

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

Inhibikase 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.



INHIBIKASE THERAPEUTICS, INC.
3350 RIVERWOOD PARKWAY SE, SUITE 1900
ATLANTA, GEORGIA 30339
(678) 392-3419
June 20, 2024

Dear Fellow Stockholder:

You are cordially invited to attend a Special Meeting of Stockholders (the “*Special Meeting*”) of Inhibikase Therapeutics, Inc. (“*Inhibikase*,” the “*Company*,” “*we*” or “*us*”) to be held at **4:00 p.m., Eastern Time, on Monday, August 5, 2024.**

We are very pleased that the Special Meeting will be a completely virtual meeting of stockholders, which will be conducted via live webcast. The Special Meeting will be held in a virtual format only, via the Internet, with no physical in-person meeting. You will be able to attend the Special Meeting online and submit your questions during the meeting by visiting <https://web.lumiconnect.com/235841686>, password *inhibikase2024*. You will also be able to vote your shares electronically at the Special Meeting.

We are pleased to use the latest technology to increase access, to improve communication and to obtain cost savings for our stockholders and the Company. Use of a virtual meeting will enable increased stockholder attendance and participation as stockholders can participate from any location.

At the meeting, you will be asked to approve, in accordance with Nasdaq Listing Rule 5635(d), the issuance of certain common stock purchase warrants in connection with a private placement and in connection with a warrant inducement. Detailed information with respect to this matter is set forth in the accompanying Proxy Statement, which we encourage you to carefully read in its entirety.

We look forward to greeting personally those stockholders who are able to attend the meeting online. However, whether or not you plan to join us at the meeting, it is important that your shares be represented. Stockholders of record at the close of business on June 10, 2024 are entitled to notice of and to vote at the meeting. Such stockholders are urged to promptly submit the enclosed proxy card, even if their shares were sold after the record date.

You may vote over the Internet, as well as by telephone or by mail pursuant to instructions provided on the proxy card. Please review the instructions for each of your voting options described in the Proxy Statement.

Thank you for your ongoing support of Inhibikase.

Very truly yours,

/s/ Milton H. Werner
Milton H. Werner, Ph.D.
President and Chief Executive Officer

INHIBIKASE THERAPEUTICS, INC.

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Notice is hereby given that a Special Meeting of Stockholders (the “*Special Meeting*”) of Inhibikase Therapeutics, Inc. (“*Inhibikase*” or the “*Company*”), will be held virtually at **4:00 p.m., Eastern Time, on Monday, August 5, 2024**, for the following purposes:

- to approve, in accordance with Nasdaq Listing Rule 5635(d), the issuance of certain common stock purchase warrants in connection with a private placement and in connection with a warrant inducement (the “*Warrant Issuance Proposal*”); and
- to consider and act upon such other matters as may properly come before the meeting or any postponement or adjournment of the meeting.

These matters are more fully described in the accompanying Proxy Statement.

Only stockholders of record at the close of business on June 10, 2024 are entitled to notice of and to vote at the Special Meeting and any adjournment or postponement thereof. The Special Meeting will be held in a virtual format only, via the Internet, with no physical in-person meeting. Stockholders will have the ability to attend, vote and submit questions before and during the virtual meeting from any location via the Internet at <https://web.lumiconnect.com/235841686>, password *inhibikase2024*.

A complete list of these stockholders will be available in electronic form at the Special Meeting and will be accessible for ten days prior to the Special Meeting. All stockholders are cordially invited to virtually attend the Special Meeting.

Your vote is very important. Whether or not you plan to attend the Special Meeting, we encourage you to read the Proxy Statement and submit your proxy or voting instructions as soon as possible by Internet, telephone or mail. For specific instructions on how to vote your shares, please refer to the instructions in the section entitled “About the Special Meeting” beginning on page 1 of the Proxy Statement or your enclosed proxy card. Please note that shares held beneficially in street name may be voted by you in person at the Special Meeting only if you obtain a legal proxy from the broker, bank, trustee, or other nominee that holds your shares giving you the right to vote the shares.

Very truly yours,

/s/ Milton H. Werner
Milton H. Werner, Ph.D.
President and Chief Executive Officer

Atlanta, Georgia
June 20, 2024

This Notice of Special Meeting and the enclosed Proxy Statement and proxy card are first being mailed on or about June 26, 2024 to stockholders entitled to notice of and to vote at the Special Meeting.

