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

SenesTech, 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 in 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:

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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:

SENESTECH, INC.
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JUNE 18, 2019

TO THE STOCKHOLDERS:

Notice is hereby given that the 2019 Annual Meeting of Stockholders of SenesTech, Inc., a Delaware corporation (the "Company"), will be held on Tuesday, June 18, 2019 at 10:00 a.m., local time, at the Holiday Inn Hotel and Suites, Phoenix Airport North at 1515 N. 44th St., Phoenix, AZ 85008, for the following purposes:

1. To elect the following individuals to the board of directors: Loretta P. Mayer, Ph.D., Matthew Szot and Kenneth Siegel as Class III directors, each to serve for a three-year term until the annual meeting of stockholders to be held in 2022 and until his or her successor is duly elected and qualified;

2. To ratify the appointment of M&K CPAS, PLLC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019; and

3. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice.

The board of directors has set the close of business on April 22, 2019 as the record date for the determination of stockholders entitled to vote at this meeting. Only stockholders of record at the close of business on April 22, 2019 are entitled to receive notice of, and to vote at, the meeting and any adjournment thereof.

All stockholders are invited to attend the meeting in person. However, to ensure your representation at the meeting, you are encouraged to vote promptly. If you have requested or received a paper copy of the proxy materials, you are encouraged to mark, sign, date and return the proxy card promptly. You may also grant a proxy by telephone or via the Internet by following the instructions on the proxy card. Any stockholder attending the meeting may vote in person even if such stockholder has previously returned a proxy.

By Order of the Board of Directors

Loretta P. Mayer, Chair of the Board and Chief Executive Officer
Flagstaff, Arizona
April 29, 2019

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on June 18, 2019: The proxy statement and annual report to stockholders are available at http://senestech.investorroom.com/.

SENESTECH, INC.

PROXY STATEMENT
FOR THE 2019 ANNUAL MEETING OF STOCKHOLDERS

PROCEDURAL MATTERS

General

The enclosed proxy is solicited by the board of directors of SenesTech, Inc., a Delaware corporation, for use at the 2019 Annual Meeting of Stockholders (the "Annual Meeting") to be held on Tuesday, June 18, 2019, at 10:00 a.m., local time, and at any adjournment or postponement thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Stockholders. The Annual Meeting will be held at the Holiday Inn Hotel and Suites, Phoenix Airport North at 1515 N. 44th St., Phoenix, AZ 85008. Our principal executive offices are located at 3140 N. Caden Court, Suite 1, Flagstaff, AZ 86004 and the telephone number at such principal executive offices is (928) 779-4143. As used in this proxy statement, "we," "us," "our" and the "Company" refer to SenesTech, Inc.

On or about April 29, 2019, we are mailing to all stockholders entitled to vote at the Annual Meeting a Notice of Internet Availability of Proxy Materials (the "Notice") instead of a paper copy of this proxy statement. The Notice contains instructions on how to access those documents over the Internet, which are available at http://senestech.investorroom.com/. The Notice also contains instructions on how to request a paper copy of our proxy materials, including this proxy statement and a form of proxy card or voting instruction card.

The Company is incorporated under Delaware law, which specifically permits electronically transmitted proxies, provided that the transmission set forth or be submitted with information from which it can reasonably be determined that the transmission was authorized by the stockholder. The electronic voting procedures provided for the Annual Meeting are designed to authenticate each stockholder by use of a control number to allow stockholders to vote their shares and to confirm that their instructions have been properly recorded.

Record Date and Outstanding Shares

Only stockholders of record at the close of business on April 22, 2019 (the "record date") are entitled to receive notice of and to vote at the Annual Meeting. Our only outstanding voting securities are shares of common stock, $0.001 par value. As of the record date, 23,695,208 shares of our common stock were issued and outstanding, which shares of common stock are held by approximately 640 stockholders of record.

Revocability of Proxies

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time prior to its use by delivering to our Secretary, at the address referenced above, a written instrument revoking the proxy or delivering a duly executed proxy bearing a later date, in either case no later than the close of business on June 17, 2019, or by attending the Annual Meeting and voting in person.

Voting and Solicitation

Each holder of common stock is entitled to one vote for each share held. Stockholders do not have cumulative voting rights.

This solicitation of proxies is made by our board of directors, and all related costs will be borne by us. We may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation material to such beneficial owners. Proxies may also be solicited by certain of our directors, officers or administrative employees without the payment of any additional consideration. Solicitation of proxies may be made by mail, by telephone, by email, in person or otherwise.

Stockholders of Record and "Street Name" Holders

Where shares are registered directly in the holder's name, that holder is the stockholder of record with respect to those shares. If shares are held by an intermediary, meaning in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered the stockholder of record as to those shares. Those shares are said to be held in "street name" on behalf of the beneficial owner of the shares. Street-name holders generally cannot directly vote their shares and must instead instruct the broker or other nominee how to vote their shares using the voting instruction form provided by that broker or other nominee. Many brokers also offer the option of giving voting instructions over the internet or by telephone. Instructions for giving your vote as a street-name holder are provided on your voting instruction form.

Quorum; Abstentions; Broker Non-Votes

At the Annual Meeting, an inspector of elections will determine the presence of a quorum and tabulate the results of the voting by stockholders. A quorum exists when holders of a majority of the outstanding shares of stock entitled to vote are present in person, by remote communication, if applicable, or by proxy. A quorum is necessary for the transaction of business at the Annual Meeting.

Broker non-votes can occur as to shares held in street name. Under the current rules that govern brokers and other nominee holders of record, if a street-name holder does not give instructions to its broker or other nominee, such broker or other nominee will be able to vote such shares only with respect to proposals for which the broker or other nominee has discretionary voting authority. A "broker non-vote" occurs when a broker or other nominee submits a proxy for the Annual Meeting but does not vote on a particular proposal because such broker or other nominee does not have discretionary voting power with respect to that proposal and has not received instructions from the beneficial owner.

Brokers do not have discretionary voting authority for the approval of the election of directors (Proposal No. 1). If you hold your shares in street name and you do not instruct your broker how to vote on this proposal, your broker will not vote on them and those non-votes will be counted as broker non-votes. The ratification of the appointment of M&K CPAS, PLLC as our independent registered public accounting firm (Proposal No. 2) is considered discretionary and your brokerage firm will be able to vote on this proposal even if it does not receive instructions from you, as long as it holds your shares in its name.

Abstentions and broker non-votes are treated as shares present for the purpose of determining whether there is a quorum for the transaction of business at the Annual Meeting.

Required Votes and Voting

Assuming that a quorum is present at the Annual Meeting, the following votes will be required:

Proposal	Voting Options	Vote Required to Adopt the Proposal	Effect of Abstentions	Effect of Broker Non-Votes
1. Election of directors	For or withhold on each nominee.	Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election. The three nominees for election to the board of directors who receive the greatest number of votes cast "FOR" the election of the directors by the shares present, in person or by proxy, will be elected to the board of directors.	Not counted as votes cast and therefore no effect.	Not counted as votes cast and therefore no effect.
2. Ratification of Appointment of M&K CPAS, PLLC as our independent registered public accounting firm for Fiscal year 2019	For, against, or abstain.	"FOR" votes from the holders of a majority of shares present and entitled to vote on this proposal.	Against.	Brokers have discretion to vote.

All shares entitled to vote and represented by properly executed, unrevoked proxies received before the Annual Meeting will be voted at the Annual Meeting in accordance with the instructions given on those proxies. If no instructions are given on a properly executed proxy, the shares represented by that proxy will be voted as follows:

FOR the director nominees named in Proposal No. 1 of this proxy statement; and

FOR Proposal No. 2, to ratify the appointment of M&K CPAS, PLLC as our independent registered public accounting firm.

If any other matters are properly presented for consideration at the Annual Meeting, which may include, for example, a motion to adjourn the Annual Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named in the enclosed proxy and acting thereunder will have discretion to vote on those matters as they deem advisable. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

Deadlines for Receipt of Stockholder Proposals

Stockholder proposals may be included in our proxy statement and form of proxy for an annual meeting so long as they are provided to us on a timely basis and satisfy the other conditions set forth in Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), regarding the inclusion of stockholder proposals in company-sponsored proxy materials. For a stockholder proposal to be considered timely pursuant to Rule 14a-8 for inclusion in our proxy statement and form of proxy for the annual meeting to be held in 2020, we must receive the proposal at our principal executive offices, addressed to our Secretary, no later than December 31, 2019. Any proposals received after such date will be considered untimely. Submitting a stockholder proposal does not guarantee that it will be included in our proxy statement and form of proxy.

In addition, a stockholder proposal that is not intended for inclusion in our proxy statement and form of proxy under Rule 14a-8 (including director nominations) shall be considered "timely" as calculated in accordance with Rule 14a-4(c) under the Exchange Act, and may be brought before the 2020 annual meeting of stockholders provided that we receive information and notice of the proposal addressed to our Secretary at our principal executive offices, no earlier than February 14, 2020 and no later than March 16, 2020.

