

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 under §240.14a-12

CATABASIS PHARMACEUTICALS, INC.

(Exact 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 Fil

**Important Notice Regarding the Availability of Proxy Materials
for the Stockholder Meeting to Be Held on June 2, 2021**

Your **Vote** Counts!

CATABASIS PHARMACEUTICALS, INC.

2021 Annual Meeting
June 2, 2021
9:00 a.m. Eastern Time

Virtual Meeting Site: www.virtualshareholdermeeting.com/CATB2021

CATABASIS PHARMACEUTICALS, INC.
100 HIGH STREET, 28TH FLOOR
BOSTON, MA 02110



D47418-P51431

You invested in CATABASIS PHARMACEUTICALS, INC. and it's time to vote!
You have the right to vote on proposals being presented at the Annual Meeting.

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 19, 2021. If you would like to receive a copy of the material(s) for this and/or future stockholder meetings, you must request them. To make such a request, 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.



To view the proxy materials 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*

Vote on June 2, 2021
9:00 a.m. Eastern Time
Visit: www.virtualshareholdermeeting.com/CATB2021








Vote in Advance of the Meeting

Vote by June 1, 2021 11:59 p.m. Eastern Time
Visit: www.ProxyVote.com

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

THIS IS NOT A VOTABLE BALLOT

This is an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.ProxyVote.com or request a paper copy free of charge (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Class III Directors to serve until the 2024 Annual Meeting of Stockholders Nominees: 01) Gregg Lapointe 02) Jonathan Violin	 For
2. To approve the issuance, in accordance with Nasdaq Listing Rule 5635(a), of our common stock, upon conversion of our Series X Preferred Stock issued in January and February 2021.	 For
3. To approve the amendments to our certificate of incorporation, as amended, to effect a reverse stock split at a ratio in the range of 1-for-3 to 1-for-6, with the exact ratio to be set within that range at the discretion of our Board of Directors before December 2, 2021 without further approval or authorization of our stockholders and with our Board of Directors able to elect to abandon such proposed amendment and not effect the reverse stock split authorized by stockholders, in its sole discretion.	 For
4. To approve an amendment of our Amended and Restated 2015 Stock Incentive Plan to increase the number of shares available for issuance thereunder by 6,000,000 shares.	 For
5. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021.	 For
6. To approve, by non-binding advisory vote, our executive compensation.	 For
7. To approve, by non-binding advisory vote, the frequency of future executive compensation advisory votes.	 1 Year

NOTE: The shares represented by the proxy when properly executed will be voted in the manner directed herein by the undersigned stockholder(s). If no direction is made, the proxy will be voted FOR the election of the nominees listed in item 1, FOR items 2 through 6 and 1 Year on Item 7. If any other matters properly come before the meeting, the persons named in the proxy will vote in their discretion.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".