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

SCHEDULE 14A

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

Rani Therapeutics Holdings, 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!

RANI THERAPEUTICS HOLDINGS, INC.

2022 Annual Meeting
Vote by May 24, 2022
11:59 PM ET



RANI THERAPEUTICS HOLDINGS, INC.
2051 RINGWOOD AVENUE
SAN JOSE, CA 95131



D78643-P66571

You invested in RANI THERAPEUTICS HOLDINGS, 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 for the stockholder meeting to be held on May 25, 2022.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 11, 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, (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. Requests, instructions and other inquiries sent to this email address will NOT be forwarded to your investment advisor. There is NO charge for requesting a copy of the voting material(s).



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*

May 25, 2022
8:00 a.m. Pacific Time

To vote during the Meeting go to www.virtualshareholdermeeting.com/RANI2022. Have the control number that is printed in the box available and follow the instructions.

Vote Before the Meeting by Internet: www.ProxyVote.com Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

Vote Before the Meeting by Phone: Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

Vote Before the Meeting by Mail: Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

*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 as described in the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.ProxyVote.com or easily request a paper copy (see reverse side). Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends									
<p>1. Election of the nine nominees for director named below to hold office as members of the Board of Directors until the 2023 Annual Meeting of Stockholders.</p> <p>Nominees:</p> <table><tbody><tr><td>01) Talat Imran</td><td>04) Lyn Baranowski</td><td>07) Andrew Farquharson</td></tr><tr><td>02) Mir Imran</td><td>05) Jean-Luc Butel</td><td>08) Maulik Nanavaty</td></tr><tr><td>03) Dennis Ausiello</td><td>06) Lauren DeBuono</td><td>09) Lisa Rometty</td></tr></tbody></table>	01) Talat Imran	04) Lyn Baranowski	07) Andrew Farquharson	02) Mir Imran	05) Jean-Luc Butel	08) Maulik Nanavaty	03) Dennis Ausiello	06) Lauren DeBuono	09) Lisa Rometty	✔ For
01) Talat Imran	04) Lyn Baranowski	07) Andrew Farquharson								
02) Mir Imran	05) Jean-Luc Butel	08) Maulik Nanavaty								
03) Dennis Ausiello	06) Lauren DeBuono	09) Lisa Rometty								
2. Ratification of the selection of Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2022.	✔ For									

NOTE: In their discretion, the proxies are authorized to vote on such other business as may properly come before the meeting or any adjournment or postponement thereof.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".