Further, our Amended and Restated Bylaws (our "Bylaws") provide that only such business shall be conducted at an annual meeting of stockholders as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be brought in accordance with Section 2.4 of our Bylaws.

All notices of stockholder proposals, whether or not intended to be included in our proxy materials, should be in writing and sent to our principal executive offices, located at: SenesTech, Inc., 3140 N. Caden Court, Suite 1, Flagstaff, Arizona 86004, Attention: Secretary.

Paper Copy of Proxy Materials

If you want to receive a paper copy of these proxy materials, including any documents incorporated herein by reference but excluding exhibits to the Annual Report on Form 10-K, you may request one at no cost to you by writing to: SenesTech, Inc., 3140 N. Caden Court, Suite 1, Flagstaff, Arizona 86004, Attention: Secretary.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

General

Our Bylaws provide that the authorized number of directors of the Company shall be fixed by the board of directors from time to time. The board of directors has previously set the size of the board of directors at seven directors. The directors shall be elected at each annual meeting of the stockholders. If for any reason directors are not elected at the annual meeting of stockholders, they may be elected at any special meeting of the stockholders that is duly called and held for that purpose in the manner provided by the Bylaws.

The board of directors is divided into three classes, and directors in each class are elected to serve a three-year term. A director serves in office until her or his respective successor is duly elected and qualified, unless the director is removed, resigns or, by reason of death or other cause, is unable to serve in the capacity of director. We expect that any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one third of the total number of directors.

Set forth below is certain information regarding the director nominees and each of the incumbent directors whose terms will continue following the Annual Meeting. Loretta Mayer, our co-founder, chair of the board, chief executive officer and chief scientific officer, and Cheryl Dyer, our co-founder, president, and chief research officer are married. Other than Drs. Mayer and Dyer, there are no family relationships among our directors or director nominees and any executive officers of the Company.

Nominees for Director

Three directors are to be elected at the Annual Meeting to the terms set forth below. The board of directors has nominated the following individuals for election to the board of directors: Loretta P. Mayer, Ph.D., Matthew Szot and Kenneth Siegel as Class III directors, each to serve for a three-year term until the annual meeting of stockholders to be held in 2022 and until her or his successor is duly elected and qualified.

Unless otherwise instructed, the proxy holders will vote the proxies received by them *for* the election of Loretta P. Mayer, Ph.D., Matthew Szot and Kenneth Siegel to the board of directors. Each of these individuals has indicated that he or she will serve if elected. We do not anticipate that either of these nominees will be unable or unwilling to stand for election, but if that occurs, all proxies received may be voted by the proxy holders for another person nominated by the board of directors. As there are three nominees, proxies may be voted for up to three persons.

Nominees and Continuing Directors

The names and certain information as of the record date about the nominees and each director continuing in office after the Annual Meeting are set forth below.

Name of Director Nominees	Age	Position	Director Since	Term Expires
Loretta P. Mayer, Ph.D.	69	Chair of the Board, Chief Executive Officer and Chief Scientific Officer	2004	2022 (Class III)
Kenneth Siegel	63	Director	2019	2022 (Class III)
Matthew Szot	44	Director	2015	2022 (Class III)
Name of Continuing Directors	**Age**	**Position**	**Director Since**	**Term Expires**
Marc Dumont	75	Director	2016	2020 (Class I)
Jamie Bechtel, JD, Ph. D.	46	Director	2018	2021 (Class II)
Delphine François Chiavarini	43	Director	2018	2021 (Class II)
Julia Williams, M.D.	59	Director	2011	2020 (Class I)

Director Nominees:

Loretta P. Mayer, Ph.D. is one of our co-founders, and has served as our chair of the board since our inception in July 2004. Since June 2009, Dr. Mayer has served as our chief scientific officer. In December 2015, she assumed the title of chief executive officer, a position she previously held from June 2011 to January 2015. She is a co-inventor on the patent licensed from the University of Arizona that formed the basis for the launch of our research and development efforts and continues to contribute as co-inventor on additional patent improvements and new technology. Prior to her career in medicine and science, from 1978 to 1991 Dr. Mayer served as CEO of Binnacle Development, Inc., a California-based Real Estate Development company, where she established the first Senior Citizen Housing project in the city of San Diego, developed $45 million in product and managed an annual budget of $10 million. Dr. Mayer also served as Vice President of Soroptimist International of the Americas from 1990 to 1991, where she was responsible for NGO representation at United Nations and international board meetings, Cambridge, UK 1990 to 1991. She also served Soroptimist International of the Americas as a federation board member from 1988 to 1990 and as regional governor from 1984 to 1986. She earned a master's degree in 1997 and a Ph.D. in 2000 in Biology from Northern Arizona University. Dr. Mayer earned a bachelor's degree in Sociology from University of California, San Diego in 1971. She accepted a post-doctoral appointment with the College of Medicine at the University of Arizona in 2000. We believe that Dr. Mayer is qualified to serve as a member of our board of directors because of her scientific experience, business background and her role as our co-founder.

Kenneth Siegel was appointed to our board of directors in February 2019 by our board to fill a vacancy. Mr. Siegel has over 25 years of experience as an executive and senior leader of major corporations. Since September 2018, Mr. Siegel has served as a Director on the board of directors of Babcock & Wilcox Enterprises, Inc. From December 2016 to November 2018, Mr. Siegel served in key leadership roles at Diamond Resorts International Inc., a global vacation ownership company, most recently as President since March 2017. Prior to Diamond Resorts, he served as Chief Administrative Officer and General Counsel of Starwood Hotels & Resorts, a branded lifestyle hospitality company. An instrumental member of the Starwood leadership team, Mr. Siegel was intimately involved in Starwood's emergence as an industry leader before its acquisition by Marriott International in 2016. Mr. Siegel played a pivotal role in Starwood's transition to an asset-light business and was the architect of transactions that drove both top- and bottom-line benefits through industry leading initiatives. Prior to joining Starwood in 2000, Mr. Siegel spent four years as the Senior Vice President and General Counsel of Cognizant Corporation and its successor companies. Prior to his corporate leadership roles, Mr. Siegel was a Partner with Baker & Botts LLP, where he was responsible for a full range of corporate legal services with particular focus on technology-oriented clients as well as representation of international leveraged buyout funds and securities firms. Before that, he served as Senior Partner of O'Sullivan Graev & Karabell LLP. Mr. Siegel began his career as an Associate with Cravath Swaine & Moore. Mr. Siegel has a degree in business from Cornell University and a juris doctorate degree from New York University. We believe that Mr. Siegel is qualified to serve as a member of our board of directors because of his experience and knowledge in all facets of corporate operations and governance, including business, operational, corporate finance, mergers and acquisitions, marketing and branding gained as a senior executive of major public corporations.

Matthew Szot was elected to our board of directors in December 2015 and appointed as the chair of the audit committee of our board of directors in December 2015. In addition, Mr. Szot served as the chair of the compensation committee of our board of directors from July 2016 to February 2018. Since March 2010, he has served as the chief financial officer and treasurer of S&W Seed Company, a Nasdaq-listed agricultural seed company. Mr. Szot also currently serves on the board of directors of Eastside Distilling, Inc. a Nasdaq-listed craft spirits company. From February 2007 until October 2011, Mr. Szot served as the chief financial officer for Cardiff Partners, LLC, a strategic consulting company that provided executive financial services to various publicly traded and privately held companies. From 2003 to December 2006, Mr. Szot served as chief financial officer and secretary of Rip Curl, Inc., a market leader in wetsuit and action sports apparel products. From 1996 to 2003, Mr. Szot was a Certified Public Accountant with KPMG and served as an Audit Manager for various publicly traded companies. Mr. Szot has a Bachelor of Science degree in Agricultural Economics/Accountancy from the University of Illinois, Champaign-Urbana and is a Certified Public Accountant in the State of California. We believe that Mr. Szot is qualified to serve as a member of our board of directors because of his experience and knowledge of corporate finance, mergers and acquisitions and corporate governance, as well as other operational, financial and accounting matters gained as a past and present chief financial officer of other public and private companies.

Vote Required

If a quorum is present, the nominees for election to the board of directors receiving the greatest number of votes cast “for” the election of the directors by the shares present, in person or by proxy, will be elected to the board of directors.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE ELECTION OF LORETTA P. MAYER, PH.D., KENNETH SIEGEL AND MATTHEW SZOT TO THE BOARD OF DIRECTORS AS CLASS III DIRECTORS, EACH TO SERVE FOR A THREE-YEAR TERM UNTIL THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD IN 2022.

