

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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:

| | |
|-------------------------------------|--|
| <input type="checkbox"/> | Preliminary Proxy Statement |
| <input type="checkbox"/> | Confidential, for Use of the Commission Only (as permitted by Rule 14A-6(E)(2)) |
| <input type="checkbox"/> | Definitive Proxy Statement |
| <input checked="" type="checkbox"/> | Definitive Additional Materials |
| <input type="checkbox"/> | Soliciting Material under §240.14a-12 |

VERICEL CORPORATION



(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):

| | |
|-------------------------------------|--|
| <input checked="" type="checkbox"/> | No fee required. |
| <input type="checkbox"/> | Fee paid previously with preliminary materials. |
| <input type="checkbox"/> | 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

2024 Annual Meeting of Shareholders

Vote by April 30, 2024

11:59 PM ET



VERICEL CORPORATION
ATTN: SEAN C. FLYNN
64 SIDNEY STREET
CAMBRIDGE, MA 02139



V30356-P05731

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 1, 2024 at 9:00 a.m. ET.**

Get informed before you vote

View the 2024 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 17, 2024. 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.



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*

May 1, 2024
9:00 a.m. ET

Virtually at:
www.virtualshareholdermeeting.com/VCEL2024

Vote by Mail

You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

* Vericel 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 www.virtualshareholdermeeting.com/VCEL2024. The Annual Meeting webcast will begin promptly at 9:00 a.m. ET on May 1, 2024. 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. Instructions on how to connect to the Annual Meeting and participate via the Internet, including how to demonstrate proof of stock ownership, will be posted at www.virtualshareholdermeeting.com/VCEL2024 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 | Board Recommends |
|---|------------------|
| 1. Election of Directors Nominees: 01) Robert L. Zerbe 04) Steven C. Gilman 07) Dominick C. Colangelo 02) Alan L. Rubino 05) Kevin F. McLaughlin 08) Lisa Wright 03) Heidi Hagen 06) Paul K. Wotton | ✔ For |
| 2. To approve, on an advisory basis, the compensation of Vericel Corporation's named executive officers. | ✔ For |
| 3. To approve, on an advisory basis, the frequency of future named executive officer compensation advisory votes. | ✔ 1 Year |
| 4. To ratify the appointment of PricewaterhouseCoopers LLP as Vericel Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2024. | ✔ For |

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 "Delivery Settings".