
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

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 under §240.14a-12

DIANTHUS 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.
-
-

Your vote matters!



Scan QR for digital voting

Dianthus Therapeutics, Inc. Annual Meeting of Stockholders

Thursday, May 23, 2024 9:00 AM, Eastern Time

Annual Meeting to be held live via the internet - please visit www.proxydocs.com/DNTH for more details.

You must register to attend the meeting online and/or participate at www.proxydocs.com/DNTH

For a convenient way to view the proxy materials, VOTE, and obtain directions to attend the meeting go to www.proxydocs.com/DNTH

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

This communication presents only an overview of the more complete proxy materials that are available to you on the internet or by mail. This is not a ballot. You cannot use this notice to vote your shares. You may view the proxy materials at www.proxydocs.com/DNTH or request a paper copy. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Under United States Securities and Exchange Commission rules, the proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the internet.

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before May 13, 2024. Unless requested, you will not otherwise receive a paper or email copy.

SEE REVERSE FOR FULL AGENDA

Meeting Materials: Notice of Meeting and Proxy Statement & Annual Report on Form 10-K

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting To Be Held on May 23, 2024 For Stockholders of Record as of April 1, 2024

To order paper materials for this and/or future stockholder meetings, use one of the following methods.



Internet:

www.investorelections.com/DNTH



Call:

1-866-648-8133



Email:

paper@investorelections.com

* If requesting materials by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests, instructions OR other inquiries should be included with your e-mail requesting materials.

Your control number

Have the 12 digit control number located in the box above available when you access the website and follow the instructions.



THE BOARD OF DIRECTORS RECOMMENDS A VOTE:

FOR THE ELECTION OF THE DIRECTOR NOMINEES LISTED IN PROPOSAL 1, FOR PROPOSAL 2, FOR ONE YEAR ON PROPOSAL 3, AND FOR PROPOSALS 4 AND 5

PROPOSAL

1. To elect as Class III directors to our Board of Directors, to serve until the 2027 annual meeting of stockholders and until their successors have been duly elected and qualified, or until their earlier death, resignation or removal:
 - 1.01 Leon O. Moulder, Jr.
 - 1.02 Alison F. Lawton
2. To approve, on an advisory basis, the compensation paid to our named executive officers;
3. To recommend, by an advisory, non-binding vote, the frequency of future advisory votes to approve the compensation paid to our named executive officers;
4. To approve an amendment and restatement of the Amended and Restated Dianthus Therapeutics, Inc. Stock Option and Incentive Plan; and
5. To ratify the appointment of Deloitte & Touche, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024.

Note: Such other business as may properly come before the meeting or any adjournment or postponement thereof.

