UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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: October 16, 2020
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 office)
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 □
Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): □
Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): □

Combined Shareholders' Meeting

Cellectis S.A. (the "Company") previously announced that a Combined Ordinary and Extraordinary General Meeting (the "Meeting") will be held on November 4, 2020 beginning at 9:30 a.m. (Paris time) at 8, rue de la Croix Jarry, 4th floor, 75013 Paris, France.

In connection with the Meeting, the following documents, which are attached as exhibits hereto, are being provided to holders of the Company's American Depositary Shares and are incorporated by reference herein:

EXHIBIT INDEX

<u>Exhibit</u>	<u>Title</u>
99.1	Depositary's Notice of Combined Ordinary and Extraordinary General Meeting of Cellectis S.A. to Holders of American Depositary Shares
99.2	2016 Voting Instructions for Holders of American Depositary Shares
99.3	Questions and Answers on Voting Procedures for Holders of American Depositary Shares

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)

October 16, 2020

By: <u>/s/ André Choul</u>ika

André Choulika Chief Executive Officer

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:	October 6, 2020.				
French Record Date:	November 2, 2020 (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 November 4, 2020 beginning at 9:30 A.M. (Paris time) at the Company's office, located at 8, rue de la Croix Jarry, 4th floor, 75013 Paris, France (the "Meeting").				
	Due to the COVID-19 epidemic and in line with the measures taken by the French Government to curb the spread of the virus, the Meeting will be held without shareholders present based on Article 4 of Ordinance No. 2020-321 of March 25, 2020.				
Meeting Agenda:	Please refer to the Company's Notice of Meeting, which is enclosed herewith.				
ADS Voting Deadline:	On or before 5:00 P.M. (New York City time) on October 28, 2020.*				
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 **5:00 P.M.** (New York City time) on **October 28, 2020.***

^{*} 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—October 28, 2020—5:00 P.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. Due to the COVID-19 epidemic and in line with the measures taken by the French Government to curb the spread of the virus, the Meeting will be held without shareholders present based on Article 4 of Ordinance No. 2020-321 of March 25, 2020. A copy of the Notice of Meeting from the Company which includes the agenda for such Meeting is enclosed.

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 ByLaws, 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; provided, however, 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 5:00 P.M. (New York City time) on October 28, 2020 for action to be taken.

2020 VOTING INSTRUCTIONS

AMERICAN DEPOSITARY SHARES

Cellectis S.A. (the "Company")

ADS CUSIP No.: 15117K103.

ADS Record Date: October 6, 2020.

French Record Date: November 2, 2020 (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: 5:00 P.M. (New York City time) on October 28, 2020.

Meeting Specifics: Combined Ordinary and Extraordinary General Meeting to be held on November 4, 2020 beginning at 9:30

A.M. (Paris time) at the Company's office, located at 8, rue de la Croix Jarry, 4th floor, 75013 Paris, France

(the "Meeting").

Due to the COVID-19 epidemic and in line with the measures taken by the French Government to curb the spread of the virus, the Meeting will be held without shareholders present based on Article 4 of Ordinance

No. 2020-321 of March 25, 2020.

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 issued under the Deposit Agreement ("ADSs") 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 Director 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 favor.of such new or modified resolutions if approved by the Board of Directors and gaginst.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

Ordinary Shareholders' Meeting

1. Appointment of Mr. Jean-Pierre Garnier as a new board member

Extraordinary Shareholders' Meeting

2. Amendment to the age limit applicable to directors, the chief executive officer and deputy chief executive officers

Please be advised that the Company has informed the Depositary that its management recommends a "FOR" vote for both resolutions.

A Issues		Cellecti	s S.A.							
Ordinary General N	Aeeting									
Resolution 1	For	Against	Abstain							
Extraordinary Gene	eral Me	eting								
Resolution 2	For	Against	Abstain							
B Authorized Sig	natures	s - Sign H	Iere - This se	ection must be comp	leted for your inst	ructions to be	e executed.			
undersigned shall be	deemed	d to have	directed the	returned to the Deposi Depositary to give Vo d "AGAINST" the un	oting Instructions "F	OR" the unma	arked resoluti	on if the unm	arked resolution	
resolution, the under	signed solution	shall be d	eemed to hav	returned to the Deposi ve directed the Deposi mpany's board of direct	itary to give Voting	Instructions "	FOR" the mu	ltiple-marked	resolution if th	
Please be sure to sign	n and da	ate this Vo	oting Instruct	ions Card.						
				xactly as printed. Who structions executed by						
Signature 1 - Please	keep sig	gnature w	rithin the line	Signature 2 - Ple line	ease keep signature	within the	Date (mm/de	d/yyyy)	1	

Questions and Answers on Voting Procedures for the Combined Ordinary and Extraordinary General Meeting (2020)

CELLECTIS S.A.

