

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**SCHEDULE 14A INFORMATION**

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 Rule 14a-12

**TENAX THERAPEUTICS, INC.**

(Name of Registrant as Specified In Its Charter)

Not Applicable

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.  
 Fee paid previously with preliminary materials.  
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

**\*\*\* Exercise Your *Right to Vote* \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on June 09, 2022**

**TENAX THERAPEUTICS, INC.**

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** April 13, 2022  
**Date:** June 09, 2022      **Time:** 9:00 AM EDT  
**Location:** Tenax Therapeutics, Inc.  
ONE Copley Parkway, Suite 490  
Morrisville, North Carolina 27560

TENAX THERAPEUTICS, INC.  
ONE COPLEY PARKWAY, SUITE 490  
MORRISVILLE, NC 27560

You are receiving this communication because you hold shares in the above named company.

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. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

— Before You Vote —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

1. Notice & Proxy Statement 2. Annual Report 3. Form 10-K

**How to View Online:**

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 29, 2022 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. 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.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

**Nominees**

- |                           |                     |                          |                       |                             |
|---------------------------|---------------------|--------------------------|-----------------------|-----------------------------|
| 01) June Alenoff, MD, PhD | 02) Steven Boyd     | 03) Michael Davidson, MD | 04) Declan Doogan, MD | 05) Christopher T. Giordano |
| 06) Robyn M. Hunter       | 07) Keith Maher, MD | 08) Gerald T. Proehl     | 09) Stuart Rich, MD   |                             |

The Board of Directors recommends you vote FOR proposals 2, 3, 4 and 5.

2. Approval of an amendment to the Tenax Therapeutics, Inc. Certificate of Incorporation, as amended, to effectuate a reverse stock split of the outstanding shares of common stock by a ratio of not less than one-for-three (1:3) and not more than one-for-twenty (1:20), which split, its implementation and timing, being subject to the discretion of the Board of Directors.
3. Approval of the Tenax Therapeutics, Inc. 2022 Stock Incentive Plan.
4. Approval, on an advisory basis, of Tenax Therapeutics, Inc.'s 2021 named executive officer compensation.
5. Ratification of the appointment of Cherry Bekaert LLP as the independent registered public accounting firm of Tenax Therapeutics, Inc. for the fiscal year ending December 31, 2022.

NOTE: In its discretion, the proxy is authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.

