
**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 under §240.14a-12

OncoSec Medical Incorporated

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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OncoSec Urges Shareholders Not to Fall for Alpha's Disingenuous "Proposal" and Scheme to Prevent Fair Vote at Special Meeting

Alpha's Latest Release Merely Resurfaces Earlier "Proposal" in its Entirety, Just with a New Expiration Date – This is Meaningless and Does Nothing to Improve its Poor, Contingency-Laden Terms

*ALL Shareholders are Entitled to Have Their Votes Count at Special Meeting – Voting on **WHITE** Proxy Card, Regardless of Support for CGP/Sirtex Transaction, Will Guarantee this Happens*

SAN DIEGO and PENNINGTON, N.J., January 28, 2020– OncoSec Medical Incorporated (NASDAQ:ONCS) (the "Company" or "OncoSec"), a company developing late-stage intratumoral cancer immunotherapies, today issued the following statement to its shareholders regarding Alpha Holdings, Inc.'s ("Alpha") January 27, 2020 press release:

- Alpha's press release about a "revised binding term sheet" provided to OncoSec is **disingenuous and misleading. Nothing has changed about Alpha's so-called "proposal" aside from the expiration date.**
- Alpha previously put a 2.5 day expiration on its "proposal." Now, after waiting nearly two weeks, Alpha is resurfacing the exact same proposal, except now with a four-day expiration period. This is **meaningless and does nothing to change the poor terms Alpha is purporting to offer shareholders**, which a special committee of independent directors and the Company's Board of Directors previously considered and rejected.
- Institutional Shareholders Services Inc. (ISS), a leading independent proxy advisory firm, considered Alpha's "proposal" and reaffirmed its original recommendation that shareholders vote FOR the proposed strategic investment by, and partnership with, CGP and Sirtex¹ (the "CGP/Sirtex Transaction"), noting concerns with "the risks associated with this competing offer," including potential significant dilution of shareholders and "disruption associated with resignations of the CEO and chairman without proposed immediate replacements."²
- As we detailed in our January 21st letter to shareholders (see this [link](https://www.businesswire.com/news/home/20200121005607/en/OncoSec-Sends-Letter-Urging-Shareholders-Distracted-Alpha%E2%80%99s) <https://www.businesswire.com/news/home/20200121005607/en/OncoSec-Sends-Letter-Urging-Shareholders-Distracted-Alpha%E2%80%99s>), **there are numerous reasons why Alpha's "proposal" is filled with holes and contingencies, and is based on questionable motives.** For the sake of brevity, we won't repeat those reasons here, but please read our last letter for details.
- **Alpha's press release today is not surprising.** We predicted as much when we stated in our shareholder letter last week that 'Alpha's 'proposal' is the sort of tactic we **EXPECT** to see more of from them in the next few weeks, as it seems that they are doing anything and everything they can to derail the CGP/Sirtex Transaction. **Do not let their games distract you from the facts.**"
- **Shareholders deserve a fair meeting, in which all their votes cast are counted.** Voting on the **WHITE** proxy card – whether you support the CGP/Sirtex Transaction or not – will ensure your selection is counted.

¹ Grand Decade Developments Limited, a wholly owned subsidiary of China Grand Pharmaceutical and Healthcare Holdings Limited ("CGP") and its U.S. affiliate, Sirtex Medical US Holdings, Inc. ("Sirtex").

² Permission to quote third parties was neither sought nor obtained.

If you have already voted on the WHITE proxy card, there is no need for you to take any further action at this time.

Additional information about the CGP/Sirtex Transaction and how to vote can be found at <https://advancingoncosec.com/>.

