

**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

LYELL IMMUNOPHARMA, 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

Your **Vote** Counts!

LYELL IMMUNOPHARMA, INC.

2024 Annual Meeting
Vote by June 13, 2024
11:59 PM ET

LYELL IMMUNOPHARMA, INC.
201 HASKINS WAY
SOUTH SAN FRANCISCO, CA 94080



V47842-P11944

You invested in LYELL IMMUNOPHARMA, 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 14, 2024 at 8:30 a.m. Pacific Time.**

Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 31, 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 14, 2024
8:30 AM Pacific Time

Virtually at:
www.virtualshareholdermeeting.com/LYEL2024

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

| Voting Items | Board Recommends |
|---|---------------------|
| 1. Election of Class III Directors Nominees: | |
| 1a. Elizabeth Nabel, M.D. | ✔ For |
| 1b. Lynn Seely, M.D. | ✔ For |
| 2. Ratification of the appointment of Ernst & Young LLP as the company's independent registered public accounting firm for its fiscal year ending December 31, 2024. | ✔ For |
| 3. Approval, on a non-binding advisory basis, of the compensation of the company's named executive officers. | ✔ For |
| NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournments or postponements thereof. | |

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