Continuing Directors

Marc Dumont was elected to our board of directors in January 2016. Mr. Dumont is owner, chairman and chief executive officer of Chateau de Messey Wineries in Burgundy, France, a wine producer, a position he has held since March 1995. Mr. Dumont served as the president of PSA International SA (a PSA Peugeot Citroen Group company) from January 1981 to March 1995. Prior to that, he held various positions for Chrysler Corporation in Detroit, Mexico City and London. He is an international financial consultant and advisor for clients in Europe and Asia, as well as the United States. He is serving as the chairman of Sanderling Ventures (a European affiliate of a U.S. venture capital firm) since 1996. In the past, Mr. Dumont has served as director of Finter Bank Zurich, Irvine Sensors Corporation and Novalog Corporation in Costa Mesa, CA, NUKO Information Systems Inc. in San Jose, CA, and Banque Internationale in Luxembourg, all of which were public companies. Mr. Dumont holds a degree in Electrical Engineering and Applied Economics from the University of Louvain, Belgium and an MBA from the University of Chicago. We believe Mr. Dumont is qualified to serve as a member of our board of directors because of his experience and knowledge of corporate finance, international business development and operations, and his experience as a past director of other public and private companies

Jamie Bechtel Morrison, JD, Ph.D. was elected to the board of directors in January 2018. Dr. Bechtel is the co-founder and a board member of New Course, an organization focused on women-led conservation initiatives, and founder and managing partner of Kito Global, a consulting firm focusing on integrated corporate social responsibility. Before founding Kito Global and New Course, Dr. Bechtel worked for seven years at Conservation International, in over 20 countries including Costa Rica, Fiji, Mexico, and South Africa, among many others. Dr. Bechtel was an advisor to the Clinton Global Initiative. Dr. Bechtel holds a Ph.D. from Boston University, a law degree from Boston College and a Bachelor’s degree from Boston University. We believe that Dr. Bechtel is qualified to serve as a member of our board of directors because she is a highly regarded leader in international conservation, and her work has led to strategic advances in the fields of conservation, sustainable finance and biology.

Delphine François Chiavarini, was elected to the board of directors in June 2018. Ms. Chiavarini is vice president and general manager of U.S. at Moen, a faucet manufacturing company. She joined Moen in June 2017 and is responsible for developing strategies for profitable growth, increasing Moen’s market share and ensure winning execution in the U.S. market. Before joining Moen, from August 2014 to June 2017, Ms. Chiavarini was senior vice president and general manager Food and Beverage North America at Ecolab, a global leader in water, hygiene and energy technologies and services that protect people and vital resources. She also held several executive positions with Newell Brands where she was responsible for leadership in brand and business transformation through impactful P&L management, strategic planning and change management. Prior to Newell, Ms. Chiavarini spent time in sales and marketing in the luxury goods and retail sectors, spanning B2C and B2B in multiple geographies and categories. Ms. Chiavarini earned both a bachelor’s and a master’s degree from Audencia Business School in Nantes, France, and attended executive programs at The University of Chicago Booth School of Business and the Wharton School of the University of Pennsylvania. We believe that Ms. Chiavarini is qualified to serve as a member of our board of directors because of her experience developing strategies for profitable growth and her experience as an executive at multiple companies.

Julia Williams, M.D. was elected to our board of directors in August 2011. She has been an emergency department physician since 1989. She has worked at Flagstaff Medical Center, a hospital and trauma center, since 1999. Dr. Williams is the founder and President of Humanitarian Efforts Reaching Out, or HERO, a non-profit 501(c)(3) organization that provides humanitarian services including medical and dental care, alternative power sources, solar cookers, vitamins, eye glasses, nutritional support and animal care. HERO's mission is to help build healthy sustainable communities in underdeveloped Nations around the world. Dr. Williams has received her Doctor of Medicine from the University of Maryland School of Medicine and her Bachelor of Science from the University of Maryland. We believe that Dr. Williams is qualified to serve as a member of our board of directors because of her medical and scientific background, commitment to and experience with animal care, and long commitment to our vision.

Executive Officers

The names and certain information about our executive officers as of the record date are set forth below:

Name	Age	Position
Loretta P. Mayer, Ph.D.	69	Chair of the Board, Chief Executive Officer and Chief Scientific Officer
Cheryl A. Dyer, Ph.D.	67	President and Chief Research Officer
Thomas C. Chesterman	59	Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary
Kim Wolin	63	Executive Vice President, Operations and Secretary

Dr. Mayer's biographical details are set out under the heading "Director Nominees" above.

Cheryl A. Dyer, Ph.D. is one of our co-founders and has served as our president since our inception in July 2004 and as a member of our board of director from July 2004 to June 2018. She has served as our chief research officer since 2004, where she oversees all of our research activities for relevance to our business goals, adherence to scientific standards and assurance of regulatory, legal and contractual compliance. From June 1990 to September 1995, Dr. Dyer served as a NIH-funded Principal Investigator at The Scripps Research Institute, La Jolla, California and from 1995 to 2010 was on faculty at Northern Arizona University, Flagstaff, Arizona where she maintained an extramurally-funded research program and laboratory. She was the first Research Professor in the Department of Biology at Northern Arizona University and the first Established Investigator for the American Heart Association in the State of Arizona. Dr. Dyer earned a Bachelor's degree in Biology from the University of California at San Diego in 1974 and a Ph.D. in Physiology and Pharmacology in 1986 in the School of Medicine at University of California at San Diego. Dr. Dyer was appointed as an Adjunct Member of the Graduate Faculty at Texas A&M University in 2015.

Tom Chesterman joined our company in September 2015 and has served as our chief financial officer and treasurer since December 2015. He has over 20 years of experience as the chief financial officer of a public company in the life science, technology and telecommunications industries. Most recently, he was the vice president and treasurer of General Communication Inc., a telecommunications company in Alaska, from 2013 to 2015. Previously, he was the chief financial officer of life science companies Bionovo Inc. from 2007 to 2012, Aradigm Corp. from 2002 to 2007 and Bio-Rad Laboratories, Inc. from 1996 to 2002. Mr. Chesterman is adept at a variety of capital market access techniques and has significant experience in developing the operational and financial infrastructures in companies to help support successful and rapid growth. Mr. Chesterman earned a bachelor's degree from Harvard University and an M.B.A. from the University of California at Davis.

Kim Wolin joined our company as a marketing technologist in May 2013, and in May 2014 was appointed executive vice president of operations. From January 2009 to May 2013, she was a vice president, branch sales and service manager of Sunwest Bank, a community bank located in Flagstaff, Arizona. From November 1996 to December 2009, Ms. Wolin held the positions of assistant vice president, branch manager and Licensed Financial Advisor at Wells Fargo Bank. She has owned and operated Creative Net Solutions, a website design and hosting business, since 1994. From 1984 to 1992, Ms. Wolin owned and operated Kodas Produce Market, a health food and organic produce store in Oakland, California. Ms. Wolin earned a bachelor's degree in Psychology from the State University of New York at Buffalo in 1977.

CORPORATE GOVERNANCE

Board of Directors Leadership Structure

Our board chair is responsible for the effective functioning of our board of directors, enhancing its efficacy by guiding board of directors processes and presiding at board of directors meetings. Our board chair presides at stockholder meetings and ensures that directors receive appropriate information from our management to fulfill their responsibilities. Our board chair also acts as a liaison between our board of directors and executive management, facilitating clear and open communication between management and the board of directors.

The board of directors has no set policy with respect to the separation of the offices of chair of the board and chief executive officer. Currently, Loretta Mayer serves as chair of the board and chief executive officer. We believe that having the same individual serve as chair of the board and chief executive officer is appropriate and effective for us at this time, particularly given Dr. Mayer's role in founding the Company and our stage of development, as it both maintains the functionality of our board of directors and is an efficient use of Company resources. Our board of directors has also designated a lead independent director whose duties include chairing executive sessions of the independent directors, facilitating communications between the independent directors, other members of our board of directors and Company management, and consulting with our chief executive officer as needed. Jamie Bechtel is currently designated as our lead independent director.

Board of Directors Role in Risk Oversight

One of the key functions of our board of directors is informed oversight of our risk management process. Our board of directors does not have a standing risk management committee, but rather administers this oversight function directly through our board of directors as a whole, as well as through various standing committees that address risks inherent in their respective areas of oversight. In particular, our board of directors is responsible for monitoring and assessing strategic risk exposure and our audit committee has the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures. The audit committee also has the responsibility to issue guidelines and policies to govern the process by which risk assessment and management is undertaken and to monitor compliance with legal and regulatory requirements. Our compensation committee assesses and monitors whether any of our compensation policies and programs have the potential to encourage excessive risk-taking.

Director Independence

Generally, under the continued listing requirements and rules of The Nasdaq Stock Market LLC ("Nasdaq"), independent directors must comprise a majority of a listed company's board of directors. Our board of directors has undertaken a review of its composition, the composition of its committees and the independence of each director. Our board of directors has determined that Messrs. Dumont, Szot and Siegel, Drs. Williams and Bechtel and Ms. Chiavarini are independent within the meaning of Nasdaq listing standards and that none of such directors has any relationship with the Company that would interfere with the exercise of their independent business judgment. The board also determined that Loretta Mayer, our current chief executive officer, and Cheryl Dyer (through her retirement from the board in June 2018), were not independent. Accordingly, a majority of our directors are independent, as required under applicable Nasdaq rules. In making this determination, our board of directors considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our board of directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director. There are no arrangements or understandings between any director or nominee and any other person or entity other than the Company pursuant to which the director or nominee receives compensation in connection with that person's candidacy or service as a director.

