

**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**

(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:  
\_\_\_\_\_
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- 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:  
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  - 2) Form, Schedule or Registration Statement No.:  
\_\_\_\_\_
  - 3) Filing Party:  
\_\_\_\_\_
  - 4) Date Filed:  
\_\_\_\_\_



**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on June 11, 2020, for Oncternal Therapeutics, Inc.**

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are 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. To view the proxy statement and annual report, go to [www.proxydocs.com/ONCT](http://www.proxydocs.com/ONCT). To submit 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. We have chosen to use these procedures for our 2020 Annual Meeting and need YOUR participation.

*If you want to receive a paper or e-mail copy of the proxy materials, 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 annual meeting, please make this request on or before June 1, 2020.*

**For a Convenient Way to VIEW Proxy Materials  
– and –  
VOTE Online go to: [www.proxydocs.com/ONCT](http://www.proxydocs.com/ONCT)**

Proxy Materials Available to View or Receive:

1. Proxy Statement 2. Annual Report

Printed materials may be requested by one of the following methods:



**You must use the 12 digit control number located in the shaded gray box below.**

\* 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.

ACCOUNT NO.

SHARES

**Oncternal Therapeutics, Inc., Notice of Annual Meeting**



Date: 11 June 2020  
Time: 8:00 a.m., Pacific  
Place: Annual Meeting to be held live via the Internet - please visit [www.proxydocs.com/ONCT](http://www.proxydocs.com/ONCT) for more details.

The purpose of the Annual Meeting is to take action on the following proposals:

**The Board of Directors recommends that you vote "FOR" the following:**

1. Proposal 1 - Election of Directors

**Nominees** 01 Daniel L. Kisner, M.D. 02 William R. LaRue 03 Charles P. Theuer, M.D., Ph.D.

**The Board of Directors recommends that you vote "FOR" the following:**

2. Proposal 2 - Ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the year ending December 31, 2020.

3. Proposal 3 - Approve, on an advisory basis, the compensation of our named executive officers as disclosed in the proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission.

**NOTE:** Also includes authorization to vote upon such other business as may properly come before the meeting or any adjournment or postponement thereof.

**TO ATTEND** the Annual Meeting of Oncternal Therapeutics, Inc., please visit [www.proxydocs.com/ONCT](http://www.proxydocs.com/ONCT) for virtual meeting registration details. The control number located in the shaded gray box will be required to register.