UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549
FORM 6-K
Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16
Of the Securities Exchange Act of 1934
Date of Report: December 5, 2023
Commission File Number: 001-36891
Cellectis S.A. (Exact Name of registrant as specified in its charter)
8, rue de la Croix Jarry 75013 Paris, France +33 1 81 69 16 00 (Address of principal executive offices)
Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:
Form 20-F ⊠ Form 40-F □

Cellectis S.A.

Press Releases and Announcements

On December 5, 2023, Cellectis S.A. ("Company") began mailing its notice ("General Meeting Notice") of the Company's Combined Ordinary and Extraordinary General Meeting ("General Meeting"), and its proxy card with the accompanying Voting Instructions ("Proxy Card and Voting Instructions") to the beneficial owners of the Company's American Depositary Shares in connection with the General Meeting that will be held on December 22, 2023 beginning at 2.30 p.m. (Paris time), at the Biopark auditorium, 11 rue Watt, 4th floor, 75013 Paris, France. A copy of the General Meeting Notice is attached to this Report on Form 6-K as Exhibit 99.1, a copy of the Proxy Card and Voting Instructions is attached to this Report on Form 6-K as Exhibit 99.2.

EXHIBIT INDEX

Exhibit Title

99.1 <u>Depositary's Notice of Combined Ordinary and Extraordinary General Meeting of Cellectis S.A.</u>

99.2 <u>Proxy Card and Voting Instructions.</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CELLECTIS S.A.

(Registrant)

By: /s/ André Choulika

Name: André Choulika
Title: Chief Executive Officer

Date: December 5, 2023

Time Sensitive Materials

Depositary's Notice of Combined Ordinary and Extraordinary General Meeting of Cellectis S.A.

ADSs:	American Depositary Shares ("ADSs").				
ADS CUSIP No.:	15117K103.				
ADS Record Date:	November 28, 2023.				
French Record Date:	December 20, 2023 (12:01 P.M. Paris time). This is the time at which ADS Holders are required under French Law to hold their interest in the ordinary shares of the Company in order to be eligible to vote at the Combined Ordinary and Extraordinary General Meeting.				
Meeting Specifics:	Combined Ordinary and Extraordinary General Meeting to be held on December 22, 2023 beginning at 2:30 P.M. (Paris time) at the Biopark auditorium, 11 rue Watt, 4th floor, 75013 Paris, France (the "Meeting").				
Meeting Agenda:	Please refer to full details of the Combined Ordinary and Extraordinary General Meeting at the Company website: www.cellectis.com/en/investors/general-meetings/ .				
ADS Voting Deadline:	On or before 10:00 A.M. (New York City time) on December 18, 2023.*				
Deposited Securities:	Ordinary shares of Cellectis S.A., a company organized and existing under the laws of the Republic of France (the "Company").				
ADS Ratio:	One (1) ordinary share to one (1) ADS.				
Depositary:	Citibank, N.A.				
Custodian of Deposited Securities:	Citibank Europe plc.				
Deposit Agreement:	Deposit Agreement, dated as of March 30, 2015, by and among the Company, the Depositary and all Holders and Beneficial Owners of ADSs issued thereunder.				

To be counted, your Voting Instructions need to be received by the Depositary prior to **10:00 A.M.** (New York City time) on

December 18, 2023.*

* ADS holders must continue to hold their ADSs as of, and must deliver their voting instructions in good form, to be received by the Depositary by, this date - December 18, 2023 - 10:00 A.M. (New York City time) in order to be counted. The Company's enclosed Notice of Meeting refers to voting deadlines as per local market regulations. The attached important notice is specific to all holders holding ADSs as of both the ADS Record Date and the French Record Date.

The Company has announced that the Meeting will be held at the date, time and location identified above. A full copy of the Notice of Meeting from the Company which includes the agenda for such Meeting can be retrieved from the Company's website: www.cellectis.com/en/investors/general-meetings/.

