
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A INFORMATION
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:

- 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 §240.14a-12

VIGIL NEUROSCIENCE, 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 Securities Exchange Act of 1934 Rules 14a-6(i)(1) and 0-11.
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VIGIL NEUROSCIENCE, INC.
100 FORGE ROAD, SUITE 700
WATERTOWN, MA 02472

Your **Vote** Counts!

VIGIL NEUROSCIENCE, INC.

2024 Annual Meeting

Vote by June 4, 2024

11:59 PM ET



V44495-P09667

You invested in VIGIL NEUROSCIENCE, 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 materials for the stockholder meeting to be held on June 5, 2024.**

Get informed before you vote

View the Notice, Proxy Statement and our 2023 Annual Report to Stockholders online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 22, 2024. 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, (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*

June 5, 2024
8:30 a.m. Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/VIGL2024

*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. The more complete proxy materials, which contain important information and are available to you on the Internet or by mail. Please follow the instructions on the reverse side to vote these important matters. We encourage you to access and review the proxy materials at www.ProxyVote.com before voting.

Voting Items	Board Recommends
1. To elect three class III directors to our board of directors, to serve until the 2027 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:	
Nominees:	
1a. Bruce Booth, D.Phil	✔ For
1b. Suzanne Bruhn, Ph.D.	✔ For
1c. Ivana Magovčević-Liebisch, Ph.D., J.D.	✔ For
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024.	✔ For
3. To approve an amendment to our Third Amended and Restated Certificate of Incorporation to limit the liability of certain of our officers as permitted by Delaware law.	✔ For
NOTE: The proxies are authorized to vote on such other business as may properly come before meeting or and adjournment thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".