If you have any questions on how to vote, please contact the Company's proxy solicitor at the contact listed below:

M O R R O W
S O D A L I

509 Madison Avenue, Suite 1608

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Stockholders Call Toll Free: **(800) 662-5200**

E-mail: ONCS@morrrowsodali.com

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About CGP

CGP is a public company listed on the Hong Kong stock exchange with a market capitalization of approximately \$2.2 billion USD. CGP develops, manufactures and distributes pharmaceutical products and medical devices to retailers and medical organizations. CGP currently distributes its products to approximately 6,000 hospitals and approximately 30,000 pharmacies and has a sales team of more than 2,000 employees. CGP also has significant experience in R&D and product commercialization in China. Such experience dealing with the relevant Chinese regulatory bodies makes CGP an ideal strategic partner for OncoSec as it looks to gain regulatory approval to introduce TAVO™ to the Chinese market. For more information, visit www.chinagrandpharm.com.

About Sirtex

Sirtex is a global healthcare business company with offices in the U.S., Australia, Europe and Asia, working to improve outcomes in people with cancer. Sirtex's current lead product is a targeted radiation therapy for liver cancer called SIR-Spheres® Y-90 resin microspheres. More than 100,000 doses have been supplied to treat patients with liver cancer at more than 1,000 medical centers in over 40 countries. Sirtex's global focus on drug development makes it a natural partner for the Company as it looks to develop and introduce TAVO™ into markets around the world. For more information, visit www.sirtex.com.

About OncoSec Medical Incorporated

OncoSec Medical Incorporated (the “Company,” “OncoSec,” “we” or “our”) is a late-stage biotechnology company focused on developing cytokine-based intratumoral immunotherapies to stimulate the body’s immune system to target and attack cancer. OncoSec’s lead immunotherapy investigational product candidate – TAVO™ (tavokinogene telseplasmid) – enables the intratumoral delivery of DNA-based interleukin-12 (IL-12), a naturally occurring protein with immune-stimulating functions. The technology, which employs electroporation, is designed to produce a controlled, localized expression of IL-12 in the tumor microenvironment, enabling the immune system to target and attack tumors throughout the body. OncoSec has built a deep and diverse clinical pipeline utilizing TAVO™ as a potential treatment for multiple cancer indications either as a monotherapy or in combination with leading checkpoint inhibitors; with the latter potentially enabling OncoSec to address a great unmet medical need in oncology: anti-PD-1 non-responders. Results from recently completed clinical studies of TAVO™ have demonstrated a local immune response, and subsequently, a systemic effect as either a monotherapy or combination treatment approach. In addition to TAVO™, OncoSec is identifying and developing new DNA-encoded therapeutic candidates and tumor indications for use with its new Visceral Lesion Applicator (VLA), to target deep visceral lesions, such as liver, lung or pancreatic lesions. For more information, please visit www.oncosec.com.

TAVO™ trademark of OncoSec Medical Incorporated.

SIR-Spheres® is a registered trademark of Sirtex Medical US Holdings, Inc.

Risk Factors and Forward Looking Statements

This release, as well as other information provided from time to time by the Company or its employees, may contain forward-looking statements that involve a number of risks and uncertainties that could cause actual results to differ materially from those anticipated in the forward-looking statements. Forward-looking statements provide the Company’s current beliefs, expectations and intentions regarding future events and involve risks, uncertainties (some of which are beyond the Company’s control) and assumptions. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “should,” “will” and “would” and similar expressions (including the negative of these terms). Although we believe that expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. The Company intends these forward-looking statements to speak only at the time they are published on or as otherwise specified, and does not undertake to update or revise these statements as more information becomes available, except as required under federal securities laws and the rules and regulations of the Securities Exchange Commission (“SEC”). In particular, you should be aware that the CGP/Sirtex Transaction may not close or may close on materially different terms, that Alpha may succeed in obtaining the relief it seeks in its litigation against the Company, in whole or in part, even though the Company believes that Alpha’s litigation is entirely without merit and that the success and timing of our clinical trials, including safety and efficacy of our product candidates, patient accrual, unexpected or expected safety events, and the usability of data generated from our trials may differ and may not meet our estimated timelines. Please refer to the risk factors and other cautionary statements provided in the Company’s Annual Report on Form 10-K for the fiscal year ended July 31, 2019 and subsequent periodic and current reports filed with the SEC (each of which can be found at the SEC’s website www.sec.gov), as well as other factors described from time to time in the Company’s filings with the SEC.

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