Standing Committees and Attendance

The board of directors held a total of 10 meetings during 2018. Grover Wickersham, our former director who resigned in February, 2019, attended seven of the ten board of directors meetings held during 2018. All other directors attended more than 75% of the aggregate of the meetings of the board of directors and committees thereof, if any, upon which such director served during the period for which he or she has been a director or committee member during 2018. The independent directors meet in executive session from time to time.

Our board of directors includes an audit committee, a compensation committee, a nominating and corporate governance committee, a commercialization/sales committee and a finance committee. Our audit, compensation and corporate governance and nominating committees are comprised solely of independent board members. The audit committee held 5 meetings, the compensation committee held 8 meetings and the nominating and corporate governance committee held 6 meetings. Information about these standing committees is set forth below.

Audit Committee

Our audit committee currently consists of Matthew Szot, who is the chair of the audit committee, Marc Dumont and Delphine Francois Chiavarini. The board of directors has determined that, after consideration of all relevant factors, each of these directors qualifies as an "independent" director under applicable Securities and Exchange Commission ("SEC") and Nasdaq rules. Each member of the audit committee is able to read and understand fundamental financial statements, including our consolidated balance sheets, consolidated statements of operations and consolidated statements of cash flows. Further, no member of the audit committee has participated in the preparation of our consolidated financial statements, or those of any of our current subsidiaries, at any time during the past three years. The board of directors has designated Mr. Szot as an "audit committee financial expert" as defined under applicable SEC rules and has determined that Mr. Szot possesses the requisite "financial sophistication" under applicable Nasdaq rules. The audit committee operates under a written charter setting forth the functions and responsibilities of the audit committee, which is periodically reviewed by the audit committee and by the board of directors as appropriate. A current copy of the audit committee charter is available on our website at http://senestech.investorroom.com/ on the "Board Committees" page under the heading "Corporate Governance." The functions of the audit committee include:

- Overseeing the engagement of our independent public accountants, including pre-approval of services and review of independence and quality control procedures of the independent public accountants;
- Reviewing our accounting policies, judgments and assumptions used in the preparation of our financial statements;
- Reviewing our audited financial statements and discussing them with the independent public accountants and our management;
- Meeting with the independent public accountants and our management to consider the adequacy of our internal controls;
- Establishing procedures regarding complaints concerning accounting or auditing matters, reviewing and, if appropriate, approving earnings press releases, related-party transactions, reviewing compliance with our Code of Business Conduct and Ethics, and reviewing our investment policy and compliance therewith; and
- Reviewing our investment policy and financial plans, reporting recommendations to our full board of directors for approval and authorizing actions.

Both our independent registered accounting firm and internal financial personnel regularly meet with our audit committee and have unrestricted access to the audit committee.

Compensation Committee

Our compensation committee currently consists of Jamie Bechtel, who is the chair of the compensation committee, Matthew Szot and Julia Williams, each of whom has been determined by our board of directors to be independent in accordance with Nasdaq standards. Each member of our compensation committee is also a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Exchange Act. The compensation committee operates under a written charter, which is periodically reviewed by the compensation committee and by the board of directors as appropriate. A current copy of the compensation committee charter is available on our website at http://senestech.investorroom.com/ on the "Board Committees" page under the heading "Corporate Governance." The functions of the compensation committee include:

- Reviewing and, if deemed appropriate, recommending to our board of directors policies, practices, and procedures relating to the compensation of our officers and other managerial employees and the establishment and administration of our employee benefit plans;

- Reviewing and recommending to the board of directors for approval the corporate goals and objectives relevant to the CEO and other executive officers;

- Review and approve any employment agreements, severance agreements or special compensation or change-in-control arrangements with executive officers;

- Determining or recommending to the board of directors the compensation of our executive officers; and

- Advising and consulting with our officers regarding managerial personnel and development.

Pursuant to its charter, the compensation committee has sole authority to retain and/or replace, as needed, any independent legal counsel, compensation and benefits consultants and other experts or advisors as the compensation committee believes to be necessary or appropriate. The compensation committee did not exercise this authority in 2018.

As part of its process to determine the compensation level of each executive officer, the compensation committee evaluates, among other things, the chief executive officer's assessment of the other executive officers and recommendations regarding their compensation in light of the goals and objectives of our executive compensation program.

Nominating and Corporate Governance Committee

Our nominating and corporate governance committee currently consists of Jaime Bechtel, who is the chair of the nominating and corporate governance committee, Marc Dumont, Matt Szot and Kenneth Siegel, each of whom has been determined by our board of directors to be independent in accordance with Nasdaq standards. The nominating and corporate governance committee operates under a written charter, which is periodically reviewed by the nominating and corporate governance committee and by the board of directors as appropriate. A current copy of the nominating and corporate governance committee charter is available on our website at http://senestech.investorroom.com/ on the "Board Committees" page under the heading "Corporate Governance." The functions of the nominating and corporate governance committee include:

- Evaluating the composition, compensation, size and governance of our board of directors and its committees and make recommendations regarding future planning and the appointment of directors to our committees;
- Evaluating and recommending candidates for election to our board of directors;
- Establishing a policy for considering stockholder nominees for election to our board of directors; and
- Reviewing our corporate governance principles and providing recommendations to the board regarding possible changes.

Commercialization / Sales Committee

Our commercialization / sales committee currently consists of Delphine Chiavarini, who is the chair of the committee, Loretta Mayer, Jamie Bechtel and Kenneth Siegel. The commercialization / sales committee was established by our board of directors to provide oversight and direction into the commercialization and sales of the Company's products.

Finance Committee

Our finance committee currently consists of Matt Szot, who is the chair of the committee, Loretta Mayer, Jamie Bechtel, Delphine Chiavarini, Marc Dumont and Kenneth Siegel. The finance committee was established by our board of directors to provide oversight and direction related to the strategic financing of the Company's operations.

Director Nomination Process

The board of directors has determined that director nomination responsibilities should be overseen by the nominating and corporate governance committee (the "Committee"). One of the Committee's goals is to assemble a board that brings to us a variety of perspectives and skills derived from high quality business and professional experience. Factors considered by the Committee include judgment, knowledge, skill, diversity (including factors such as race, gender and experience), integrity, experience with businesses and other organizations of comparable size, including experience in animal and health sciences, business, finance, administration or public service, the relevance of a candidate's experience to our needs and experience of other board members, familiarity with national and international business matters, experience with accounting rules and practices, the desire to balance the considerable benefit of continuity with the periodic injection of the fresh perspective provided by new members, and the extent to which a candidate would be a desirable addition to the board of directors and any committees of the board of directors. In addition, directors are expected to be able to exercise their best business judgment when acting on behalf of the Company and our stockholders, act ethically at all times and adhere to the applicable provisions of our Code of Business Conduct and Ethics. Other than consideration of the foregoing and applicable SEC and Nasdaq requirements, unless determined otherwise by the Committee, there are no stated minimum criteria, qualities or skills for director nominees. However, the Committee may also consider such other factors as it may deem are in the best interests of the Company and our stockholders. In addition, at least one member of the board of directors serving on the audit committee should meet the criteria for an "audit committee financial expert" having the requisite "financial sophistication" under applicable Nasdaq and SEC rules, and a majority of the members of the board of directors should meet the definition of "independent director" under applicable Nasdaq rules.

The Committee identifies director nominees by first evaluating the current members of the board of directors willing to continue in service. Current members of the board of directors with skills and experience that are relevant to our business and who are willing to continue in service are considered for re-nomination, balancing the value of continuity of service by existing members of the board of directors with that of obtaining a new perspective. The Committee also takes into account an incumbent director's performance as a board member. If any member of the board of directors does not wish to continue in service, if the Committee decides not to re-nominate a member for reelection, if the board decided to fill a director position that is currently vacant or if the board of directors decides to recommend that the size of the board of directors be increased, the Committee identifies the desired skills and experience of a new nominee in light of the criteria described above. Current members of the board of directors and management are polled for suggestions as to individuals meeting the Committee's criteria. Research may also be performed to identify qualified individuals. Nominees for director are selected by a majority of the members of the Committee, with any current directors who may be nominees themselves abstaining from any vote relating to their own nomination.

It is the policy of the Committee to consider suggestions for persons to be nominated for director that are submitted by stockholders. The Committee will evaluate stockholder suggestions for director nominees in the same manner as it evaluates suggestions for director nominees made by management, then-current directors or other appropriate sources. Stockholders suggesting persons as director nominees should send information about a proposed nominee to our Secretary at our principal executive offices as referenced above by no later than 120 days before the anniversary of the mailing date of the prior year's proxy statement, which date is identified in the section titled "Deadlines for Receipt of Stockholder Proposals." This information should be in writing and should include a signed statement by the proposed nominee that he or she is willing to serve as a director of SenesTech, a description of the proposed nominee's relationship to the stockholder and any information that the stockholder feels will fully inform the Committee about the proposed nominee and his or her qualifications. The Committee may request further information from the proposed nominee and the stockholder making the recommendation. In addition, a stockholder may nominate one or more persons for election as a director at our annual meeting of stockholders if the stockholder complies with the notice, information, consent and other provisions relating to stockholder nominees contained in our Bylaws. Please see the section above titled "Deadlines for Receipt of Stockholder Proposals" for important information regarding stockholder proposals, including director nominations.