As set forth in Section 4.10 of the Deposit Agreement and Paragraph (18) of the Form of ADR, Holders of record of ADSs as of the close of business on the ADS Record Date will be entitled, subject to any applicable provisions of French Law and the By-Laws of the Company and the provisions of or governing the Deposited Securities, to instruct the Depositary as to the exercise of the voting rights pertaining to the Deposited Securities represented by such Holders' ADSs. French Law, as applied to the Holders of ADSs, requires that in order to vote, Holders of ADSs as of the ADS Record Date must continue to hold their ADSs (as evidence of their interests in the ordinary shares) as of the French Record Date.

Holders of ADSs wishing to give voting instructions to the Depositary must sign, complete and return the enclosed Voting Instructions Card prior to the ADS Voting Instructions Deadline in the enclosed pre-addressed envelope.

Voting instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities. Upon receipt by the Depositary of (i) the voting instructions from a holder of ADSs as of the ADS Record Date, in a form acceptable to the Company and the Depositary, on or before the ADS Voting Deadline, and (ii) evidence reasonably satisfactory to the Depositary that such holder continues to hold the ADSs as of the ADS Voting Deadline, the Depositary shall endeavor, insofar as practicable and permitted under any applicable provisions of French law and the Company's By-Laws, to cause to be voted the Deposited Securities represented by such ADSs in accordance with any non-discretionary instructions set forth in such voting instructions. If the Depositary receives, from a holder of ADSs as of the ADS Record Date and who continues to hold the ADSs as of the ADS Voting Deadline, voting instructions which fail to specify the manner in which the Depositary is to vote the Deposited Securities represented by such holder's ADSs, the Depositary will deem such holder to have instructed the Depositary to vote in favor of all resolutions endorsed by the Company's Board of Directors.

With respect to Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depositary from the holder of ADSs, the Depositary shall deem such holder to have instructed the Depositary to give a discretionary proxy to a person designated by the Company to vote the Deposited Securities represented by such holders' ADSs; <u>provided</u>, <u>however</u>, that no such discretionary proxy shall be given by the Depositary with respect to any matter to be voted upon as to which the Company informs the Depositary that (i) the Company does not wish such proxy to be given, (ii) substantial opposition exists, or (iii) the rights of holders of Deposited Securities may be materially adversely affected. By way of example and not limitation, it is agreed that routine matters, such as appointing auditors and directors (except where a competing director or slate of directors is proposed), or the approval of a public offering or private placement of securities, would not materially affect the rights of holders of ADSs.

If you do not wish to vote as an ADS holder but rather wish to vote as a holder of the Company's ordinary shares, you will need to arrange for the cancellation of your ADSs and become a shareholder in France before the French Record Date. You are advised to proceed with the cancellation of your ADSs well in advance of the French Record Date as the cancellation of ADSs and the delivery of the corresponding ordinary shares in France may be subject to unexpected processing delays.

DTC Holders

In order to vote their ADSs, owners of ADSs ("DTC Holders") holding their ADSs in a brokerage or custodian account through The Depository Trust Company ("DTC") as of the ADS Record Date must continue to own their ADSs as of the French Record Date and must instruct their broker or custodian to give voting instructions to the Depositary and to confirm ownership of the ADSs to the Depositary. On the French Record Date the Depositary will verify the continued ownership of the ADSs by the instructing DTC Holders with the applicable brokers or custodians (through which the instructing DTC Holders provided voting instructions to the Depositary). Failure to confirm continued ownership of ADSs as of the French Record Date will invalidate the voting instructions previously delivered.

Registered Holders

In order to vote their ADSs, Holders of ADSs registered in their name on the books of the Depositary ("Registered Holders") must timely deliver a Voting Instructions Card to the Depositary and continue to be the Registered Holders of their ADSs as of the French Record Date. If a Registered Holder transfers or cancels ADSs at any time before the French Record Date, then any voting instructions delivered to the Depositary by such Registered Holder will be invalidated. On the French Record Date, the Depositary will verify the continued registration on its books of the ADSs in the name of the instructing Registered Holders (who also held the ADSs as of the ADS Record Date) and will recognize as valid only the voting instructions that were timely received from Registered Holders as of the ADS Record Date who continue to be the Registered Holders of the ADS as of the French Record Date.

