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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**SCHEDULE 14A**

(Rule 14a-101)

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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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 Pursuant to Section 240.14a-12

**CODIAK BIOSCIENCES, 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!

**CODIAK BIOSCIENCES, INC.**

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

CODIAK BIOSCIENCES, INC.  
35 CAMBRIDGE PARK DRIVE, SUITE 500  
CAMBRIDGE, MA 02140



D75806-P70494

## You invested in CODIAK BIOSCIENCES, 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(s) for the stockholder meeting to be held on June 17, 2022.**

### Get informed before you vote

View the 2022 Notice and Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2021 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](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto: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](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

June 17, 2022  
8:30 a.m. Eastern Time

Virtually at:  
[www.virtualshareholdermeeting.com/CDAK2022](http://www.virtualshareholdermeeting.com/CDAK2022)

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

## THIS IS NOT A VOTABLE BALLOT

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

Voting Items	Board Recommends
1. Election of Directors. To elect three Class II directors as nominated by the Codiak BioSciences, Inc. Board of Directors, each to serve a three-year term expiring at the 2025 Annual Meeting of Stockholders and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation or removal.	
<b>Nominees:</b>	
1a. Charles L. Cooney, Ph.D.	✔ For
1b. Jason Haddock	✔ For
1c. Anne-Virginie Eggimann, M.Sc.	✔ For
2. To ratify the appointment of Ernst & Young LLP as Codiak BioSciences, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2022.	✔ For

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".