**Important Notice Regarding the Availability of Proxy Materials for the Special
Meeting of Stockholders
To Be Held on August 5, 2024**

The Proxy Statement, along with our 2023 Annual Report, as amended, is available free of charge at the following website:
<http://www.astproxyportal.com/ast/27379/special>

Table of Contents

<u>PROXY STATEMENT</u>	5
<u>ABOUT THE SPECIAL MEETING</u>	5
<u>PROPOSAL NO. 1: APPROVAL, IN ACCORDANCE WITH NASDAQ LISTING RULE 5635(D), OF THE ISSUANCE OF CERTAIN COMMON STOCK PURCHASE WARRANTS IN CONNECTION WITH A PRIVATE PLACEMENT AND IN CONNECTION WITH A WARRANT INDUCEMENT</u>	10
<u>HOUSEHOLDING OF PROXY MATERIALS</u>	14
<u>OTHER BUSINESS</u>	15
<u>STOCKHOLDER PROPOSALS AND NOMINATIONS</u>	16
<u>ANNUAL REPORT ON FORM 10-K AND OTHER INFORMATION</u>	17

**INHIBIKASE THERAPEUTICS, INC.
3350 RIVERWOOD PARKWAY SE, SUITE 1900
ATLANTA, GEORGIA 30339**

PROXY STATEMENT

The Company's board of directors (the "*Board of Directors*") has made this Proxy Statement and related materials available to you on the Internet, or, upon your request, has delivered printed proxy materials to you by mail, in connection with the Board of Directors' solicitation of proxies for use at a Special Meeting of Stockholders (the "*Special Meeting*") of Inhibikase Therapeutics, Inc. to be held online on Monday, August 5, 2024, beginning at 4:00 p.m., Eastern Time, and at any postponements or adjournments of the Special Meeting. As a stockholder, you are invited to attend the Special Meeting and are requested to vote on the items of business described in this proxy statement (this "*Proxy Statement*").

ABOUT THE SPECIAL MEETING

Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

In accordance with rules adopted by the Securities and Exchange Commission ("*SEC*"), we are providing access to our proxy materials over the Internet. Accordingly, we are sending a Notice Regarding Availability of Proxy Materials (the "*Notice*") to our stockholders of record and beneficial owners as of the record date (for more information on the record date, see "*Who is entitled to vote at the Special Meeting?*"). The mailing of the Notice to our stockholders is scheduled to begin on or about June 26, 2024. All stockholders will have the ability to access the proxy materials and our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "*Annual Report*") on a website referred to in the Notice or to request to receive a printed set of the proxy materials and the Annual Report. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice. Stockholders may also request to receive proxy materials and our Annual Report in printed form by mail or electronically by email on an ongoing basis.

How do I get electronic access to the proxy materials?

The Notice will provide you with instructions regarding how you can:

- View our proxy materials for the Annual Meeting and our Annual Report on the Internet; and
- Instruct us to send our future proxy materials to you electronically by email.

Choosing to receive your future proxy materials by email will save us the cost of printing and mailing documents to you, and will reduce the impact of printing and mailing these materials on the environment. Stockholders may also request to receive proxy materials and our Annual Report in printed form by mail or electronically by email on an ongoing basis. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting website. Your election to receive proxy materials by email will remain in effect until you terminate it.

What is the purpose of the Special Meeting?

At the Special Meeting, stockholders will act upon the matters outlined in the notice of meeting accompanying this Proxy Statement, consisting of (i) the approval, in accordance with Nasdaq Listing Rule 5635(d), of the issuance of certain common stock purchase warrants in connection with a private placement and in connection with a warrant inducement (the "*Warrant Issuance Proposal*") and (ii) such other business that may properly come before the meeting or any postponement or adjournment thereof. Our Board of Directors is not currently aware of any other matters which will come before the meeting.

How do proxies work and how are votes counted?

The Board of Directors is asking for your proxy. Giving us your proxy means that you authorize us to vote your shares at the Special Meeting in the manner you direct. You may vote to approve, in accordance with

Nasdaq Listing Rule 5635(d), the issuance of certain common stock purchase warrants in connection with a private placement and in connection with a warrant inducement. If a stockholder of record does not indicate instructions with respect to one or more matters on his, her or its proxy, the shares represented by that proxy will be voted as recommended by the Board of Directors (for more information, see “— *How does the Board of Directors’ recommend that I vote?*”). If a beneficial owner of shares held in street name does not provide instructions to the bank, broker, or other nominee holding those shares, please see the information below under the caption “— *What if I am a beneficial owner and do not give voting instructions to my broker or other nominee?*”

Who is entitled to vote at the Special Meeting?

Only stockholders of record at the close of business on June 10, 2024, the record date for the meeting (the “*Record Date*”), are entitled to receive notice of and to participate in the Special Meeting, or any postponements and adjournments of the meeting. If you were a stockholder of record on that date, you will be entitled to vote all of the shares you held on that date at the meeting, or any postponements or adjournments of the meeting.

On the Record Date, there were 7,216,145 shares of our common stock, par value \$0.001 per share (“*Common Stock*”) outstanding. Each outstanding share of Common Stock is entitled to one vote on each of the matters presented at the Special Meeting or postponements and adjournments of the meeting.

What constitutes a quorum?

The presence at the meeting, in person or by proxy, of the holders of a majority of the outstanding shares of Common Stock as of the Record Date will constitute a quorum, permitting the Special Meeting to conduct its business. As of the Record Date, 7,216,145 shares of Common Stock, representing the same number of votes, were outstanding. Thus, the presence of holders representing at least 3,608,073 shares will be required to establish a quorum.

