

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

**Zynerba Pharmaceuticals, 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:

(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 Filed:



**YOUR IMMEDIATE ATTENTION IS REQUESTED**

**Annual Meeting of Stockholders Scheduled for June 9, 2021**

Dear Stockholder:

We recently distributed proxy materials in connection with the Annual Meeting of Stockholders of Zynerba Pharmaceuticals, Inc. (the "Annual Meeting"), which will be held at 10:00 a.m. EDT on June 9, 2021. The Annual Meeting is fast approaching and our records indicate that we have not yet received your vote at the time of mailing this reminder letter. **We are asking you to please take a moment now to submit your vote.**

**QUESTIONS OUR STOCKHOLDERS ARE ASKING REGARDING PROPOSAL 3:**

**TO APPROVE AND ADOPT AN AMENDMENT TO OUR SIXTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO MAKE THE FEDERAL DISTRICT COURTS OF THE UNITED STATES OF AMERICA THE EXCLUSIVE FORUM FOR CERTAIN LEGAL ACTIONS**

**What is a federal exclusive forum provision?**

A "federal exclusive forum provision" requires that claims under the Securities Act of 1933 (the "33 Act") made against a Company *must be brought in federal court* and cannot be brought in a state court.

**Why is our Board recommending an amendment of our Certificate of Incorporation ("Certificate") to include a federal exclusive forum provision?**

Our board of directors believes that our stockholders will benefit from having lawsuits arising under the 33 Act litigated in federal district courts for the following reasons:

- federal district courts have considerable expertise in matters arising under the 33 Act which provides stockholders and the Company with more predictability regarding the outcome of these disputes;
- adoption of this amendment would reduce the risk that the Company could be involved in duplicative litigation in more than one forum;
- by reducing the risk of duplicative litigation and unpredictability related to litigation in multiple jurisdictions, a federal exclusive forum provision can reduce the Company's costs and resources dedicated to resolving these matters, thereby benefiting shareholders;



**How would adoption of this amendment affect existing forum requirements in the company’s Certificate?**

If this amendment is approved and adopted by our stockholders and becomes effective, it would only apply to 33 Act claims against the Company and would be an addition to the current provisions set forth in Article X in the Certificate governing forum for other specified claims.

**Will adoption of this amendment prevent shareholders from litigating claims against the Company in their home states?**

The amendment does not limit the filing of claims to federal courts in any specific state or district and would not prevent shareholders from bringing suits under the 33 Act in a federal district court in their home state.

**THE BOARD OF DIRECTORS RECOMMENDS STOCKHOLDERS VOTE “FOR” PROPOSAL 3**

**LEADING INDEPENDENT PROXY ADVISORY FIRM, INSTITUTIONAL SHAREHOLDER SERVICES, INC. (“ISS”), HAS RECOMMENDED A VOTE “FOR” PROPOSAL 3.**

In order for your vote to be represented, ***we must receive your voting instructions.***

**PLEASE SUBMIT YOUR VOTE TODAY USING THE INSTRUCTIONS AND CONTROL NUMBER THAT ARE INCLUDED IN THE PACKAGE YOU RECEIVED WITH THIS LETTER.**

If you have any questions, please call Okapi Partners, our proxy solicitor, toll-free at **888-785-6709**.