
**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 Pursuant to § 240.14a-12

Lightning eMotors, Inc.

(Name of Registrant as Specified in its Charter)

Not Applicable

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

Payment of Filing Fee (Check all the 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

**You May Vote Your Proxy When You View The
Material On The Internet. You Will Be Asked
To Follow The Prompts To Vote Your Shares.**

Lightning eMotors, Inc.
c/o Continental Proxy Services
1 State Street, New York NY 10004

Lightning eMotors, Inc.
815 14th Street SW, Suite A100,
Loveland, CO 80537

**NOTICE OF SPECIAL
MEETING OF STOCKHOLDERS**
to be held on
Thursday, August 24, 2023

*Stockholders are cordially invited to attend the Special Meeting and vote in person.
At the meeting, you will need to request a ballot to vote your shares.

Dear Stockholder,

A Special Meeting of Stockholders of Lightning eMotors, Inc. will be held at the company's offices at 815 14th Street SW, Bldg. B, Loveland, CO 80537, on August 24, 2023, at 9:00 AM (local time).

Proposals to be considered at the Special Meeting:

- (1) Approval of, in accordance with the rules of the New York Stock Exchange, the issuance of shares of common stock to YA II PN, Ltd., in excess of 20% of the Company's pre-transaction outstanding common stock or voting power at a price per share below "Minimum Price" pursuant to that certain Pre-Paid Advance Agreement dated May 16, 2023, by and between the Company and YA II PN, Ltd.; and
- (2) Approval of adjournment of the Special Meeting to solicit additional proxies or establish a quorum.

The Board of Directors recommends a vote **"FOR"** each of the Proposals.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated, and returned the proxy card.

 **Vote Your Proxy on the Internet:**
Go to <http://www.cstproxyvote.com>
Have your notice available when you access this website. Follow the prompts to vote your shares.

The Proxy Materials are available for review at:
<https://www.cstproxy.com/lightningemotors/sm2023>

CONTROL NUMBER

Lightning eMotors, Inc.
815 14th Street SW, Suite A100,
Loveland, CO 80537

**Important Notice Regarding the Availability of Proxy Materials
For the Special Meeting of Stockholders to be Held On
Thursday, August 24, 2023**

The following Proxy Materials are available to you to review at:
<https://www.cstproxy.com/lightningemotors/sm2023>

- the Company's Proxy Statement,
- the Proxy Card, and
- any amendments to the foregoing materials that are required to be furnished to stockholders

This is not a ballot. You cannot use this notice to vote your shares. 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.

If you would like to receive a paper or e-mail copy of these documents, you must request one. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before August 14, 2023 to facilitate a timely delivery. You may also request that you receive paper copies of all future proxy materials from the Company.

ACCESSING YOUR PROXY MATERIALS ONLINE

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically. You must reference your control number.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call 1-888-266-6791, or
By logging on to

<https://www.cstproxy.com/lightningemotors/sm2023> or
By email at: proxy@continentalstock.com

Please include the company name and your control number in the subject line.