
**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

Opexa Therapeutics, 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:



OPEXA THERAPEUTICS

July 20, 2015

Dear Shareholder,

The Annual Meeting of shareholders of OpeXa Therapeutics will be held on Friday, August 28, 2015, at 10:00 a.m. Central Time, at 2 Houston Center, 909 Fannin, Suite 2000, Houston, Texas 77010. We welcome all those who are able attend in person.

We wanted to make you aware that in conjunction with the Annual Meeting, you will be receiving your proxy materials and proxy card in the mail in the next few days.

Our shareholders are being asked to vote to:

1. Elect Timothy C. Barabe, Hans-Peter Hartung, M.D., Gail J. Maderis, Michael S. Richman, Scott B. Seaman and Neil K. Warma to the Board of Directors to serve until the next annual meeting of shareholders or until their respective successors have been duly elected and qualified;
2. Approve an amendment to the Company's Restated Certificate of Formation to increase the number of authorized shares of the Company's common stock from 100 million to 150 million;
3. Approve an amendment to the Company's Restated Certificate of Formation to effect a reverse stock split of the Company's common stock, as determined by our Board of Directors in its discretion, of a ratio of not less than 1-for-4 and not more than 1-for-8;
4. Ratify the appointment of MaloneBailey, LLP as our independent auditors for the fiscal year ending December 31, 2015; and
5. Transact any other business properly brought before the Annual Meeting and any adjournment or postponement thereof.

Please refer to the proxy statement for detailed information on the proposals. If you have any further questions concerning the meeting or the proposals, please feel free to contact me directly at (281) 775-0600. Your vote is important no matter how large or small your holdings. All shareholders are cordially invited to attend the meeting in person. However, to assure your representation at the meeting, you are urged to mark, sign and return the proxy as promptly as possible in the postage-prepaid envelope for that purpose or use one of the voting methods described in the proxy materials that you will receive in the next few days.

If you should need additional copies of the Proxy Statement or the proxy card, or if you have other questions about how to vote your shares, you may contact our proxy solicitor, Advantage Proxy, at (877) 870-8565 (toll free).

On behalf of the Board of Directors, we would like to express our appreciation for your continued interest in our company.

Sincerely,

Neil K. Warma
President, Chief Executive Officer, and Director

2635 Technology Forest Boulevard • The Woodlands, Texas • 77381
Phone: 281-775-0600 • Fax: 281-872-8585

We anticipate filing with the Securities and Exchange Commission on or about July 23, 2015 a proxy statement and other relevant materials relating to our Annual Meeting. Our shareholders are urged to read these materials when they become available because they will contain important information. Shareholders may obtain free copies of these materials when they are available and other documents filed with the Commission at www.sec.gov. The company and its officers and directors may be deemed to be participants in the solicitation of proxies from the company's shareholders with respect to the matters to be presented at the Annual Meeting. Shareholders may obtain detailed information regarding the direct and indirect interests of the company and its executive officers and directors in the matters to be presented at the Annual Meeting by reading the proxy statement.

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