

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

KALA BIO, 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 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
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KALA BIO, INC.
1167 MASSACHUSETTS AVE
ARLINGTON, MA 02476

Your **Vote** Counts!

KALA BIO, INC.

2024 Annual Meeting
Vote by June 10, 2024
11:59 PM ET



V47988-P05584

You invested in KALA BIO, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 11, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 28, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.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 Virtually at the Meeting*







June 11, 2024
11:00 AM, ET

Virtually at:
www.virtualshareholdermeeting.com/KALA2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

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

| Voting Items | Board Recommends |
|--|---|
| 1. Election of three Class I Directors each to serve until the 2027 Annual Meeting of Stockholders Nominees: 01) Marjan Farid, M.D. 02) Andrew I. Koven 03) Gregory D. Perry |  For |
| 2. Approval of an advisory vote on executive compensation. |  For |
| 3. To ratify the appointment of Deloitte & Touche LLP as KALA BIO, Inc.'s independent public accounting firm for the fiscal year ending December 31, 2024. |  For |
| 4. To approve the issuance of shares of common stock of KALA BIO, Inc. upon conversion of the Series E Preferred Stock, Series F Preferred Stock or Series G Preferred Stock in accordance with Nasdaq Listing Rule 5635(b). |  For |
| 5a. To approve an amendment to KALA BIO, Inc.'s Restated Certificate of Incorporation amending the Series E Certificate of Designations, Preferences and Rights of Series E Preferred Stock to provide discretion to the Board of Directors to increase the Beneficial Ownership Limitation. |  For |
| 5b. To approve an amendment to KALA BIO, Inc.'s Restated Certificate of Incorporation amending the Series F Certificate of Designations, Preferences and Rights of Series F Preferred Stock to provide discretion to the Board of Directors to increase the Beneficial Ownership Limitation. |  For |
| 5c. To approve an amendment to KALA BIO, Inc.'s Restated Certificate of Incorporation amending the Series G Certificate of Designations, Preferences and Rights of Series G Preferred Stock to provide discretion to the Board of Directors to increase the Beneficial Ownership Limitation. |  For |

NOTE: To transact such other business as may properly come before the meeting or any adjournment thereof.

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