If a stockholder abstains from voting as to any matter or matters, the shares held by such stockholder shall be deemed present at the Special Meeting for purposes of determining a quorum. If a bank, broker, or other nominee returns a “broker non-vote” proxy, indicating a lack of voting instructions by the beneficial holder of the shares and a lack of discretionary authority on the part of the bank, broker, or other nominee to vote on a particular matter, then the shares covered by such broker non-vote proxy shall not be counted at the Special Meeting for purposes of determining a quorum. For more information on discretionary and non-discretionary matters, see “— *What if I am a beneficial owner and do not give voting instructions to my broker or other nominee?*”

What vote is required to approve each matter and how are votes counted?

Proposal No. 1: Approval, in Accordance with Nasdaq Listing Rule 5635(d), of the Issuance of Certain Common Stock Purchase Warrants in Connection with a Private Placement and in Connection with a Warrant Inducement.

The affirmative vote of a majority of the outstanding shares of our Common Stock present in person or represented by proxy at the Special Meeting and entitled to vote on this proposal is required for the approval of this proposal. An abstention from voting by a stockholder present in person or represented by proxy at the meeting has the same legal effect as a vote “against” the matter. A broker non-vote for which the broker does not have voting discretion will be excluded entirely from the vote and will therefore have no effect on the outcome of the vote for this matter.

How can you attend the Special Meeting?

We will be hosting the Special Meeting live via audio webcast. Any stockholder can attend the Special Meeting live online at <https://web.lumiconnect.com/235841686>, password `inhibikase2024`. If you were a stockholder as of the Record Date, or you hold a valid proxy for the Special Meeting, you can vote at the Special Meeting. A summary of the information you need to attend the Special Meeting online is provided below:

- Instructions on how to attend and participate via the Internet, including how to demonstrate proof of stock ownership, are posted at <https://web.lumiconnect.com/235841686>, password `inhibikase2024`.
- Assistance with questions regarding how to attend and participate via the Internet will be provided at

www.voteproxy.com on the day of the Special Meeting.

- Webcast will start on August 5, 2024, at 4:00 p.m., Eastern Time.
- You will need your 11-digit control number to enter the Special Meeting.
- Stockholders may submit questions while attending the Special Meeting via the Internet.
- Webcast replay of the Special Meeting will be available until August 5, 2025.

To attend and participate in the Special Meeting, you will need the 11-digit control number included on your proxy card, or on the instructions that accompanied your proxy materials. If your shares are held in “street name,” you should contact your bank or broker to obtain your 11-digit control number or otherwise vote through the bank or broker. If you lose your 11-digit control number, you may join the Special Meeting as a “Guest”, but you will not be able to vote, ask questions or access the list of stockholders as of the Record Date.

Why hold a virtual meeting?

We are excited to use the latest technology to provide expanded access, improved communication and cost savings for our stockholders and the Company while providing stockholders the same rights and opportunities to participate as they would have at an in-person meeting. We believe the virtual meeting format enables increased stockholder attendance and participation because stockholders can participate from any location around the world.

How do I ask questions at the virtual Special Meeting?

During the virtual Special Meeting, you may only submit questions in the question box provided at <https://web.lumiconnect.com/235841686>, password in hibikase2024. We will respond to as many inquiries at the virtual Special Meeting as time allows.

What if during the check-in time or during the virtual Special Meeting I have technical difficulties or trouble accessing the virtual meeting website?

We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual meeting website. If you encounter any difficulties accessing the virtual Special Meeting during the check-in or meeting time, please call the technical support number that will be posted on the Special Meeting website log-in page.

How can I vote my shares?

Record Owners and Beneficial Owners Who Have Been Provided With an 11-Digit Control Number

If you are a record holder, meaning your shares are registered in your name and not in the name of a broker, trustee, or other nominee, or a beneficial owner who has been provided by your broker with an 11-digit control number, you may vote:

1. Over the Internet — If you have Internet access, you may authorize the voting of your shares by accessing www.voteproxy.com and following the instructions set forth in the proxy materials. You must specify how you want your shares voted or your vote will not be completed, and you will receive an error message. Your shares will be voted according to your instructions. You can also vote during the meeting by visiting <https://web.lumiconnect.com/235841686>, password in hibikase2024 and having available the control number included on your proxy card or on the instructions that accompanied your proxy materials.
2. By Telephone — If you are a registered stockholder or a beneficial owner who has been provided with a control number on the voting instruction form that accompanied your proxy materials, you may call toll-free 1-800-PROXIES (1-800-776-9437) in the United States or 1-201-299-4446 from foreign countries to vote by telephone. Your shares will be voted according to your instructions.
3. By Mail — Complete and sign the attached WHITE proxy card and mail it in the enclosed postage prepaid envelope. Your shares will be voted according to your instructions. If you sign your WHITE proxy card but do not specify how you want your shares voted, they will be voted as recommended by

our Board of Directors. Unsigned proxy cards will not be voted.

Beneficial Owners

As the beneficial owner, you have the right to direct your broker, trustee, or other nominee on how to vote your shares. In most cases, when your broker provides you with proxy materials, they will also provide you with an 11-digit control number, which will allow you to vote as described above or at the Special Meeting. If your broker has not provided you with an 11-digit control number, please contact your broker for instructions on how to vote your shares.

