

**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

KODIAK SCIENCES 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:

**Important Notice Regarding the Availability of Proxy Materials for the Kodiak Sciences Inc.
Annual Meeting of Stockholders to Be Held on June 8, 2020**

This is not a ballot. You cannot use this notice to vote these shares. 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 and annual report, go to www.proxydocs.com/KOD. To submit your proxy while visiting this site, you will need the 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 2020 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 this year's annual meeting, please make this request on or before May 28, 2020.

**For a Convenient Way to VIEW Proxy Materials
– and –
VOTE Online go to: www.proxydocs.com/KOD**

Proxy Materials Available to View or Receive:

1. Proxy Statement 2. Annual Report

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



**You must use the control number
located in the shaded gray box below.**

* If requesting material by e-mail, please send a blank e-mail with the control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

ACCOUNT NO.

SHARES

Notice of Kodiak Sciences Inc. Annual Meeting of Stockholders

Date: Monday, June 8, 2020

Time: 9:00 A.M. PDT

Place: Annual Meeting to be held live via the Internet – please visit www.proxydocs.com/KOD for more details.

The purpose of the Annual Meeting is to take action on the following proposals:

The Board of Directors recommends that you vote "FOR" the election of the director nominees named below:

- To elect as Class II directors the three nominees named in the proxy statement to serve until the 2023 annual meeting of stockholders or until their successors are duly elected and qualified.

Nominees 01 Taiyin Yang, Ph.D. 02 Bassil I. Dahiyat, Ph.D. 03 Charles Bancroft

The Board of Directors recommends that you vote "FOR" the following proposal.

- To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2020.

TO ATTEND the Annual Meeting of Kodiak Sciences Inc., you must register in advance at www.proxydocs.com/KOD prior to the deadline of June 4th, 2020 at 2:00 p.m. PDT. Upon completing your registration, you will receive further instructions via email, including your unique links that will allow you to access the meeting and also permit you to submit questions. The control number in the gray box will be required to register. Please be sure to follow instructions found on your Proxy Card, this Notice and/or Voting Authorization Form and subsequent instructions that will be delivered to you via email.