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics in compliance with applicable rules of the SEC that applies to all of our directors, officers and other employees and consultants. A copy of this policy is available on our website at http://senestech.investorroom.com/ on the "Documents and Policies" page under the heading "Corporate Governance," or free of charge upon written request to the attention of our Secretary, by regular mail at our principal executive offices, email to inquiries@senestech.com or fax at 928-526-0243. We will disclose, on our website, any amendment to, or a waiver from, a provision of our Code of Business Conduct and Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions and that relates to any element of the Code of Business Conduct and Ethics enumerated in applicable rules of the SEC. In addition, we have adopted a policy for research misconduct, which also applies to all officers, directors and employees.

2018 DIRECTOR COMPENSATION

The following table sets forth information regarding compensation earned by or paid to our non-employee directors during the year ended December 31, 2018.

Name	Fees Earned or Paid in Cash (1) ($)	Stock Awards (2) ($)	Option Awards (3) ($)	Total ($)
Jamie Bechtel Morrison, Ph.D.	$ 67,000	$ 39,833	$ 40,834	$ 147,667
Delphine François Chiavarini	$ 37,000	$ 17,000	$ 22,000	$ 76,000
Marc Dumont	$ 32,000	$ 16,000	$ 21,000	$ 69,000
Kenneth Siegel (4)	$ —	$ —	$ —	$ —
Matthew K. Szot	$ 49,500	$ 24,000	$ 29,000	$ 102,500
Julia Williams, M.D.	$ 27,000	$ 14,000	$ 19,000	$ 60,000

(1) These cash awards represent payment of 2018-2019 board cash compensation (as detailed below). These amounts were paid in July 2018 for service to be provided through the Annual Meeting in June 2019.

(2) The amounts in this column reflect the aggregate grant date fair value of stock awards granted in 2018, determined in accordance with the Financial Accounting Standards Board Accounting Standards Codification Topic 718 ("ASC 718") for stock-based compensation. Assumptions used in the calculation of these award amounts are set forth in Note 13 (Stock-based Compensation) to the financial statements included in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2018 filed with the SEC on March 29, 2019 (the "2018 10-K"). As of December 31, 2018, the total number of shares of unvested restricted stock units ("RSUs") held by each non-employee director was as follows: Dr. Bechtel, 17,308; Ms. Chiavarini, 9,341; Mr. Dumont, 8,791; Mr. Siegel, 0; Mr. Szot, 13,187; and Dr. Williams, 7,692.

(3) The amounts in this column reflect the aggregate grant date fair value of option awards granted in 2018, determined in accordance with ASC 718. Assumptions used in the calculation of these award amounts are set forth in Note 13 (Stock-based Compensation) to the financial statements included in Part II, Item 8 of the 2018 10-K. As of December 31, 2018, the total number of shares subject to outstanding stock options held by each non-employee director was as follows: Dr. Bechtel, 40,339; Ms. Chiavarini, 20,295; Mr. Dumont, 79,373; Mr. Siegel, 0; Mr. Szot, 66,753; and Dr. Williams, 57,528.

(4) Ken Siegel was appointed to the board in February 2019 and, therefore, had no director compensation during the year ended December 31, 2018.

Non-Employee Director Compensation Program

On April 16, 2018, the board adopted a revised non-employee director compensation program (the "Director Compensation Program") for providing cash and equity compensation to its non-employee directors for their service on the board and committees of the board. The components of the Director Compensation Program are as follows:

Cash Compensation:	**Amount**
Annual general retainer for service on the Board	$ 17,000
Incremental annual retainers for chair of committees:	
Audit	$ 15,000
Compensation	$ 15,000
Nominating and Corporate Governance	$ 15,000
Commercialization / Sales Committee	$ 15,000
Finance Committee	$ 7,500
Incremental annual retainers for members of committees:	
Audit	$ 5,000
Compensation	$ 5,000
Nominating and Corporate Governance	$ 5,000
Commercialization / Sales Committee	$ 5,000
Finance Committee	$ 5,000

Equity Compensation:	**Grant details (value of grant in $)**
Annual RSU grant for serving on the board	$10,000
Annual stock option grant for serving on the board	$15,000
Annual equity grants for serving as chair of committees:	
Audit	$5,000 (RSU); $5,000 (Stock option)
Compensation	$5,000 (RSU); $5,000 (Stock option)
Nominating and Corporate Governance	$5,000 (RSU); $5,000 (Stock option)
Commercialization / Sales Committee	$5,000 (RSU); $5,000 (Stock option)
Finance Committee	$5,000 (RSU); $5,000 (Stock option)
Annual equity grants for serving as member of committees:	
Audit	$2,000 (RSU); $2,000 (Stock option)
Compensation	$2,000 (RSU); $2,000 (Stock option)
Nominating and Corporate Governance	$2,000 (RSU); $2,000 (Stock option)
Commercialization / Sales Committee	$2,000 (RSU); $2,000 (Stock option)
Finance Committee	$2,000 (RSU); $2,000 (Stock option)

The RSUs granted to non-employee directors pursuant to the revised Director Compensation Program will vest and become payable after one year of continuous service on the board. The options granted to non-employee directors pursuant to the revised Director Compensation Program will have an exercise price equal to the closing market price of the Company's common stock on the date of grant. The options will vest in equal quarterly installments over a one-year period, and the options will expire on the fifth anniversary of the date of the grant.

In addition, we reimburse non-employee directors for reasonable travel expenses for participation in board meetings and for travel conducted on behalf of our business.

Dr. Mayer, who serves as our chair of the board, chief executive officer and chief scientific officer receives no additional compensation for her service as a director. Dr. Dyer, who serves as our president and chief research officer and who served as a director through June 2018, similarly received no additional compensation for her service as a director during 2018. The compensation received by Dr. Mayer and Dr. Dyer as employees during 2018 is presented in ''Executive Officer Compensation - 2018 Summary Compensation Table.''

EXECUTIVE OFFICER COMPENSATION

As a smaller reporting company, we are not required to provide a separately-captioned "Compensation Discussion and Analysis" section. However, in order to provide a greater understanding to our stockholders regarding our compensation policies and decisions with respect to our "named executive officers" identified in the 2018 Summary Compensation Table below, we are including the following narrative disclosure to highlight salient portions of our executive compensation program. This narrative disclosure should be read in conjunction with the 2018 Summary Compensation Table and related tables that are presented elsewhere in this proxy statement.

Compensation Philosophy and Processes

Compensation for our executives and key employees is designed to attract and retain people who share our vision and values and who can consistently perform in such a manner that enables us to achieve our strategic goals. The compensation committee believes that the total compensation package for each of our executive officers is competitive with the market, thereby allowing us to retain executive talent capable of leveraging the skills of our employees and our unique assets in order to increase stockholder value.

Our executive compensation programs are designed to (1) motivate and reward our executive officers, (2) retain our executive officers and encourage their quality service, (3) incentivize our executive officers to appropriately manage risks while improving our financial results, and (4) align executive officers' interests with those of our stockholders. Under these programs, our executive officers are rewarded for the achievement of company objectives and the realization of increased stockholder value.

The program seeks to remain competitive with the market while also aligning the executive compensation program with stockholder interests through the following types of compensation: (i) base salary; (ii) annual cash-based incentive bonuses; and (iii) equity-based incentive awards.

Key Executive Compensation Objectives

The compensation policies developed by the compensation committee are based on the philosophy that compensation should reflect both Company-wide performance, financial and operational, and the individual performance of the executive, including management of personnel under his or her supervision. The compensation committee's objectives when setting compensation for our executive officers include:

- Setting compensation levels that are sufficiently competitive such that they will motivate and reward the highest quality individuals to contribute to our goals, objectives and overall financial success. This is done in part through reviewing and comparing the compensation of other companies in our peer group.

- Retaining executives and encouraging their continued quality service, thereby encouraging and maintaining continuity of the management team. Our competitive base salaries combined with cash and equity incentive bonuses, retirement plan benefits and the vesting requirements of our equity-based incentive awards, encourage high-performing executives to remain with the Company.

- Incentivizing executives to appropriately manage risks while attempting to improve our financial results, performance and condition.

- Aligning executive and stockholder interests. The compensation committee believes the use of equity compensation as a key component of executive compensation is a valuable tool for aligning the interests of our executive officers with those of our stockholders.

Our compensation program is designed to reward superior performance of both the Company and of each individual executive and seeks to encourage actions that drive our business strategy. Our compensation committee or a member thereof will meet with each of our executives quarterly to review performance, goals and expectations so that our annual compensation decisions, when made, will be more transparent and aligned with performance, goals and expectations. Our compensation strategy is to provide a competitive opportunity for senior executives, taking into account their total compensation packages.

