
**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 Commissions Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

MICROBOT MEDICAL INC.

(Name of Registrant as Specified in its Charter)

N/A

(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
-
-
-



288 GROVE ST, SUITE 388
BRAintree, MA 02184

Your **Vote** Counts!

MICROBOT MEDICAL INC.

2025 Special Meeting

Vote by April 10, 2025

11:59 PM ET



V64155-Z89534

You invested in MICROBOT MEDICAL INC. and it's time to vote!

You have the right to vote on proposals being presented at the Special Meeting. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held on April 11, 2025.**

Get informed before you vote

View the Notice and Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to March 28, 2025. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxymvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

April 11, 2025
11:00 AM, ET

175 Derby Street
Bld 27
Hingham, MA 02043

*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.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To approve the issuance of Series I preferred investment options and placement agent options issued in connection therewith, and shares of common stock underlying such options, issued in connection with an offering and sale of securities of the Company that was consummated on February 11, 2025, for purposes of complying with Nasdaq listing rule 5635(d) and satisfying our contractual obligations to the holders of such options (the "Issuance Proposal");	✔ For
2. To approve an amendment to the Company's Certificate of Incorporation, as amended and/or restated from time to time (the "Certificate of Incorporation"), to increase the total number of shares of common stock authorized for issuance (the "Increase Proposal"); and	✔ For
3. To approve one or more adjournments of the Special Meeting, if necessary or appropriate, to solicit additional proxies in favor of the Issuance Proposal and/or the Increase Proposal, if there are not sufficient votes at the Special Meeting to approve and adopt the Issuance Proposal or the Increase Proposal.	✔ For

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".