please contact our proxy solicitor MacKenzie Partners, Inc. toll-free at (800) 322-2885. If you have recently voted, please disregard this reminder and thank you for your attention to this important matter. We appreciate your continued support of Onconova Therapeutics, and we wish you all the best during these challenging times.

For the Board of Directors,

Steven M. Fruchtman, M.D.  
President and Chief Executive Officer

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