

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 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 Rule 14a-12

180 LIFE SCIENCES CORP.
(Name of Registrant as Specified in Charter)

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

180 LIFE SCIENCES CORP.

**CONTROL ID:
REQUEST ID:**

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
for the Annual Meeting of Stockholders

DATE: Thursday, July 6, 2023
TIME: 9:00 A.M. pacific time
LOCATION: <https://agm.issuerdirect.com/atnf>

HOW TO REQUEST PAPER COPIES OF OUR MATERIALS



PHONE:
Call toll free
1-866-752-8683



FAX:
Send this card to
202-521-3464



INTERNET:
<https://www.iproxydirect.com/atnf>
and follow the on-screen instructions.



EMAIL:
proxy@iproxydirect.com
Include your Control ID in your email.

This communication represents a notice to access a more complete set of proxy materials available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement is available at: <https://www.iproxydirect.com/atnf>

If you want to receive a paper copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request, as instructed above, before June 20, 2023.

you may enter your voting instructions at <https://www.iproxydirect.com/atnf>
until 11:59 pm Pacific time July 5, 2023.

The purposes of this meeting are as follows:

1. To elect four directors to the Board of Directors (the "Board") each to serve until their respective successors have been elected and qualified, or until such directors' resignation or removal;
2. Approval of the adoption of the First Amendment to the 180 Life Sciences Corp. 2022 Omnibus Incentive Plan;
3. Advisory vote to approve named executive officer compensation, as described in the 180 Life Sciences Corp. Proxy Statement;
4. Advisory Vote on the frequency of future advisory votes to approve named executive officer compensation;
5. Ratification of the appointment of Marcum LLP, as the Company's independent auditors for the fiscal year ending December 31, 2023;
6. Approval of an Amendment to the Company's Second Amended and Restated Certificate of Incorporation to limit the liability of certain officers of the Company; and
7. to transact such other business as may properly come before the annual meeting.

Pursuant to Securities and Exchange Commission rules, you are receiving this Notice that the proxy materials for the Annual Meeting are available on the Internet. Follow the instructions above to view the materials and vote or request printed copies.

The board of directors has fixed the close of business on May 11, 2023 as the record date for the determination of stockholders entitled to receive notice of the Annual Meeting and to vote the shares of our common stock and preferred stock, they held on that date at the meeting or any postponement or adjournment of the meeting.

YOU VOTE "FOR ALL" FOR PROPOSAL ONE, "FOR" PROPOSALS TWO, THREE, FIVE, AND SIX, AND FOR "1 YEAR" FOR PROPOSAL FOUR.

Please note - This is not a Proxy Card - you cannot vote by returning this card

180 Life Sciences Corp.
SHAREHOLDER SERVICES
1 Glenwood Avenue Suite 1001
Raleigh NC 27603

FIRST-CLASS MAIL US POSTAGE PAID RALEIGH NC PERMIT # 870

TIME SENSITIVE SHAREHOLDER INFORMATION ENCLOSED

IMPORTANT SHAREHOLDER INFORMATION

YOUR VOTE IS IMPORTANT