Oversight of Executive Compensation

The Role of the Compensation Committee in Setting Compensation. Our compensation committee determines and recommends to our board of directors the compensation of our executive officers. The compensation committee also makes recommendations to our board of directors regarding equity compensation under our 2018 Equity Incentive Plan. The compensation committee reviews base salary levels for executive officers of our Company and recommends raises and bonuses based upon the company's achievements, individual performance and competitive and market conditions. Subject to compensation committee recommendations, our board of directors ultimately must approve the compensation of our chief executive officer. The compensation committee may delegate certain of its responsibilities, as it deems appropriate, to compensation subcommittees or to our officers, but it has not elected to do so to date

The Role of Executives in Setting Compensation. While the compensation committee does not delegate any of its functions to others in setting the compensation of senior management, it includes members of senior management in the compensation committee's executive compensation process. We have asked each of our senior executives to annually provide us with input with regard to their goals for the coming year. These proposals include suggested Company-wide and individual performance goals. The individual goals include not only the goals of such executive but also goals of the employees for whom the executive is responsible. The compensation committee reviews these proposals with the executives and provides the committee's perspective on them. Quarterly meetings with the executives permit an ongoing dialogue to further our goal of enhancing communication and managing expectations regarding compensation matters.

The Role of Consultants in Setting Compensation. In fiscal 2018, the compensation committee did not retain compensation consultants to assist it in its review of executive compensation. As the compensation committee deems necessary or helpful, it may retain the services of compensation consultants in connection with the establishment and development of our compensation philosophy and programs in the future .

Compensation Risk Assessment

As part of its risk assessment process, the compensation committee reviewed material elements of executive and non-executive employee compensation. The compensation committee concluded that these policies and practices do not create risk that is reasonably likely to have a material adverse effect on us.

The structure of our compensation program for our executive officers does not incentivize unnecessary or excessive risk taking. The base salary component of compensation does not encourage risk taking because it is a fixed amount. The incentive plan awards have risk-limiting characteristics:

- Annual incentive awards to each of our executive officers are limited to the fixed maximum specified in the incentive plan;

- Annual incentive awards are based on a review of a variety of performance factors, thus diversifying the risk associated with any single aspect of performance;

- The compensation committee, which is composed of independent members of our board of directors, approves final incentive plan cash and stock awards in its discretion after reviewing executive and corporate performance; and

- The significant portion of long-term value is delivered in shares of our Company with a multi-year vesting schedule, which aligns the interests of our executive officers to the long-term interests of our stockholders.

Elements of Compensation

The material elements of the compensation program for our named executive officers include: (i) base salary; (ii) cash-based incentive bonuses; and (iii) equity-based incentive awards.

Base Salaries. We provide each of our named executive officers with a base salary to compensate them for services rendered during the fiscal year and sustained performance. The purpose of the base salary is to reflect job responsibilities, value to the Company and competitiveness of the market. Salaries for our named executive officers are determined by the compensation committee based on the following factors: nature and responsibility of the position and, to the extent available, salary norms for comparable positions; the expertise of the individual executive; and the competitiveness of the market for the executive's services.

Performance Cash-Based Incentive Bonuses. Our practice is to award cash-based incentive bonuses, based in part on the achievement of performance objectives or significant accomplishments as established by the compensation committee from time-to-time in its discretion. These performance objectives and significant accomplishments are, in part, developed in partnership with the executive and are discussed on an ongoing basis throughout the year.

Equity-Based Incentive Awards. Our equity-based incentive awards are designed to align the interests of our employees and consultants, including our named executive officers, with those of our stockholders. Our compensation committee is responsible for approving equity grants. As of the end of fiscal 2018, our named executive officers have been granted both stock option awards and restricted stock units in prior fiscal years. Vesting of the stock option and restricted stock unit awards is tied to continuous service with the Company and serves as an additional retention measure and long-term incentive.

Key Compensation Decisions and Developments for Fiscal Year 2018

Following the completion of the 2018 fiscal year, each of our executive officers self-evaluated him or herself against his or her specific goals. The compensation committee also performed its own assessment. Based on the year-end assessments, and pursuant to each executive's current employment agreement, the compensation committee elected not to grant our executive officers incentive bonuses for calendar year 2018.

- Base Pay. Pursuant to their respective employment agreements, the 2018 base salaries for our named executive officers were as follows:

Loretta P. Mayer, Ph.D., Chair of the Board, Chief Executive Officer and Chief Scientific Officer	$ 300,000
Cheryl A. Dyer, Ph.D., President and Chief Research Officer	$ 250,000
Thomas C. Chesterman, Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary	$ 250,000

2018 Summary Compensation Table

The following table sets forth the compensation earned during the past two fiscal years by (i) the person who served as our principal executive officer during 2018 and (ii) the two most highly compensated executive officers other than the chief executive officer who were serving as executive officers at the end of 2018 and whose total compensation for 2018 exceeded $100,000. The persons described in clauses (i) and (ii) above are collectively referred to herein as our "named executive officers."

Name and Position	Fiscal Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)(1)	Total ($)
Loretta P. Mayer, Ph.D.,	2018	$ 300,000	$ —	$ —	$ —	$ —	$ 14,427	$ 314,427
Chair of the Board, Chief Executive Officer and Chief Scientific Officer	2017	$ 300,000	$ —	$ —	$ —	$ —	$ 14,427	$ 314,427
Cheryl A. Dyer, Ph.D.,	2018	$ 250,000	$ —	$ —	$ —	$ —	$ 6,672	$ 256,672
President and Chief Research Officer	2017	$ 250,000	$ —	$ —	$ —	$ —	$ 6,672	$ 256,672
Thomas Chesterman	2018	$ 250,000	$ —	$ —	$ —	$ —	$ —	$ 250,000
Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary	2017	$ 250,000	$ —	$ —	$ —	$ —	$ —	$ 250,000

(1) The amounts in this column reflect the payment by the Company of life insurance premiums for Dr. Mayer and Dr. Dyer pursuant to their respective employment agreements.

2018 Grants of Plan-Based Awards

None.

Outstanding Equity Awards at December 31, 2018

The following table sets forth all outstanding equity awards held by each of our named executive officers as of December 31, 2018.

	Option Awards				Stock Awards	
Name	**Number of securities underlying unexercised options (#) exercisable**	**Number of securities underlying unexercised options (#) unexercisable**	**Option exercise price ($)**	**Option expiration date**	**Number of shares or units of stock that have not vested (#)**	**Market value of shares or units of stock that have not vested ($)**
Loretta P. Mayer	300,000		0.50	7/3/2025	36,667	$ 21,450
	40,000		0.50	10/15/2025		
Cheryl A. Dyer	300,000		0.50	7/3/2025	36,667	$ 21,450
	40,000		0.50	10/15/2025		
Thomas C. Chesterman	90,000	30,000	0.50	12/15/2025		

(1) The option exercise price is the closing price of our common stock on the grant date.

Employment Agreements

We have agreements with our named executive officers, which include provisions regarding post-termination compensation. We do not have a formal severance policy or plan applicable to our executive officers as a group.

Agreement with Dr. Mayer. We entered into an employment letter agreement with Dr. Mayer dated June 30, 2016. Pursuant to this agreement, Dr. Mayer is entitled to receive an annual base salary of $300,000, which will be reviewed and may be adjusted periodically by our compensation committee or board of directors.

During the term of Dr. Mayer's employment with us, Dr. Mayer is eligible to receive an annual bonus in an amount of up to 50% of her annual base salary, provided that whether Dr. Mayer is entitled to receive any bonus in any given year, and the specific amount of such bonus, shall be determined annually by our board of directors, and shall be based upon mutually agreeable performance objectives and other criteria to be determined by the board of directors or a committee thereof. Annual bonuses will be payable within thirty days after the determination that an annual bonus shall be awarded.

Dr. Mayer is entitled to accrue four weeks paid vacation and sick leave per calendar year, and may participate in our standard benefits plans. Dr. Mayer is also entitled to be reimbursed for reasonable out-of-pocket expenses incurred in the performance of her duties to our Company in accordance with our rules and policies. We have agreed to pay the annual premiums for a key person term life insurance policy of $1,000,000.

Pursuant to the terms of her employment letter agreement, on June 30, 2016, we granted to Dr. Mayer an award of restricted stock units (RSU) under our 2015 Equity Incentive Plan (the "2015 Plan"), representing the right to receive 220,000 shares of our common stock. The RSU award vests and will be settled over a three-year period, with one-third of the units vesting on the 12-month anniversary of the date of grant, and the remaining units vesting in equal quarterly tranches over the following twenty-four months of continuous service.

Upon a change of control of our Company, we have agreed to pay Dr. Mayer a bonus equal to (i) 1% of the amount of the net sales price (as such term is defined in her employment letter agreement) of our Company that is $100,000,000 or less, plus (ii) an additional 0.5% of the amount of the net sales price of our Company that is more than $100,000,000, payable in cash or other proceeds payable to our other stockholders. Under the terms of her agreement, Dr. Mayer shall be entitled to this change of control bonus if the change of control transaction occurs within 12 months following the termination of her employment by us without cause (as such term is defined in her employment letter agreement and excluding death or disability) or within 12 months following her resignation for good reason (as such term is defined in her employment letter agreement), provided that Dr. Mayer remains in compliance with her confidentiality and other ongoing post-termination obligations under the employment letter agreement.

