
**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**

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-11(c) or §240.14a-2

RANI THERAPEUTICS HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- 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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**SUPPLEMENT TO DEFINITIVE PROXY STATEMENT
FOR THE
ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 28, 2025**

This supplement to the proxy statement, dated April 16, 2025 (the “Proxy Statement”), for the 2025 Annual Meeting of Stockholders to be held on May 28, 2025 (the “Annual Meeting”) of Rani Therapeutics Holdings, Inc. (the “Company”) updates the Proxy Statement for a recent change in the proposed nominees for election to the Board.

Other than as set forth below, this supplement does not change any of the proposals in the Proxy Statement to be acted on at the Annual Meeting, other than the election of directors.

Withdrawal of Nominee for Election to the Board

On April 24, 2025, Laureen DeBuono notified the Board of Directors (the “Board”) of the Company that she has decided to retire from the Board effective immediately; therefore, Ms. DeBuono will not stand for reelection as a director of the Company at the Annual Meeting.

As a result of Ms. DeBuono’s decision, Ms. DeBuono’s nomination for election to the Board at the Annual Meeting has been withdrawn.

Voting Matters

The form of proxy card included in the Company’s proxy materials remains valid, notwithstanding Ms. DeBuono’s withdrawal as a director nominee. Proxies already returned by stockholders will remain valid and will be voted at the Annual Meeting unless revoked. Proxies received in respect of the election of Ms. DeBuono will be disregarded and will not be voted with respect to her election, but will continue to be voted as directed or otherwise as set forth therein with respect to all matters properly brought before the Annual Meeting, including the election of the other director nominees.

If you have already returned your proxy card or provided voting instructions, you do not need to take any action unless you wish to change your vote by submitting a new proxy card or voting instructions, and your shares will be voted as specified therein, other than votes with respect to Ms. DeBuono. If you have not yet returned your proxy card or submitted your voting instructions, please complete and return the proxy card or submit voting instructions, disregarding the name of Ms. DeBuono as a nominee for election as director.
