

**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

Oncternal 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 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

**Oncternal Therapeutics, Inc.
Important Notice Regarding the Availability
of Proxy Materials**

**Stockholders Meeting to be held on
June 16, 2022**

For Stockholders of record as of April 18, 2022

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.

To view the proxy materials, and to obtain directions to attend the meeting, go to: www.proxydocs.com/ONCT

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

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.



**For a convenient way to view proxy materials and VOTE go to
www.proxydocs.com/ONCT**

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

If you want to receive a paper or e-mail copy of the proxy material, you must request one. 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 June 06, 2022.

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


INTERNET
www.investorelections.com/ONCT

When requesting via the Internet or telephone you will need the 12 digit control number located in the shaded box above.


TELEPHONE
(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 above) in the subject line. No other requests, instructions OR other inquiries should be included with your e-mail requesting material.

Oncternal Therapeutics, Inc.

Meeting Type: Annual Meeting of Stockholders

Date: Thursday, June 16, 2022

Time: 8:00 AM, PDT

Place: Annual Meeting to be held live via the Internet.

Please visit www.proxydocs.com/ONCT for more details.

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

SEE REVERSE FOR FULL AGENDA

Oncternal Therapeutics, Inc.

Annual Meeting of Stockholders

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

PROPOSAL

1. To elect three directors for a three-year term to expire at the 2025 Annual Meeting of Stockholders
 - 1.01 James B. Breitmeyer, M.D., Ph.D.
 - 1.02 Michael G. Carter, M.B., Ch.B, F.R.C.P.
 - 1.03 David F. Hale
 2. Ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the year ending December 31, 2022
 3. To transact such other business as may be properly brought before the meeting or any adjournment or postponement thereof
-