Stockholders who submit a proxy by Internet or telephone need not return a proxy card or any form forwarded by your broker, bank, trust or nominee. Stockholders who submit a proxy through the Internet or telephone should be aware that they may incur costs to access the Internet or telephone, such as usage charges from telephone companies or Internet service providers, and that these costs must be borne by the stockholder.

What am I voting on at the Special Meeting?

The following proposal is scheduled for a vote at the Special Meeting:

•***Proposal No. 1:*** to approve, in accordance with Nasdaq Listing Rule 5635(d), the issuance of certain common stock purchase warrants in connection with a private placement and in connection with a warrant inducement.

The proposal is described in further detail below.

What happens if additional matters are presented at the Special Meeting?

Other than the items of business described in this Proxy Statement, we are not currently aware of any other business to be acted upon at the Special Meeting. If you grant a proxy, the persons named as proxy holders, Dr. Milton H. Werner, our President and Chief Executive Officer, and Garth Lees-Rolfe, our Chief Financial Officer, will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting.

How does the Board of Directors' recommend that I vote?

As to the proposal to be voted on at the Special Meeting, the Board of Directors unanimously recommends that you vote **FOR** Proposal No. 1, to approve, in accordance with Nasdaq Listing Rule 5635(d), the issuance of certain common stock purchase warrants in connection with a private placement and in connection with a warrant inducement.

What if I am a stockholder of record and do not indicate voting instructions on my proxy?

If you are a stockholder of record and provide specific instructions on your proxy with regard to certain items, your shares will be voted as you instruct on such items. If no instructions are indicated on your proxy for the proposal to be voted on, the shares will be voted as recommended by the Board of Directors for the approval, in accordance with Nasdaq Listing Rule 5635(d), of the issuance of certain common stock purchase warrants in connection with a private placement and in connection with a warrant inducement. If any other matters are properly presented for consideration at the meeting, the individuals named as proxy holders, Dr. Milton H. Werner, our President and Chief Executive Officer, and Garth Lees-Rolfe, our Chief Financial Officer, will vote the shares that they represent on those matters as recommended by the Board of Directors. If the Board of Directors does not make a recommendation, then they will vote in accordance with their best judgment.

What if I am a beneficial owner and do not give voting instructions to my broker or other nominee?

As a beneficial owner, in order to ensure your shares are voted in the way you would like, you must provide voting instructions to your bank, broker, or other nominee by the deadline provided in the materials you receive from your bank, broker, or other nominee or vote by mail, telephone or Internet according to instructions provided by your bank, broker, or other nominee. If you do not provide voting instructions to your bank, broker, or other nominee, whether your shares can be voted by such person or entity depends on the type of item being

considered for vote.

The Warrant Issuance Proposal is a non-discretionary item and may not be voted on by brokers, banks or other nominees who have not received specific voting instructions from beneficial owners. A broker non-vote occurs when a broker holding shares for a beneficial owner does not vote on a particular proposal because the broker does not have discretionary voting authority and has not received voting instructions from the beneficial owner.

We encourage you to provide instructions to your broker regarding the voting of your shares.

Can I change my vote or revoke my proxy?

Yes. (1) If you are a stockholder of record, you may revoke your proxy by (i) entering a new vote by telephone or over the Internet up until 11:59 P.M. Eastern Time on August 4, 2024, (ii) attending the Special Meeting and voting in person (although attendance at the Special Meeting will not in and of itself revoke a proxy) or (iii) entering a new vote by mail. Any written notice of revocation or subsequent proxy card must be received by the Chief Financial Officer of the Company prior to the holding of the vote at the Special Meeting at 4:00 p.m., Eastern Time, on August 5, 2024. Such written notice of revocation or subsequent proxy card should be hand delivered to the Chief Financial Officer of the Company or sent to the Company's principal executive offices at 3350 Riverwood Parkway SE, Suite 1900, Atlanta, Georgia 30339, Attention: Chief Financial Officer. (2) If a broker, bank, or other nominee holds your shares, you must contact them in order to find out how to change your vote.

The last proxy or vote that we receive from you will be the vote that is counted.

Who will bear the cost of soliciting votes for the Special Meeting?

We will pay the entire cost of preparing, assembling, printing, mailing, and distributing these proxy materials and soliciting votes. If you choose to access the proxy materials and/or vote over the Internet, you are responsible for Internet access charges you may incur. If you choose to vote by telephone, you are responsible for telephone charges you may incur. In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone, or by electronic communication by our directors, officers, and employees, who will not receive any additional compensation for such solicitation activities. We have engaged Kingsdale Shareholder Services US LLC ("*Kingsdale Advisors*") to assist in soliciting proxies on our behalf. Kingsdale Advisors may solicit proxies personally, electronically or by telephone. We have agreed to pay Kingsdale Advisors a fee of \$10,500 plus reimburse them for certain out-of-pocket disbursements and expenses. We have also agreed to indemnify Kingsdale Advisors and its employees against certain liabilities arising from or in connection with the engagement.

What is "householding" and where can I get additional copies of proxy materials?