Please note that pursuant to Section 4.10 of the Deposit Agreement and Paragraph (18) of the Form of ADR, under French Company law certain shareholders, the workers' council and the Board of Directors of the Company may submit a new resolution, and the Board of Directors of the Company may also modify the resolutions proposed in the notice of meeting. In such case, Holders of ADSs who have validly and timely provided voting instructions to the Depositary shall be deemed to have instructed the Depositary to vote in <u>favor</u> of such new or modified resolutions if approved by the Board of Directors and against if not approved by the Board of Directors.

The information contained herewith with respect to the Meeting has been provided by the Company. Citibank, N.A. is forwarding this information to you solely as Depositary and in accordance with the terms of the Deposit Agreement and disclaims any responsibility with respect to the accuracy or completeness of such information. Citibank, N.A. does not, and should not be deemed to, express any opinion with respect to the proposals to be considered at the Meeting. If you wish to receive a copy of the Deposit Agreement, please contact the Depositary at the number set forth below.

If you have any questions concerning the enclosed materials or if you need further explanation of the questions covered therein, please call Citibank, N.A.—ADR Shareholder Services toll-free at 1-877-CITI-ADR (1-877-248-4237).

Combined Ordinary and Extraordinary General Meeting

The Voting Instructions must be signed, completed and received at the indicated address prior to 10:00 A.M. (New York City time) on December 18, 2023 for action to be taken.

2023 VOTING INSTRUCTIONS

AMERICAN DEPOSITARY SHARES

Cellectis S.A. (the "Company")

ADS CUSIP No.: 15117K103.

ADS Record Date: November 28, 2023.

French Record Date: December 20, 2023 (12:01 P.M. Paris time). This is the time at which ADS Holders are required

under French Law to hold their interest in the shares of the Company in order to be eligible to

vote at the Meeting.

ADS Voting Deadline: 10:00 A.M. (New York City time) on December 18, 2023.

Meeting Specifics: Combined Ordinary and Extraordinary General Meeting to be held on December 22, 2023

beginning at 2:30 P.M. (Paris time) at the Biopark auditorium, 11 rue Watt, 4th floor, 75013

Paris, France (the "Meeting").

Meeting Agenda: Please refer to full details of the Combined Ordinary and Extraordinary General Meeting at the

Company website: www.cellectis.com/en/investors/general-meetings/.

Depositary: Citibank, N.A.

Deposit Agreement: Deposit Agreement, dated as of March 30, 2015.

Deposited Securities: Ordinary Shares of the Company.

Custodian(s): Citibank Europe plc.

You as the undersigned holder, as of the ADS Record Date, of the American Depositary Shares ("ADSs") issued under the Deposit Agreement identified above, acknowledge receipt of a copy of the Depositary's Notice of Combined Ordinary and Extraordinary General Meeting of Cellectis S.A. and hereby authorize and direct the Depositary to cause to be voted at the Meeting (and any adjournment or postponement thereof) the Deposited Securities represented by your ADSs in the manner indicated on the reverse side hereof. You recognize that any sale, transfer or cancellation of your ADSs before the French Record Date will invalidate these voting instructions if the Depositary is unable to verify your continued ownership of ADSs as of the French Record Date.

Please note that the Company has informed the Depositary that, under French Company law, certain of the Company's shareholders, the workers' council and the Company's Board of Directors may submit new resolutions and the Board of Directors of the Company may also modify the resolutions proposed in the Company's Notice of Meeting. In such case, holders of ADSs who have given instructions to vote on such resolutions shall (consistent with the terms of the Deposit Agreement) be deemed to have instructed the Depositary to vote in <u>favor</u> of such new or modified resolutions if approved by the Board of Directors and <u>against</u> if not approved by the Board of Directors.

