

**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 Pursuant to Rule 14a-12

CUE BIOPHARMA, 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 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: N/A

(2) Aggregate number of securities to which transaction applies: N/A

(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): N/A

(4) Proposed maximum aggregate value of transaction: N/A

(5) Total fee paid: N/A

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: N/A

(2) Form, Schedule or Registration Statement No.: N/A

(3) Filing Party: N/A

(4) Date Filed: N/A



Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders To Be Held on July 9, 2020 for Cue Biopharma, Inc.

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, annual report, directions to attend the Annual Meeting and voting instructions, go to www.proxydocs.com/CUE. 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 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 our Annual Meeting, please make this request on or before June 25, 2020.

In order to attend and submit questions during the annual meeting you must register at www.proxydocs.com/CUE by July 7, 2020 at 5:00 p.m. Eastern Time. Upon completing your registration, you will receive further instructions via email, including your unique links that will allow you access to the meeting, vote online during the meeting and will also permit you to submit questions during the meeting. Please be sure to follow instructions found on your Proxy Card and/or Voting Authorization Form and subsequent instructions that will be delivered to you via email.

For a Convenient Way to:
VIEW Proxy Materials, go to www.proxydocs.com/CUE
– and –
VOTE Online, go to www.proxypush.com/CUE

Proxy Materials Available to View or Receive: Annual Report and Proxy Statement

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


INTERNET
www.investorelections.com/CUE


TELEPHONE
866-648-8133


***E-MAIL**
paper@investorelections.com

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 above) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.



Cue Biopharma, Inc. Notice of Annual Meeting

Meeting Type: Annual Meeting
For holders as of: May 18, 2020
Date: Thursday, July 9, 2020
Time: 11:00 a.m. (Eastern Time)
Place: Annual Meeting to be held live via the Internet - please visit www.proxydocs.com/CUE to register by July 7, 2020 at 5:00 p.m. (Eastern Time).

The Board of Directors Recommends a Vote FOR each of the director nominees listed in proposal 1 and FOR proposals 2 and 3.

- To elect seven nominees to the board of directors.
Nominees: (01) Daniel R. Passeri (05) Barry Simon
(02) Peter A. Kiener (06) Frederick Driscoll
(03) Aaron Fletcher (07) Frank Morich
(04) Cameron Gray
 - To approve an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of Common Stock to 100,000,000.
 - To ratify the selection of RSM US LLP as the Company's independent registered public accounting firm for its fiscal year ending December 31, 2020.
- Note: To conduct any other business properly brought before the Annual Meeting.