

**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 Rule §240.14a-11(c) or §240.14a-2

Innovate Biopharmaceuticals, 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.
- Computed on table below per Exchange Act Rules 14a-6(i)(4) 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:

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- 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:

INNOVATE BIOPHARMACEUTICALS, INC.

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**Supplement to Proxy Statement for
Special Meeting of Stockholders**

This supplement, dated January 27, 2020, supplements the definitive proxy statement (the “Proxy Statement”) of Innovate Biopharmaceuticals, Inc. (the “Company”) filed with the Securities and Exchange Commission on January 22, 2020, relating to the Company’s Special Meeting of Stockholders. The purpose of this supplement is to clarify that Proposal 3, the Reverse Stock Split Proposal, is considered a “routine” matter.

CHANGES TO PROXY STATEMENT

The following section from page 7 of the Proxy Statement is accordingly amended and restated as follows:

What happens if I do not vote?

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record and do not vote by completing your proxy card, over the Internet or in person at the Special Meeting, your shares will not be voted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

Under the applicable New York Stock Exchange (“NYSE”) rule, brokers, banks and nominees are not permitted to vote shares held for a customer on “non-routine” matters without specific instructions from the customer. Proposals 1 and 2 are considered to be “non-routine” matters and therefore, brokers, banks and other nominees do not have discretionary voting power on these matters and such entity will only vote your shares of common stock if you provide instructions on how to vote by complying with the voter instruction form sent to you by your broker, bank or other nominee with the proxy materials. Proposal 3 is considered a “routine” matter. Accordingly, your broker or nominee may not vote your shares on Proposal 1 and Proposal 2 without your instructions, but may vote your shares on Proposal 3.

In any event, to be sure that your vote will be received in time, please cast your vote by your choice of available means at your earliest convenience.