In the event that Dr. Mayer is terminated without cause (as such term is defined in her employment letter agreement) or if she resigns for good reason (as such term is defined in her employment letter agreement), then Dr. Mayer shall receive her base salary and health insurance benefits for a period of 12 months following the effective date of such termination. Dr. Mayer will also be entitled to any earned but unpaid annual bonus, and all of her outstanding equity awards will accelerate immediately upon the date of her termination without cause (excluding death or disability) or resignation for good reason.

Agreement with Dr. Dyer. We entered into an employment letter agreement with Dr. Dyer dated June 30, 2016. Pursuant to this agreement, Dr. Dyer is entitled to receive an annual base salary of $250,000, which will be reviewed and may be adjusted periodically by our compensation committee or board of directors.

During the term of Dr. Dyer's employment with us, Dr. Dyer is eligible to receive an annual bonus in an amount of up to 35% of her annual base salary, provided that whether Dr. Dyer is entitled to receive any bonus in any given year, and the specific amount of such bonus, shall be determined annually by our board of directors, and shall be based upon mutually agreeable performance objectives and other criteria to be determined by the board of directors or a committee thereof. Annual bonuses will be payable within thirty days after determination that an annual bonus shall be awarded.

Dr. Dyer is entitled to accrue four weeks paid vacation and sick leave per calendar year and may participate in our standard benefits plans. Dr. Dyer is also entitled to be reimbursed for reasonable out-of-pocket expenses incurred in the performance of her duties to our company in accordance with our rules and policies. We have agreed to pay the annual premiums for a key person term life insurance policy of $1,000,000.

Pursuant to the terms of her employment letter agreement, on June 30, 2016, we granted to Dr. Dyer an RSU award under our 2015 Plan, representing the right to receive 220,000 shares of our common stock. The RSU award vests and will be settled over a three-year period, with one-third of the units vesting on the 12-month anniversary of the date of grant, and the remaining units vesting in equal quarterly tranches over the following twenty-four months of continuous service.

Upon change of control of our company, we have agreed to pay Dr. Dyer a bonus equal to (i) 1% of the amount of the net sales price (as such term is defined in her employment letter agreement) of our company that is $100,000,000 or less, plus (ii) an additional 0.5% of the amount of the net sales price of our company that is more than $100,000,000, payable in cash or other proceeds payable to our other stockholders in such company. Under the terms of her agreement, Dr. Dyer shall be entitled to this change of control bonus if the change of control transaction occurs within 12 months following the termination of her employment by us without cause (as such term is defined in her employment letter agreement and excluding death or disability) or within 12 months following Dr. Dyer's resignation for good reason (as such term is defined in her employment letter agreement), provided that Dr. Dyer remains in compliance with her confidentiality and other ongoing post-termination obligations under the employment letter agreement.

In the event that Dr. Dyer is terminated without cause (as such term is defined in her employment letter agreement) or if she resigns for good reason (as such term is defined in her employment letter agreement), then Dr. Dyer shall receive her base salary and health insurance benefits for a period of 12 months following the effective date of such termination. Dr. Dyer will also be entitled to any earned but unpaid annual bonus, and all of her outstanding equity awards will accelerate immediately upon the date of her termination without cause (excluding death or disability) or resignation for good reason.

Agreement with Mr. Chesterman. We entered into an employment offer letter with Mr. Chesterman dated November 20, 2015 to serve as our chief financial officer. Pursuant to this agreement, we pay Mr. Chesterman a salary of $250,000 per year, and in accordance with the letter agreement, Mr. Chesterman's salary may be paid up to fifty percent (50%) in stock options until we are in the financial position to pay the salary entirely in cash, to be determined by the chief executive officer. In addition, Mr. Chesterman is eligible for a performance bonus, which amounts will be determined at least annually by mutual agreement based on achievement of personal and company goals, and will be targeted to be no less than $200,000 per year.

Mr. Chesterman is entitled to accrue four weeks paid vacation and ten days of sick leave per calendar year and may participate in our standard benefits plans.

Per the offer letter, on November 20, 2015, we granted Mr. Chesterman a stock option to purchase 120,000 shares of our common stock at an exercise price equal to $0.50 per share, which option vests over a four-year vesting schedule, with 1⁄48th of the option vesting monthly beginning on January 1, 2016, until such option is vested in full or Mr. Chesterman's employment is terminated. The vesting of the option will accelerate in full upon a change in control of the Company. Mr. Chesterman's option may also be early exercised by entering into a restricted stock purchase agreement containing a right of repurchase in favor of the Company on any unvested portion of the shares subject to the option.

Insurance Premiums

We pay 75% of premiums for medical insurance and dental insurance for all full-time employees, including our named executive officers. We also offer high deductible plan options that include a healthcare flexible spending account component for all full-time employees, including our named executive officers. These benefits are available to all full-time employees, subject to applicable laws. We also pay premiums for life insurance and long-term disability insurance benefits for Dr. Mayer and Dr. Dyer per the terms of their respective employment letter agreements.

Employee Benefit Plans

Equity Compensation Plan Information

The following table presents certain information regarding our common stock that may be issued under our equity plans, including upon the exercise of options and vesting of restricted stock units granted to employees, consultants or directors as of December 31, 2018:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	13,084,237 (1)	$ 1.40	1,849,569
Equity compensation plans not approved by security holders	—	$ —	—

(1) Amount includes 136,245 restricted stock units granted and unvested as of December 31, 2018.

Options to purchase common stock and restricted stock units are outstanding under our 2015 Plan and our 2018 Equity Incentive Plan (the "Plan"). The Plan was approved by our stockholders at our 2018 Annual Meeting of Stockholders and replaces the 2015 Plan for purposes of new equity grants. The Plan enables us to grant options, restricted stock, restricted stock units and certain other equity-based compensation to our officers, directors, employees and consultants. Under the Plan, we awarded restricted stock units and options to each of our non-employee directors in 2018.

STOCK OWNERSHIP

Security Ownership of Principal Stockholders, Directors and Management

The following table sets forth, as of April 22, 2019, information regarding beneficial ownership of our common stock by:

- each person, or group of affiliated persons, known by us to beneficially own more than 5% of the outstanding shares of common stock;
- each of our named executive officers;
- each of our directors; and
- all of our current executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes any shares over which a person exercises sole or shared voting or investment power.

The number of shares listed below under the heading "Total Common Stock Equivalents" is the aggregate beneficial ownership for each stockholder and includes:

- common stock beneficially owned;
- currently vested options and RSUs; and
- stock options and RSUs that are not currently vested but will become vested as of June 21, 2019.

Of this total amount, the number of shares of common stock underlying options and RSUs that are currently vested and stock options and restricted stock units that are not currently vested but will become vested within 60 days after April 22, 2019 are deemed outstanding for the purpose of computing the percentage ownership of common stock outstanding beneficially owned by a stockholder, director or executive officer (the "Deemed Outstanding Shares") and are also separately listed below under the heading "Number of Shares Underlying Options and RSUs," but the Deemed Outstanding Shares are not treated as outstanding for the purpose of computing the percentage ownership of common stock outstanding beneficially owned by any other person. This table is based on information supplied by officers, directors, principal stockholders and filings made with the SEC. Percentage ownership is based on 23,695,208 shares of common stock outstanding as of April 22, 2019.

Unless otherwise indicated below, to our knowledge, all persons named in the table have sole voting and dispositive power with respect to their shares of common stock, except to the extent authority is shared by spouses under community property laws.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o SenesTech, Inc., 3140 N. Caden Court, Suite 1, Flagstaff, Arizona 86004.

Name of Beneficial Owner	Number of Shares Beneficially Held	Number of Shares Issuable Upon Exercise of Warrants, Options and Vesting of RSUs Exercisable or Vested as of June 21, 2019	Total Shares Beneficially Owned	
			Shares	Percent
5% Owners:				
Sabby Volatility Warrant Master Fund, Ltd. (1)	2,003,909	2,003,909	4,007,818	16.91%
Gilder, Gagnon, Howe & Co. LLC (2)	1,302,739	—	1,302,739	5.50%
Directors and Named Executive Officers:				
Loretta P. Mayer, Ph.D. (3)	501,371	340,000	841,371	3.55
Cheryl A. Dyer, Ph.D. (3)	506,626	340,000	846,626	3.57
Thomas C. Chesterman	9,876	120,000	129,876	*
Edward Albee	—	—	—	—
Jamie Bechtel	14,953	57,647	72,600	*
Delphine François Chiavarini	—	29,636	29,636	*
Marc Dumont (4)	128,300	88,164	216,464	*
Kenneth Siegel	—	14,480	14,480	*
Matthew K. Szot	63,051	79,940	142,991	*
Julia Williams, M.D. (5)	183,837	76,220	260,057	1.10
All executive officers and directors as a group (10 persons)	1,419,548	1,166,087	2,585,635	10.91%

* Represents beneficial ownership of less than one percent (1%).

