

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

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 Rule 14a-11(c) or rule 14a-12

ASENSUS SURGICAL, 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 the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
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- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:
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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- (1) Amount previously paid:
 - (2) Form, Schedule or Registration Statement no.:
 - (3) Filing Party:
 - (4) Date Filed:
-



1 TW Alexander Drive, Suite 160
Durham, North Carolina 27703
(919) 765-8400

ADDITIONAL DEFINITIVE PROXY MATERIAL

Explanatory Note

On June 3, 2021, the 2021 Annual Meeting of Stockholders (the "Annual Meeting") of Asensus Surgical, Inc. (the "Company"), was adjourned until June 29, 2021, at 11:00 a.m. Eastern Time to allow stockholders additional time to vote on the proposals presented for stockholder vote at the Annual Meeting. The record date remains as April 8, 2021.

The Company adjourned the Annual Meeting to allow its retail stockholders additional time to consider and vote on each of the proposals, which are described in the Proxy Statement. We are continuing to reach out to stockholders in order to secure the additional votes needed to reach a quorum. **Each stockholder's vote matters and is important no matter how many shares are owned.** Stockholders who have sold their shares but were a holder of record at the close of business on April 8, 2021, the record date for the Annual Meeting, remain entitled to vote, so please consider voting your shares. Proxies submitted to date for the Annual Meeting continue to be valid and will be voted at the Annual Meeting on June 29, 2021 in accordance with the stockholder's instructions.

At the Annual Meeting, our stockholders are being asked to consider and vote upon the following:

1. Election of Directors. The election of the seven director nominees named in the attached proxy statement to serve as directors until the next annual meeting of stockholders and until their successors are elected and qualified.
2. Amendment and Restatement of the Incentive Compensation Plan. A vote to amend and restate the Asensus Surgical, Inc. Amended and Restated Incentive Compensation Plan (the "Plan"), to approve an increase in the number of shares reserved for issuance under the Plan by 22,000,000.
3. Say on Pay. An advisory vote to approve the compensation paid to the Company's named executive officers for 2020.
4. Frequency of Say on Pay Vote. An advisory vote regarding the frequency of submission of future say on pay votes to the stockholders.
5. Ratification of Appointment of Independent Accounting Firm. Ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021.

The Board encourages stockholders to vote "FOR" each of the proposals.

Stockholders who need assistance in submitting their proxy or voting their shares should call the Company's proxy solicitor, Alliance Advisors at 844-858-7383.

Your Vote is Important

You can vote at the Annual Meeting by attending the meeting, which is being held virtually on June 29, 2021, beginning at 11:00 a.m. Eastern time, or voting by proxy in advance. Please see below for information regarding voting by proxy.

- If you are a **stockholder of record** (your shares are registered directly in your name with our transfer agent), you may vote at the virtual Annual Meeting, vote by proxy by telephone, through the Internet or, if you received a paper copy of the proxy card, by signing and returning it in the envelope provided. To vote through the Internet, go to www.proxypush.com/ASXC and complete an electronic proxy card. To vote by telephone, call 1-866-390-5380. You will be asked for the Control Number, which is provided on the Notice of Internet Availability of Proxy Materials or, if you received a paper copy, on the proxy card. For stockholders of record who want to attend the virtual Annual Meeting, you will be able to attend the Annual Meeting online, view the list of stockholders of record upon request, vote your shares electronically and submit questions prior to the meeting. In order to attend the Annual Meeting, you must register at www.proxydocs.com/ASXC using the control number on your proxy card or Notice of Internet Availability of Proxy Materials. The registration deadline is Friday, June 25, 2021 at 5:00 p.m. Eastern Time.
- If you are a **beneficial owner** of shares (your shares are held in the name of a brokerage firm, bank, or other nominee), you may vote by following the instructions provided in the voting instruction form, or other materials provided to you by the brokerage firm, bank, or other nominee that holds your shares. To vote your shares at the virtual Annual Meeting, you must obtain a legal proxy from the brokerage firm, bank, or other nominee that holds your shares, and present such legal proxy from the brokerage firm, bank, or other nominee that holds your shares for admittance to the Annual Meeting. Then you must register at www.proxydocs.com/ASXC using the control number on your proxy card or Notice of Internet Availability of Proxy Materials. The registration deadline is Friday June 25, 2021 at 5:00 p.m. Eastern Time.
- If you are a beneficial owner of shares, you can also provide discretionary authority to your brokerage firm, bank or other nominee to vote your shares by following the directions provided to you by such brokerage firm, bank or other nominee.

Whether you plan to participate in the virtual Annual Meeting or not, **we urge you to vote by proxy to ensure your vote is counted.**