

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## ENDRA Life Sciences Inc.

**Form: DEFA14A**

**Date Filed: 2020-04-29**

Corporate Issuer CIK: 1681682

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**SCHEDULE 14A INFORMATION**

**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 Rule 14a-12

**ENDRA LIFE 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 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:

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**

FOR THE ANNUAL MEETING OF STOCKHOLDERS

**DATE:** TUESDAY, JUNE 16, 2020  
**TIME:** 10:00 A.M. EASTERN TIME  
**LOCATION:** [HTTPS://WWW.ISSUERDIRECT.COM/VIRTUAL-EVENT/NDRA](https://www.issuerdirect.com/virtual-event/ndra)

**HOW TO REQUEST PAPER COPIES OF OUR MATERIALS****PHONE:**

CALL TOLL FREE 1-866-752-8683

**FAX:**

SEND THIS CARD TO 202-521-3464

**INTERNET:**

[HTTPS://WWW.IPROXYDIRECT.COM/NDRA](https://www.iproxydirect.com/ndra)  
 AND FOLLOW THE ON-SCREEN INSTRUCTIONS.

**EMAIL:**

[PROXY@IPROXYDIRECT.COM](mailto:PROXY@IPROXYDIRECT.COM)  
 INCLUDE YOUR CONTROL ID IN YOUR EMAIL

THIS COMMUNICATION REPRESENTS A NOTICE TO ACCESS A MORE COMPLETE SET OF PROXY MATERIALS AVAILABLE TO YOU ON THE INTERNET. WE ENCOURAGE YOU TO ACCESS AND REVIEW ALL OF THE IMPORTANT INFORMATION CONTAINED IN THE PROXY MATERIALS BEFORE VOTING. THE PROXY STATEMENT IS AVAILABLE AT: [HTTPS://WWW.IPROXYDIRECT.COM/NDRA](https://www.iproxydirect.com/ndra)

IF YOU WANT TO RECEIVE A PAPER COPY OF THE PROXY MATERIALS YOU MUST REQUEST ONE. THERE IS NO CHARGE TO YOU FOR REQUESTING A COPY. TO FACILITATE TIMELY DELIVERY PLEASE MAKE THE REQUEST, AS INSTRUCTED ABOVE, BEFORE JUNE 2, 2020.

YOU MAY ENTER YOUR VOTING INSTRUCTIONS AT: [HTTPS://WWW.IPROXYDIRECT.COM/NDRA](https://www.iproxydirect.com/ndra) UNTIL POLLS ARE CLOSED AT THE ANNUAL MEETING.

**THE PURPOSES OF THIS MEETING ARE AS FOLLOWS:**

1. TO ELECT SIX (6) NOMINEES TO THE BOARD OF DIRECTORS AS NOMINATED BY THE BOARD OF DIRECTORS: FRANCOIS MICHELON, LOUIS J. BASENESE, ANTHONY DIGIANDOMENICO, DR. SANJIV SAM GAMBHIR, MICHAEL HARSH, AND ALEXANDER TOKMAN.
2. TO APPROVE AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION INCREASING THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 50,000,000 SHARES TO 80,000,000 SHARES.
3. TO RATIFY THE APPOINTMENT OF RBSM LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2020.

PURSUANT TO SECURITIES AND EXCHANGE COMMISSION RULES, YOU ARE RECEIVING THIS NOTICE THAT THE PROXY MATERIALS FOR THE ANNUAL MEETING ARE AVAILABLE ON THE INTERNET.

FOLLOW THE INSTRUCTIONS ABOVE TO VIEW THE MATERIALS AND VOTE OR REQUEST PRINTED COPIES.

THE BOARD OF DIRECTORS HAS FIXED THE CLOSE OF BUSINESS ON APRIL, 22 2020 AS THE RECORD DATE FOR THE DETERMINATION OF STOCKHOLDERS ENTITLED TO RECEIVE NOTICE OF THE ANNUAL MEETING AND TO VOTE THE SHARES OF OUR COMMON STOCK, PAR VALUE \$0.0001 PER SHARE, AND OUR PREFERRED STOCK, PAR VALUE \$0.0001 PER SHARE, THEY HELD ON THAT DATE AT THE MEETING OR ANY POSTPONEMENT OR ADJOURNMENT OF THE MEETING. STOCKHOLDERS WILL BE ABLE TO VIEW A LIST OF STOCKHOLDERS OF RECORD AS OF THE RECORD DATE AT [HTTPS://WWW.IPROXYDIRECT.COM/NDRA](https://www.iproxydirect.com/ndra)

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE 'FOR' ALL PROPOSALS ABOVE.**

**PLEASE NOTE - THIS IS NOT A PROXY CARD - YOU CANNOT VOTE BY RETURNING THIS CARD.**

**ENDRA LIFE SCIENCES INC.**  
SHAREHOLDER SERVICES  
1 Glenwood Avenue Suite 1001  
Raleigh NC 27603

FIRST-CLASS MAIL  
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**PAID**  
RALEIGH NC  
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**TIME SENSITIVE SHAREHOLDER INFORMATION ENCLOSED**

**IMPORTANT SHAREHOLDER INFORMATION**  
**YOUR VOTE IS IMPORTANT**

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