For information about householding and how to request additional copies of proxy materials, please see the section captioned "*Householding of Proxy Materials*."

Whom may I contact if I have other questions about the Special Meeting or voting?

You may contact the Company at 3350 Riverwood Parkway SE, Suite 1900, Atlanta, Georgia 30339 11790, Attention: Milton H. Werner, Ph.D., or by telephone at (678) 392-3419, or you may contact Kingsdale Advisors by telephone at 1-800-497-3946 (toll free) or 1-917-936-5214 (call or text outside North America) or by email at contactus@kingsdaleadvisors.com.

Where can I find the voting results of the Special Meeting?

We will announce preliminary voting results at the Special Meeting. Final voting results will be disclosed on a Form 8-K filed with the SEC within four business days after the Special Meeting, which will also be available on our website.

We encourage you to vote by proxy over the Internet, by mail or telephone pursuant to instructions provided on the proxy card.

PROPOSAL NO. 1
APPROVAL, IN ACCORDANCE WITH NASDAQ LISTING RULE 5635(D), OF THE ISSUANCE OF CERTAIN COMMON STOCK
PURCHASE WARRANTS IN CONNECTION WITH A PRIVATE PLACEMENT AND IN CONNECTION WITH A WARRANT
INDUCEMENT

We are seeking stockholder approval, for purposes of complying with Nasdaq Listing Rule 5635(d), for the issuance of 3,344,904 shares of Common Stock issuable upon exercise of certain outstanding common stock purchase warrants issued on May 22, 2024 (the “*Private Common Warrants*”) and for the issuance of 1,417,000 shares of Common Stock issuable upon exercise of certain outstanding common stock purchase warrants issued on May 22, 2024 (the “*Inducement Warrants*”).

The information set forth in this Proposal 1 is qualified in its entirety by reference to the full text of the Securities Purchase Agreement (as defined below), form of Series A Warrant, form of Series B Warrant, form of Series C Warrant, form of Series D Warrant and Inducement Letter (as defined below) attached as exhibits 10.1, 4.2, 4.3, 4.4, 4.5 and 10.3, respectively, to our Current Report on Form 8-K filed with the SEC on May 20, 2024.

Stockholders are urged to carefully read these documents.

Background

On May 20, 2024, we entered into a placement agency agreement with Maxim Group LLC (the “*Placement Agent*”) pursuant to which the Placement Agent agreed to serve as the sole placement agent, on a “reasonable best efforts” basis, in connection with a registered direct public offering (the “*Offering*”) of 714,527 shares (“*Shares*”) of Common Stock and pre-funded warrants (“*Pre-Funded Warrants*”) to purchase up to 957,925 shares of Common Stock and, in a concurrent private placement, Private Common Warrants to purchase up to 3,344,904 shares of Common Stock. In connection with the Offering, the Company also entered into a securities purchase agreement (the “*Securities Purchase Agreement*”) with a certain institutional investor as purchaser (the “*Investor*”) pursuant to which we sold, and the Investor purchased, the Shares, Pre-Funded Warrants and Private Common Warrants. The Company received gross proceeds from the Offering, before deducting placement agent fees and other estimated offering expenses payable by the Company, of approximately \$2.8 million. The transaction closed on May 22, 2024. The terms of the transaction were the result of arms length negotiations with the Investor and reflect what we believe were the best terms we can achieve in a financing.

Each Private Common Warrant has an exercise price of \$1.68 per share and will become exercisable on the first trading day following the Company’s notice to the Investor of the approval by the Company’s stockholders with respect to the issuance of shares of Common Stock underlying the Private Common Warrants pursuant to the applicable rules and regulations of Nasdaq (such date and the date that the Company notifies the Investor of its stockholders’ approval of the issuance of shares of Common Stock underlying the Inducement Warrants (as defined below), the “*Approval Date*”). 1,672,452 of the Private Common Warrants are exercisable for a period of twelve months from the Approval Date (the “*Series A Warrants*”), and 1,672,452 of the Private Common Warrants are exercisable for a period of five years from the Approval Date (the “*Series B Warrants*”). The Private Common Warrants provide for a cashless exercise feature if there is no effective registration statement covering the Private Common Warrants.

The Securities Purchase Agreement requires the Company, among its other obligations, to hold a meeting of stockholders by August 18, 2024 to request stockholder approval for the issuance of the Private Common Warrants. If the stockholder approval is not obtained at the Special Meeting, then the Company will be required to call another meeting of stockholders every ninety (90) days thereafter to seek the stockholder approval until the date stockholder approval is obtained.

Also on May 20, 2024, we entered into a letter agreement (the “*Inducement Letter*”) with the Investor pursuant to which the Investor agreed to exercise, for cash, certain outstanding Common Stock purchase warrants that we issued to the Investor on January 27, 2023 (the “*Existing Warrants*”) with an exercise price of \$4.50 per warrant (as adjusted for the 1-for-6 reverse split of Common Stock the Company effected on June 30, 2023). The Investor exercised, in the aggregate, Existing Warrants to purchase 708,500 shares of Common Stock (the “*Existing Warrant Shares*”) in exchange for the Company’s agreement to (i) lower the exercise price of the Existing Warrants to \$1.68 per share pursuant to an amendment to the Existing Warrants (the “*Warrant Amendment*”) and (ii) issue new warrants (the “*Inducement Warrants*”) to the Investor to purchase, in the aggregate, up to 1,417,000 shares of Common Stock (such transactions, collectively, the “*Warrant Inducement*”).

