
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 under § 240.14a-12

Tempest 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 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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Your **Vote** Counts!

TEMPEST THERAPEUTICS, INC.

2022 Annual Meeting
Vote by June 16, 2022
11:59 PM ET

TEMPEST THERAPEUTICS, INC.
7000 SHORELINE COURT
SUITE 275
SOUTH SAN FRANCISCO, CA 94080



D86566-P69217

You invested in TEMPEST THERAPEUTICS, 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 material for the stockholder meeting to be held on June 17, 2022.**

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 June 3, 2022. 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 by
Mail**
Submit with your
prepaid envelope


**Vote by
Phone**
800-690-6903



**Vote Virtually at the
Meeting***
June 17, 2022
1:00 P.M. Pacific Time

Virtually at:
www.virtualshareholdermeeting.com/TPST2022

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

TEMPEST THERAPEUTICS, INC.
Annual Meeting of Stockholders
June 17, 2022 1:00 P.M. Pacific Time
This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) Stephen Brady and Michael Raab, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated below, all of the shares of common stock of TEMPEST THERAPEUTICS, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 1:00 P.M., Pacific Time on June 17, 2022, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

| Voting Items | Board Recommends | Voting Options |
|--|---|---|
| 1. Election of Director Nominee: | | |
| 1a. Geoff Nichol | <input checked="" type="checkbox"/> For | For Withhold Abstain <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 2. To approve the Amended and Restated 2019 Equity Incentive Plan. | <input checked="" type="checkbox"/> For | For Against Abstain <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 3. To approve the Amended and Restated 2019 Employee Stock Purchase Plan. | <input checked="" type="checkbox"/> For | For Against Abstain <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 4. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022. | <input checked="" type="checkbox"/> For | For Against Abstain <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 5. To approve, on an advisory, the compensation of our named executive officers. | <input checked="" type="checkbox"/> For | For Against Abstain <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 6. To indicate, on an advisory basis, the preferred frequency of stockholder approval of the compensation of our named executive officers. | <input checked="" type="radio"/> 1 Year | 1 year 2 years 3 years Abstain <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| NOTE: Such other business as may properly come before the meeting or any adjournment thereof. | | |

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

| | | | | |
|-----------|------|---------------|--------------------------|------|
| Signature | Date | D86567-P69217 | Signature (Joint Owners) | Date |
|-----------|------|---------------|--------------------------|------|