What does a Cellectis ADS represent?

Each American Depositary Share ("ADS") represents one ordinary share (an "Ordinary Share") of Cellectis S.A. (the "Company").

When and where is the Company's Combined Ordinary and Extraordinary General Meeting (the "Meeting")?

The Meeting will be held on Wednesday, November 4, 2020 at 9:30 A.M. (Paris time) at the Company's office, located at 8, rue de la Croix Jarry, 4th floor, 75013 Paris, France.

Due to the COVID-19 epidemic and in line with the measures taken by the French Government to curb the spread of the virus, the Meeting will be held without shareholders present based on Article 4 of Ordinance No. 2020-321 of March 25, 2020.

Who may vote at the Meeting?

If you are a holder of record of the Company's ADSs on October 6, 2020 (the "ADS Record Date") and at 12:01 P.M. (Paris time) on November 2, 2020 (the "French Record Date") you may vote on the issues set forth in the posted Notice of Meeting from the Company. Please note that in order to vote your ADSs you will need to deliver a completed and signed Voting Instructions Form, to Citibank, N.A. (the "Depositary") at the address noted on the enclosed envelope on or before 5:00 P.M. (New York City time) on October 28, 2020 (the "ADS Voting Deadline"). See next Q & A for more detailed information on the voting process.

How does a Holder of ADSs vote?

A Holder of ADSs votes by completing a Voting Instructions Form.

<u>If you wish to attend the Meeting in person:</u>

If you wish to attend the Meeting in person, you must cancel your ADSs and become a direct and registered shareholder on the Company's Register of Shareholders before the French Record Date. You must also contact the Company at +33 (0)1 81 69 16 00 to give notice of attendance. You can contact Citibank, N.A.—ADR Shareholder Services at 1-877-248-4237 to cancel your ADSs.

If you wish to vote your ADSs by proxy:

As an ADS Holder you can vote by completing the enclosed Voting Instructions Form, signing it and returning it to the Depositary in the envelope provided herewith by the ADS Voting Deadline. If you hold your ADSs through a custodian, broker or other agent, you may receive additional instructions from such agent and such agent may impose additional deadlines.

Registered Holders:

If you are not holding ADSs through a broker, custodian or other agent, you must complete, sign and return your Voting Instructions Form to the Depositary by the ADS Voting Deadline. Please note that you need to be an owner of ADSs as of the ADS Record Date and as of the French Record Date for your voting instructions to count.

DTC Holders:

If you are holding ADSs through a broker, custodian or other agent, you must timely instruct the applicable broker, custodian or agent to provide voting instructions to the Depositary and to confirm your continued ownership of the ADSs as of the French Record Date. Please note that you need to be an owner of ADSs as of the ADS Record Date and as of the French Record Date for your voting instructions to count.

May voting instructions be withdrawn?

Yes, voting instructions may be withdrawn at any time prior to the ADS Voting Deadline. In order to be effective, a notice of withdrawal of voting instructions must be timely received by Citibank, N.A., by the ADS Voting Deadline.

What happens if I sell my ADSs before the French Record Date?

If you sell, transfer or cancel your ADSs before the French Record Date and the Depositary cannot confirm your continued ownership of ADSs as of the French Record Date, any voting instructions you or your custodian or broker may have delivered to the Depositary will be invalidated.

What happens to unvoted ADSs?

The Depositary shall deem the holders of unvoted ADSs 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.

ALL ISSUES RELATED TO THE FORM AND VALIDITY OF ANY NOTICES, DIRECTIONS OR INSTRUCTIONS WILL BE DETERMINED BY CITIBANK, N.A, AS DEPOSITARY, IN ITS SOLE DISCRETION, WHOSE DETERMINATION SHALL BE FINAL AND BINDING.