In addition, 1,229,484 Existing Warrants held by the Investor which were not exercised in connection with the Warrant Inducement had their exercise price reduced to \$1.68 per share (such transactions together with the Warrant Inducement, the “*Warrant Repricing*”). The Company received aggregate gross proceeds of approximately \$1.2 million from the exercise of the Existing Warrants by the Investor. The Warrant Repricing closed on May 22, 2024.

The Inducement Warrants have an exercise price of \$1.68 per share and provide for a cashless exercise feature if there is no effective registration statement covering the Inducement Warrants. 708,500 of the Inducement Warrants are exercisable for twelve months from the Approval Date (the “*Series C Warrants*”) and the remaining 708,500 Inducement Warrants are exercisable for five years from the Approval Date (the “*Series D Warrants*”).

Upon receipt of stockholder approval of the Warrant Issuance Proposal, if all of the Private Common Warrants and all of the Inducement Warrants are exercised as described in the preceding paragraphs, the Company will have 11,978,049 shares of Common Stock outstanding (based on 7,216,145 shares of Common Stock outstanding as of the Record Date). In addition to the Private Common Warrants and the Inducement Warrants, the Company has 3,224,061 shares of Common Stock issuable upon exercise of warrants outstanding as of the Record Date.

Under the terms of the Private Common Warrants and the Inducement Warrants, in the event of a “Fundamental Transaction” (as defined in the applicable warrant, which generally includes any merger with another entity, the sale, transfer or other disposition of all or substantially all of our assets to another entity, or the acquisition by a person of more than 50% of our Common Stock), each warrant holder will have the right at any time prior to the consummation of the Fundamental Transaction to require us to repurchase the warrant for a purchase price in cash equal to the Black Scholes value (as calculated under the applicable warrant) of the then remaining unexercised portion of such warrant on the date of such Fundamental Transaction.

The Company has agreed, as soon as practicable (but in no event later than 30 days after the date of the Inducement Letter), to file a registration statement on Form S-1 or S-3 to register the resale of the shares of Common Stock underlying the Inducement Warrants and to use commercially reasonable efforts to cause such registration statement to become effective within sixty (60) days (ninety (90) days in the event the SEC elects to review such registration statement) of its initial filing.

We are seeking stockholder approval for Proposal No. 1 because, pursuant to the Securities Purchase Agreement, we agreed to issue the Private Common Warrants in the Offering and, pursuant to the Inducement Letter, we agreed to issue the Inducement Warrants in connection with the Warrant Repricing, and the Private Common Warrants and the Inducement Warrants are not exercisable unless and until we receive stockholder approval. In the event stockholder approval for Proposal No. 1 is not obtained at the Special Meeting, we will be required to call another meeting of stockholders every ninety (90) days thereafter to seek the stockholder approval until the date stockholder approval is obtained which would be costly and time consuming. In addition, in the event stockholder approval is obtained and the Private Common Warrants and the Inducement Warrants are exercised for cash, the Company would receive up to approximately \$8 million (up to approximately \$5,619,439 from the exercise of the Private Common Warrants and up to \$2,380,560 from the exercise of the Inducement Warrants).

Support Agreement

On May 20, 2024, in connection with the Offering, the concurrent private placement and the Warrant Repricing, the Company and Milton H. Werner, Ph.D., our President and Chief Executive Officer, entered into a support agreement pursuant to which, among other things, Dr. Werner agreed to vote his shares of Common Stock and any other securities of the Company which Dr. Werner is entitled to vote in favor of stockholder approval of the issuance of the Private Common Warrants and the Inducement Warrants. As of the Record Date, Dr. Werner beneficially owned 957,435 shares of Common Stock, or approximately 13.1% of our outstanding Common Stock.

Nasdaq Stockholder Approval Requirement; Reasons for the Warrant Issuance Proposal

Nasdaq Listing Rule 5635(d) requires stockholder approval in connection with a transaction, other than a

public offering, involving the sale or issuance by the issuer of common stock (or securities convertible into or exchangeable for common stock) equal to 20% or more of the common stock or 20% or more of the voting power of such company outstanding before the issuance for a price that is less than the lower of: (i) the closing price of the common stock immediately preceding the signing of the binding agreement for the issuance of such securities and (ii) the average closing price of the common stock for the five trading days immediately preceding the signing of the binding agreement for the issuance of such securities. Because of Nasdaq Listing Rule 5635(d), the Private Common Warrants and the Inducement Warrants provide that they may not be exercised, and therefore have no value, unless stockholder approval of their issuance is obtained.

The Board of Directors Recommends That Stockholders Vote “For” The Warrant Issuance Proposal.

ITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information regarding the shares of our Common Stock beneficially owned as of the Record Date, by (i) each person, or group of affiliated persons, who is known to us to beneficially own 5% or more of the outstanding Common Stock, (ii) each of our named executive officers and current executive officers, (iii) each of our directors and (iv) all of our current executive officers and directors as a group.

We have determined beneficial ownership in accordance with the rules of the SEC, and thus it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned, subject to community property laws where applicable. The information does not necessarily indicate beneficial ownership for any other purpose, including for purposes of Sections 13(d) and 13(g) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”).

We have based our calculation of the percentage of beneficial ownership on 7,216,145 shares of our common stock outstanding on the Record Date. We have deemed shares of Common Stock subject to stock options that are currently exercisable or exercisable within 60 days of the Record Date to be outstanding and to be beneficially owned by the person holding the stock option for the purpose of computing the percentage ownership of that person. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated below, the address of each beneficial owner listed in the table below is c/o Inhibikase Therapeutics, Inc., 3350 Riverwood Parkway SE, Suite 1900, Atlanta, GA 30339. The information in the table below is based solely on a review of Schedules 13D and 13G as well as the Company’s knowledge of holdings with respect to its employees and directors and information provided by a major investor.

Name of Beneficial Owner	Shares Beneficially Owned	
	Shares	Percentage
Named Executive Officers, Executive Officers and Directors		
Milton H. Werner, Ph.D.(1)	957,435	13.1 %
Garth Lees-Rolfe C.P.A.(2)	1,945	*
Dennis Berman(3)	40,106	*
Roy Freeman, M.D.(4)	40,106	*
Paul Grint, M.D.(5)	40,106	*
Gisele Dion(6)	11,667	*
Joseph Frattaroli, C.P.A.(7)	65,690	*
All executive officers and directors as a group (six persons)	1,091,365	14.7 %
5% Stockholders		
Armistice Capital, LLC(8)	597,575	8.3 %

* Represents beneficial ownership of less than one percent.

(1) Consists of (a) 889,242 shares held of record by Milton H. Werner, Ph.D. and (b) 68,193 shares underlying options exercisable within 60 days of the Record Date.

(2) Consists of 1,945 shares underlying options exercisable within 60 days of the Record Date.

(3) Consists of 40,106 shares underlying options exercisable within 60 days of the Record Date.

(4) Consists of 40,106 shares underlying options exercisable within 60 days of the Record Date.

(5) Consists of 40,106 shares underlying options exercisable within 60 days of the Record Date.

(6) Consists of 11,667 shares underlying options exercisable within 60 days of the Record Date.

(7) Consists of (a) 7,357 shares held of record by Flagship Consulting, Inc., an entity controlled by Mr. Frattaroli, (b) 658 shares held directly and (c) 57,675 underlying options exercisable within 60 days of the Record Date. Mr. Frattaroli retired from his position as our Chief Financial Officer effective March 31, 2024.

(8) Consists of 597,575 shares of common stock. Does not include (i) 3,344,904 shares of common stock underlying the Private Common Warrants, (ii) 1,417,000 shares of common stock underlying the Inducement Warrants, (iii) 1,229,484 shares of common stock underlying the Existing Warrants or (iv) 1,666,425 shares of common stock underlying the Pre-Funded Warrants, which are not exercisable within 60 days of the Record Date. The securities are directly held by Armistice Capital Master Fund Ltd., a Cayman Islands exempted company (the “Master Fund”), and may be deemed to be beneficially owned by: (i) Armistice Capital, LLC (“Armistice Capital”), as the investment manager of the Master Fund; and (ii) Steven Boyd, as the Managing Member of Armistice Capital. The Private Common Warrants, Inducement Warrants, Pre-Funded Warrants and Existing Warrants are subject to a beneficial ownership limitation of 4.99%, which such limitation restricts Armistice Capital from exercising that portion of such warrants that would result in Armistice Capital and its affiliates owning, after exercise, a number of shares of common stock in excess of the beneficial ownership limitation. The address of Armistice Capital Master Fund Ltd. is c/o Armistice Capital, LLC, 510 Madison Avenue, 7th Floor, New York, NY 10022.

HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy materials with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as "householding," potentially provides extra convenience for stockholders and cost savings for companies. The Company, as well as some brokers (or other nominees), household the Company's proxy materials, which means that we or they deliver a single proxy statement or notice, as applicable, to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker (or other nominee) or from us that they or we will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement in the future, or if you are receiving multiple copies of the proxy statement and wish for only one copy to be delivered to your household in the future, please notify (i) your broker (or other nominee) if your shares are held in a brokerage or similar account or (ii) the Company if you hold registered shares in your own name. We will promptly deliver a separate proxy statement to record stockholders upon written or oral request. You can notify us of your instructions by telephone at (678) 392-3419 or by sending a written request to:

INHIBIKASE THERAPEUTICS, INC.
3350 RIVERWOOD PARKWAY SE, SUITE 1900
ATLANTA, GEORGIA 30339

OTHER BUSINESS

We do not know of any matters that are to be presented for action at the Special Meeting other than those set forth above. If any other matters properly come before the Special Meeting, the person named in the enclosed proxy card will vote the shares represented by proxies as recommended by the Board of Directors. If the Board of Directors does not make a recommendation, then they will vote in accordance with their best judgment.

