

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

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

**TRACON Pharmaceuticals, Inc.**  
(Name of Registrant as Specified in its Charter)

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(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)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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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):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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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.

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- 1) Amount Previously Paid:  

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  - 2) Form, Schedule or Registration Statement No.:  

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  - 3) Filing Party:  

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  - 4) Date Filed:  

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# Your Vote Counts!

TRACON PHARMACEUTICALS, INC.

2021 Annual Meeting  
Vote by June 9, 2021  
11:59 PM ET

TRACON PHARMACEUTICALS, INC.  
4350 LA JOLLA VILLAGE DRIVE  
SUITE 800  
SAN DIEGO, CA 92122



D49685-P56574

You invested in TRACON PHARMACEUTICALS, 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 material for the stockholder meeting to be held on June 10, 2021.**

## 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, 2021. 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](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto: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](http://www.ProxyVote.com)

Control #



**Smartphone users**  
Point your camera here and  
vote without entering a  
control number



## Vote in Person at the Meeting\*

June 10, 2021  
8:00 AM, PDT

4350 La Jolla Village Drive  
Suite 800  
San Diego, California 92122

\*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

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## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b>	
1A. Charles Theuer, M.D., Ph.D.	✓ For
1B. William R. LaRue	✓ For
1C. Lisa Johnson-Pratt, M.D.	✓ For
2. To approve, on an advisory basis, the compensation of the Company's named executive officers.	✓ For
3. To indicate, on an advisory basis, the preferred frequency of future stockholder advisory votes on the compensation of the Company's named executive officers.	1 Year
4. To approve an amendment to the Tracon Pharmaceuticals, Inc. 2015 Equity Incentive Plan.	✓ For
5. To approve an amendment to the Tracon Pharmaceuticals, Inc. 2015 Employee Stock Purchase Plan.	✓ For
6. To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021.	✓ For

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

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".