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

SCHEDULE 14A
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

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 §240.14a-12

BioXcel 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 paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11
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Your **Vote** Counts!

BIOXCEL THERAPEUTICS, INC.

2024 Annual Meeting

Vote by June 9, 2024

11:59 PM ET

BIOXCEL THERAPEUTICS, INC.
555 LONG WHARF DRIVE
NEW HAVEN, CT 06511



V45786-P05100

You invested in BIOXCEL THERAPEUTICS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 10, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 27, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

June 10, 2024
9:00 AM EDT

Meeting to be held virtually at
www.virtualshareholdermeeting.com/BTAI2024

Vote Prior to the Meeting:

Online: www.ProxyVote.com

Telephone: You can vote by telephone by requesting a paper copy of the materials, which will include a voting instruction form and instructions

By Mail: Request a paper copy of the materials, which will include a voting instruction form

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

You cannot use this notice to vote these shares. This is only an overview of the proposals being presented at the upcoming stockholder meeting. You may view more complete proxy materials online at www.ProxyVote.com or request a paper copy (see reverse side). Please follow the instructions on the reverse side to access and review all of the important information contained in the proxy materials before you vote.

Voting Items	Board Recommends
1. Election of Class III Directors Nominees: 01) Vimal Mehta, Ph.D. 02) Peter Mueller, Ph.D.	✔ For
2. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2024.	✔ For
3. Approval, on an advisory (non-binding) basis, of the compensation of the Company's named executive officers ("Say-on-Pay Vote").	✔ For
4. Approval, on an advisory (non-binding) basis, of the frequency of future Say-on-Pay Votes.	1 Year
5. Approval of an amendment to the Company's Amended and Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of common stock of the Company from 100,000,000 to 200,000,000.	✔ For
6. Approval of an amendment to the Certificate of Incorporation to provide for the exculpation of officers to the extent permitted by the General Corporation Law of the State of Delaware.	✔ For
7. Approval of an adjournment of the Annual Meeting, if necessary, to solicit additional proxies if there are not sufficient votes at the time of the Annual Meeting to approve Proposals 5 and/or 6.	✔ For

NOTE: Such other business as may properly come before the meeting or any continuation, postponement or adjournment thereof.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".