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

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



(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):

	\checkmark	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		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!

VERICEL CORPORATION

2023 Annual Meeting of Shareholders Vote by May 2, 2023 11:59 PM ET



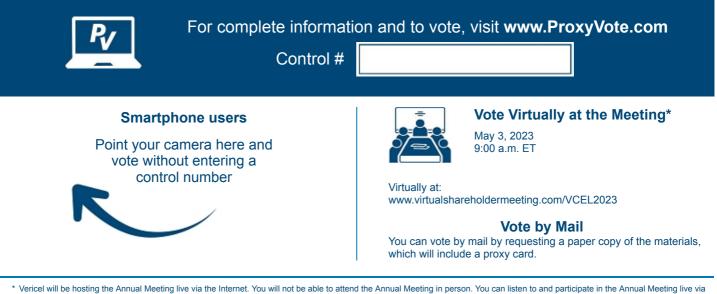
V00701-P87416

You invested in VERICEL CORPORATION 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 Annual Meeting of Shareholders to be held on May, 3, 2023 at 9:00 a.m. ET.

Get informed before you vote

View the 2023 Notice of Virtual Annual Meeting of Shareholders and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the voting materials by requesting prior to April 19, 2023. If you would like to request a copy of the voting materials, 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.



Vencel will be hosting the Annual Meeting live via the Internet. You will not be able to attend the Annual Meeting in person. You can listen to and participate in the Annual Meeting live via the Internet at <u>www.virtualshareholdermeeting.com/VCEL2023</u>. The Annual Meeting webcast will begin promptly at 9:00 a.m. ET on May 3, 2023. We encourage you to access the Annual Meeting webcast prior to the start time. You will need the 16-digit control number listed above to be able to vote these shares during the Annual Meeting. Meeting and participate via the Internet, including how to demonstrate proof of stock ownership, will be posted at <u>www.virtualshareholdermeeting.com/VCEL2023</u> two weeks prior to the date of the Annual Meeting.



THIS IS NOT A VOTABLE BALLOT

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

Voting Items					
1.	Election of Directors				
	Nominees:	ominees:			
	01) Robert L. Zerbe	05) Kevin F. McLaughlin	Ser 50		
	02) Alan L. Rubino	06) Paul K. Wotton			
	03) Heidi Hagen	07) Dominick C. Colangelo			
	04) Steven C. Gilman	08) Lisa Wright			
2.	To approve, on an advisory basis, the compensation of Vericel Corporation's named executive officers.				
3.	To ratify the appointment of PricewaterhouseCoopers LLP as Vericel Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2023.				
NOTE: In their discretion, the proxies are authorized to vote upon any other matters that are properly brought by or at the direction of the Board of Directors before the Annual Meeting and at any adjournments or postponements thereof. Even if you are planning to attend the meeting virtually, you are urged to sign and mail the Proxy in the return envelope so that the					

stock may be represented at the meeting.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".

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