

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

**TOCAGEN 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 the appropriate box)

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:



**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on May 29, 2019 for Tocagen Inc.**

This communication is not a form for voting and presents only an overview of the more complete proxy materials which contain important information and are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. To view the proxy statement and annual report, go to [www.proxydocs.com/TOCA](http://www.proxydocs.com/TOCA). To submit your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under new United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet. We have chosen to use these procedures for our 2019 Annual Meeting and need YOUR participation.

*If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's annual meeting, please make this request on or before May 19, 2019.*

**For a Convenient Way to VIEW Proxy Materials  
– and –  
VOTE Online go to: [www.proxydocs.com/TOCA](http://www.proxydocs.com/TOCA)**

**Proxy Materials Available to View or Receive:**

- 1. Proxy Statement 2. Annual Report**

Printed materials may be requested by one of the following methods:



**You must use the 12 digit control number located in the shaded gray box below.**

\* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

ACCOUNT NO.

SHARES

**Company Notice of Annual Meeting**



Date: Wednesday, May 29, 2019  
Time: 10:00 A.M. (Local Time)  
Place: Cooley LLP, 4401 Eastgate Mall, San Diego, CA 92121

The purpose of the Annual Meeting is to take action on the following proposals:

**The Board of Directors recommends that you vote "FOR" the following.**

**1. Election of Directors**

**Nominees**    01 Franklin M. Berger    02 Lori Kunkel, M.D.    03 David Parkinson, M.D.

**2. To ratify the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2019.**

**Note:** To conduct any other business properly brought before the meeting.