STOCKHOLDER PROPOSALS AND NOMINATIONS

In order for a stockholder proposal to be considered for inclusion in the proxy statement for the 2025 annual meeting of stockholders, the written proposal must be received by the Chief Financial Officer at the address below no earlier than **February 10, 2025** and no later than **March 12, 2025**. In the event that the annual meeting of stockholders is called for a date that is not within 30 days before or after the first anniversary of the date of this year's annual meeting, the proposal must be received no later than a reasonable time before the Company begins to print and mail its proxy materials. The proposal will also need to comply with the SEC's regulations under Rule 14a-8 under the Exchange Act regarding the inclusion of stockholder proposals in company sponsored proxy materials. Proposals should be addressed to:

INHIBIKASE THERAPEUTICS, INC.
3350 RIVERWOOD PARKWAY SE, SUITE 1900
ATLANTA, GEORGIA 30339

For a stockholder proposal that is not intended to be included in the proxy statement for the 2025 annual meeting of stockholders, or if you want to nominate a person for election as a director, you must provide written notice to the Company at the address above. The Chief Financial Officer must receive this notice not earlier than **February 10, 2025** and no later than **March 12, 2025**. However, if our 2025 annual meeting of stockholders is held *more than 30 days before or more than 60 days after June 7, 2025*, then the Chief Financial Officer must receive this notice not earlier than the close of business on the 120th day prior to the date of our 2025 annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which we make a public announcement of the date of the meeting. The notice of a proposed item of business must provide information as required in our Amended and Restated Bylaws which, in general, require that the notice include for each matter a brief description of the matter to be brought before the meeting; the reason for bringing the matter before the meeting; your name, address, and number of shares you own beneficially or of record; and any material interest you have in the proposal.

Effective September 1, 2022, Rule 14a-19 under the Exchange Act requires the use of a universal proxy card in contested director elections. Under this "universal proxy rule," a stockholder intending to engage in a director election contest with respect to an annual meeting of stockholders must give the Company notice of its intent to solicit proxies by providing the name(s) of the stockholder's nominee(s) and certain other information at least 60 calendar days prior to the anniversary of the previous year's annual meeting date (except that, if the Company did not hold an annual meeting during the previous year, or if the date of the meeting has changed by more than 30 calendar days from the previous year, then notice must be provided by the later of 60 calendar days prior to the date of the annual meeting or the 10th calendar day following the day on which public announcement of the date of the annual meeting is first made by the Company).

The notice of a proposed director nomination must provide information and documentation as required in our Amended and Restated Bylaws which, in general, require that the notice of a director nomination include the information about the nominee that would be required to be disclosed in the solicitation of proxies for the election of a director under federal securities laws; a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nominations are to be made by the stockholder; a written statement executed by the nominee acknowledging that as a director of the Company, the nominee will owe a fiduciary duty under Delaware law with respect to the Company and its stockholders; and any other information relating to the nominee that would be required to be disclosed about such nominee if proxies were being solicited for the election or re-election of the nominee as a director, or that is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act (including without limitation the nominee's written consent to being named in the proxy statement, if any, as a nominee and to serving as a director if elected or re-elected, as the case may be). A copy of the Amended and Restated Bylaw requirements will be provided upon request to the Company at the address above.

ANNUAL REPORT ON FORM 10-K AND OTHER INFORMATION

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, including financial statements and any financial statement schedules required to be filed in accordance with SEC rules, will be sent without charge to any stockholder of the Company requesting it in writing from: Inhibikase Therapeutics, Inc., 3350 Riverwood Parkway SE, Suite 1900, Atlanta, Georgia 30339, Attention: Milton H. Werner, Ph.D. We also make available, free of charge on our website, all of our filings that are publicly filed on the SEC's EDGAR website, including Forms 10-K, 10-Q and 8-K, at <https://www.inhibikase.com/>.

By Order of the Board of Directors

/s/ Milton H. Werner

Milton H. Werner, Ph.D.
President and Chief Executive Officer

Atlanta, Georgia
June 20, 2024

**SPECIAL MEETING OF STOCKHOLDERS OF
INHIBIKASE THERAPEUTICS, INC.**

August 5, 2024

GO GREEN

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via <https://equiniti.com/us/ast-access> to enjoy online access.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:

The Notice of Meeting, Proxy Statement and 2023 Annual Report to Stockholders are available at <http://www.astproxyportal.com/ast/27379/special>

Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

■ 200300000000000000001000 1

080524

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSAL 1.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. Approval, in accordance with Nasdaq Listing Rule 5635(d), of the issuance of certain common stock purchase warrants in connection with a private placement and in connection with a warrant inducement. FOR AGAINST ABSTAIN

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Special Meeting. This proxy when properly executed will be voted as directed herein by the undersigned stockholder. **If no direction is made, this proxy will be voted FOR Proposal 1.**

MARK "X" HERE IF YOU PLAN TO ATTEND THE VIRTUAL MEETING.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder Date: Signature of Stockholder Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