With respect to Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depositary from a holder of ADSs, the Depositary shall deem such holder to have instructed the Depositary to give a discretionary proxy to a person designated by the Company to vote the Deposited Securities represented by such holder's ADSs; <u>provided</u>, <u>however</u>, that no such discretionary proxy shall be given by the Depositary with respect to any matter to be voted upon as to which the Company informs the Depositary that (i) the Company does not wish such proxy to be given, (ii) substantial opposition exists, or (iii) the rights of holders of Deposited Securities may be materially adversely affected. By way of example and not limitation, it is agreed that routine matters, such as appointing auditors and directors (except where a competing director or slate of directors is proposed), or the approval of a public offering or private placement of securities, would not materially affect the rights of holders of ADSs.

Please indicate on the reverse side hereof how the Deposited Securities are to be voted.

The Voting Instructions must be marked, signed and returned on time in order to be counted.

Agenda

Attaordinary General Meeting				
Resolution 1:	creation of a class of preferred shares referred to as "Class A preferred shares" convertible into ordinary shares (the "A Shares") - determination of the voting specific rights attached to the A Shares - corresponding amendment to the bylaws			
Resolution 2:	delegation of authority to the board of directors to increase the share capital by a maximum nominal amount of EUR 500,000, through the issuance of a maximum of 10,000,000 A Shares, with cancellation of the shareholders' preferential subscription rights in favor of a named person			

<u>Resolution 3:</u> creation of a class of preferred shares referred to as "Class B preferred shares" convertible into ordinary shares (the "B Shares") - determination of the non-voting specific rights attached to the B Shares - corresponding amendment to the bylaws

Resolution 4: delegation of authority to the board of directors to increase the share capital by a maximum nominal amount of EUR 900,000, through the issuance of a maximum of 18,000,000 B Shares, with cancellation of the shareholders' preferential subscription rights in favor of a named person

Resolution 5: cancellation of the shareholders' preferential subscription rights in favor of AstraZeneca Holdings B.V.

Resolution 6 delegation of authority to the board of directors to carry out a share capital increase reserved for members of a company savings plan set up in accordance with Articles L. 3332-1 et seq. of the French Labor Code

Ordinary Shareholders' Meeting

<u>Resolution 7:</u> appointment of a director (Mr. Marc Dunoyer) subject to condition precedent<u>Resolution 8:</u> appointment of a director (Mr. Tyrell Rivers) subject to condition precedent.

The Company's Management recommendation is to vote "For" each of the Resolutions presented.

A	Issues		Cellectis	S.A.				
	Extraordinary General Meeting				Ordinary General Meeting			
	Resolution 1	For	Against	Abstain	Resolution 7	For	Against	Abstain
	Resolution 2				Resolution 8			
	Resolution 3							
	Resolution 4							
	Resolution 5							
	Resolution 6							

B Authorized Signatures - Sign Here - This section must be completed for your instructions to be executed.

If these Voting Instructions are signed and timely returned to the Depositary but no specific direction as to voting is marked above as to a resolution, the undersigned shall be deemed to have directed the Depositary to give Voting Instructions "FOR" the unmarked resolution if the unmarked resolution is endorsed by the Company's Board of Directors and "AGAINST" the unmarked resolution if the unmarked resolution is not so endorsed.

If these Voting Instructions are signed and timely returned to the Depositary but multiple specific directions as to voting are marked above as to a resolution, the undersigned shall be deemed to have directed the Depositary to give Voting Instructions "FOR" the multiple-marked resolution if the multiple-marked resolution is endorsed by the Company's board of directors and "AGAINST" the multiple-marked resolution if the multiple-marked resolution is not so endorsed.

Please be sure to sign and date this Voting Instructions Card.

Please sign your name to the Voting Instructions exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each MUST sign. Voting Instructions executed by a corporation should be in full name by a duly authorized officer with full title as such.

Signature 1 - Please keep signature within the line	Signature 2 - Please keep signature within the line	Date (mm/dd/yyyy)			
		/	/		