

**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 under §240.14a-12

Sidus Space, 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.

(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:

- 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:

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS

**The Annual Meeting of Stockholders of Sidus Space, Inc. will be held on
June 28, 2023, at 9:00 a.m. EDT at the Hampton Inn & Suites/Home2 Cape Canaveral Cruise Port, located at 9004 Astronaut Blvd., Cape Canaveral, FL 32920**

PROXY STATEMENT AND 2022 ANNUAL REPORT ON FORM 10-K ARE AVAILABLE AT:

<https://annualgeneralmeetings.com/sidu2023>

Dear Stockholder:

The Annual Meeting of Stockholders of Sidus Space, Inc. has been called to consider and act upon the following matters:

Proposal 1: Election of five (5) Directors;

Proposal 2: Ratification of BF Borgers CPA PC as the Company's independent registered public accountants for fiscal year ending December 31, 2023;

Proposal 3: Amend the Company's amended and restated certificate of incorporation to increase the number of shares of authorized Class A common stock from 100,000,000 to 200,000,000; and

Proposal 4: Approve, in accordance with Nasdaq Marketplace Rule 5635(b), the issuance of our Class A common stock to B. Riley Principal Capital II, LLC ("B. Riley") in excess of the exchange cap of the Common Stock Purchase Agreement dated August 10, 2022 by and between the Company and B. Riley.

Our Board of Directors recommends a vote "FOR" all nominees listed in proposal 1 and "FOR" proposals 2, 3 AND 4.

You are receiving this communication because you hold shares in the company named above. Complete proxy materials, including the proxy card, are available to you on-line at <https://annualgeneralmeetings.com/sidu2023> or upon your request by e-mail or first-class mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.

This is not a ballot. You cannot use this notice to vote your shares. You may vote on-line, by mail or in person. If you wish to vote on-line, you will need your "Control Number" (which can be found in the bottom right hand corner of this notice) and the web address, all of which will be included with or on the proxy card located on the Internet website stated above or mailed to you at your request. No other personal information will be required in order to vote in this manner. If you wish to vote by mail, simply print out the proxy card located on the Internet website stated above, mark the proxy card accordingly, sign and return it to us at the address indicated on the proxy card. If you wish to vote in person at the Annual Meeting of Stockholders, simply check the box on the proxy card that you plan to attend. Your proxy card will not be used if you vote in person. Please check the meeting materials for any special requirements for meeting attendance and how to obtain directions to the meeting.

Control Number:

**Important Notice Regarding the Availability of Proxy Materials
for the Stockholder Meeting To Be Held on June 28, 2023:**

- (1) This communication presents only an overview of the more complete proxy materials that 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.
- (2) The Proxy Statement and 2022 Annual Report on Form 10-K are available at <https://annualgeneralmeetings.com/sidu2023>
- (3) If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before June 14, 2023 to facilitate timely delivery.

To request a paper copy of these items:

- Call our toll-free number – 1-800-785-3033; or
- Visit our website at <https://annualgeneralmeetings.com/sidu2023>; or
- Send us an e-mail at cs@pacificstocktransfer.com

Please clearly identify the items you are requesting; Sidus Space, Inc., and your name along with the Control Number located in the lower right hand corner of this notice and the name and address to which the materials should be mailed.

By Order of the Board of Directors

/s/ Carol Craig

Chairwoman and Chief Executive Officer

Control Number:



Your **Vote** Counts!

SIDUS SPACE, INC.
2023 Annual Meeting
Vote by June 27, 2023
11:59 PM ET



Heston, Inc.
PO Box 9142
Farmingdale, NY 11735

Ricky Campana
P.O. Box 123456
Suite 500
51 Mercedes Way
Edgewood, NY 11717

1 OF
322,224
148,294
2

30#



FLASHID-JOB#

You invested in SIDUS SPACE, 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 shareholder meeting to be held on June 28, 2023.**

Get informed before you vote

View the Form 10-K, Notice & Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 14, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder 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.



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 in Person at the Meeting*

June 28, 2023
9:00 AM EDT

Hampton Inn & Suites/Home2
Cape Canaveral Cruise Port
9004 Astronaut Blvd
Cape Canaveral, FL 32920

*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.ProxyVote.com or request a paper copy of the materials, which will contain the appropriate instructions. 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 shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

SIDUS SPACE, INC.
2023 Annual Meeting
Vote by June 27, 2023
11:59 PM ET

| Voting Items | Board Recommends |
|--|---------------------|
| 1. Election of Directors Nominees: | |
| 1A Carol Craig | ✔ For |
| 1B Jamie Adams | ✔ For |
| 1C Dana Kilborne | ✔ For |
| 1D Cole Oliver | ✔ For |
| 1E Leonardo Riera | ✔ For |
| 2 Proposal to ratify the appointment of BF Borgers CPA PC as our independent registered public accounting firm for our fiscal year ending December 31, 2023. | ✔ For |
| 3 Proposal to amend our amended and restated certificate of incorporation to increase the number of shares of authorized Class A common stock from 100,000,000 to 200,000,000. | ✔ For |
| 4 Proposal to approve, in accordance with Nasdaq Marketplace Rule 5635(b), the issuance of our Class A common stock to B. Riley Principal Capital II, LLC ("B. Riley") in excess of the exchange cap of the Common Stock Purchase Agreement dated August 10, 2022 by and between the Company and B. Riley. | ✔ For |
| NOTE: Such other business as may properly come before the meeting or any adjournment thereof. | |
| | |

Under New York Stock Exchange rules, brokers may vote "routine" matters at their discretion if your voting instructions are not communicated to us at least 10 days before the meeting. **We will nevertheless follow your instructions, even if the broker's discretionary vote has already been given, provided your instructions are received prior to the meeting date.**

FLASHID-JOB#

1,00000
322,224
148,294