(1) Based solely on information contained in documents maintained by SenesTech, Inc. which indicates sole voting and dispositive power over 2,003,909 shares and 2,003,909 shares issuable upon exercise of warrants.

(2) Based solely on information contained in a Schedule 13G filed in February 2019 by Gilder, Gagnon, Howe and & Co. LLC, which reported sole voting and dispositive power over 1,302,739 shares.

(3) Drs. Mayer and Dyer are married, but for purposes of the share amounts and percentages in this table, their beneficial ownership is displayed separately.

(4) Includes shares held by Marc Dumont and Patrick Dumont, JTWROS, an affiliate of Mr. Dumont.

(5) Includes shares of common stock held by Julia A. Williams MD Trust, an affiliate of Dr. Williams.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our officers and directors and persons who own more than 10% of a registered class of our equity securities to file with the SEC reports of ownership on Form 3 and changes in ownership on Form 4 and Form 5. Officers, directors and greater-than-10% stockholders are required by Commission regulations to furnish to us copies of all Section 16(a) forms they file. Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons, we believe that all Section 16(a) filing requirements applicable to our officers, directors and greater-than-10% beneficial owners were met during the fiscal year ended December 31, 2018.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

For the fiscal years ended December 31, 2018 and December 31, 2017, we were not a party to any transactions that require disclosure under Item 404 of Regulation S-K.

Indemnification Agreements

We have entered into indemnification agreements with each of our directors and executive officers. These agreements provide for the indemnification of such persons for all reasonable expenses and liabilities incurred in connection with any action or proceeding brought against them by reason of the fact they are or were serving in such capacity. We believe that these charter provisions and indemnification agreements are necessary to attract and retain qualified persons as directors, officers and employees. Furthermore, we have obtained director and officer liability insurance to cover liabilities our directors and officers may incur in connection with their services to us.

Policies and Procedures for Transactions with Related Persons

We have adopted a policy that our executive officers, directors, nominees for election as a director, beneficial owners of more than 5% of any class of our common stock and any members of the immediate family of any of the foregoing persons are not permitted to enter into a related person transaction with us without the prior consent of our audit committee. Any request for us to enter into a transaction with an executive officer, director, nominee for election as a director, beneficial owner of more than 5% of any class of our voting securities or any member of the immediate family of any of the foregoing persons, in which the amount involved requires disclosure under Item 404 of Regulation S-K and such person would have a direct or indirect interest, must first be presented to our audit committee for review, consideration and approval. In approving or rejecting any such proposal, our audit committee is to consider the material facts of the transaction, including, but not limited to, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person’s interest in the transaction.

In addition, if a related person transaction will compromise the independence of one of our directors, our audit committee may recommend that our board of directors reject the transaction if it could affect our ability to comply with securities laws and regulations or Nasdaq listing requirements.

PROPOSAL NO. 2

RATIFY APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The independent registered public accounting firm of M&K CPAS, PLLC ("M&K") has acted as our auditor since December 22, 2014 and has audited our financial statements for the years ended December 31, 2018, 2017, 2016, 2015 and 2014. M&K is responsible for performing an independent audit of our consolidated financial statements in accordance with auditing standards generally accepted in the United States and issuing a report on its audit.

The audit committee has appointed, and the board of directors has ratified the audit committee's appointment of, M&K as our independent registered public accounting firm for the fiscal year ending December 31, 2019. Stockholder ratification of the appointment of M&K as our independent registered public accounting firm is not required by the Bylaws or otherwise. In the event that the stockholders fail to ratify the appointment, the audit committee may reconsider its appointment of M&K. Even if the appointment is ratified, the audit committee, in its sole discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the audit committee determines that such a change would be in the best interests of the Company and our stockholders. A representative of M&K is expected to be present at the Annual Meeting, where he or she will have the opportunity to make a statement and to respond to appropriate questions.

Principal Accountant Fees and Services

The aggregate fees billed by M&K for the years ended December 31, 2018 and 2017 for professional services described below are as follows:

	Year Ended December 31,	
	2018	2017
Audit fees (1)	$ 57,342	$ 47,991
Audit-related fees (2)	$ 15,125	$ 12,300
Tax fees	$ —	$ —
All other fees	$ —	$ —
Total fees	$ 72,467	$ 60,291

(1) Audit fees related to professional services rendered in connection with the audit of our annual consolidated financial statements and the reviews of the consolidated financial statements included in each of our quarterly reports on Form 10-Q, and accounting services that relate to the audited consolidated financial statements and are necessary to comply with generally accepted auditing standards.

(2) Audit-related fees related to attestation services related to our rights offering, completed on August 13, 2018 and our second offering of common stock, completed November 8, 2017 that were reasonably related to the performance of its audit of our financial statements and not reported under the caption "Audit fees."

Pre-Approval Policies and Procedures

We have implemented pre-approval policies and procedures related to the provision of audit and non-audit services. Under these procedures, our audit committee pre-approves all services to be provided by M&K and the estimated fees related to these services.

All audit, audit-related, and tax services were pre-approved by the audit committee, which concluded that the provision of such services by M&K was compatible with the maintenance of that firm's independence in the conduct of its auditing functions. Our pre-approval policies and procedures provide for the audit committee's pre-approval of specifically described audit, audit-related, and tax services on an annual basis, but individual engagements anticipated to exceed pre-established thresholds must be separately approved. The policies and procedures also require specific approval by the audit committee if total fees for audit-related and tax services would exceed total fees for audit services in any fiscal year. The policies and procedures authorize the audit committee to delegate to one or more of its members pre-approval authority with respect to permitted services.

Audit Committee Report

In connection with our financial statements for the fiscal year ended December 31, 2018, the audit committee has:

- Reviewed and discussed the audited financial statements with management;
- Discussed with our independent registered public accounting firm, M&K CPAS PLLC, the matters required to be discussed by applicable auditing standards, including Auditing Standard No. 1301, Communications with Audit Committees; and

- Received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the audit committee concerning independence and discussed with the independent registered public accounting firm the independent registered public accounting firm's independence.

Based upon these reviews and discussions, the audit committee approved and recommended to the board of directors that our audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2018 and filed with the SEC.

Submitted by the Audit Committee:
Matthew K. Szot (Chair)
Marc Dumont
Delphine François Chiavarini

Vote Required

The ratification of the appointment of M&K CPAS, PLLC as our independent registered public accounting firm requires that a majority of shares of common stock present in person or by proxy and entitled to vote on the matter vote "FOR" this proposal.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" RATIFICATION OF THE APPOINTMENT OF M&K CPAS, PLLC AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019.

OTHER MATTERS

Stockholder Communications with the Board of Directors and Board Attendance at Annual Stockholder Meetings

Our stockholders may, at any time, communicate in writing with any member or group of members of the board of directors by sending such written communication to the attention of our Secretary by regular mail to our principal executive offices.

Copies of written communications received by our Secretary will be provided to the relevant director(s) unless such communications are considered, in the reasonable judgment of our Secretary, to be improper for submission to the intended recipient(s). Examples of stockholder communications that would be considered improper for submission include, without limitation, customer complaints, solicitations, communications that do not relate directly or indirectly to us or our business, or communications that relate to improper or irrelevant topics.

The chair of the board of directors is expected to make all reasonable efforts to attend our annual stockholder meeting in person. If the board chair is unable to attend an annual stockholder meeting for any reason, at least one other member of the board of directors is expected to attend in person. Other members of the board of directors are expected to attend our annual stockholder meeting in person if reasonably possible.

Proxy Materials Delivered to a Shared Address

Stockholders who have the same mailing address and last name may have received a notice that your household will receive only one proxy statement. This practice, commonly referred to as "householding," is designed to reduce the volume of duplicate information and reduce printing and postage costs. A single proxy statement will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice, from the Company or from your bank, broker or other registered holder, that it will be householding communications to your address, householding will continue until you are notified otherwise or until you revoke your consent. A number of banks, brokers and other registered holders with account holders who are our stockholders household our proxy materials. If you hold your shares in street name, and no longer wish to participate in householding and would prefer to receive a separate proxy statement in the future, or currently receive multiple copies of the proxy materials and would like to request householding, please notify your bank, broker or other registered holder. If you are a holder of record, and no longer wish to participate in householding and would prefer to receive a separate proxy statement in the future, or currently receive multiple copies of the proxy materials and would like to request householding, please notify us in writing at SenesTech, Inc., 3140 N. Caden Court, Suite 1, Flagstaff, AZ 86004, or by telephone at (928) 779-4143. Any stockholder residing at a shared address to which a single copy of the proxy materials was delivered who wishes to receive a separate copy of our proxy statement may obtain a copy by written request addressed to SenesTech, Inc., 3140 N. Caden Court, Suite 1, Flagstaff, AZ 86004, Attention: Secretary. We will deliver a separate copy of our proxy statement to any stockholder who so requests in writing promptly following our receipt of such request.

Transaction of Other Business

Our board of directors knows of no other matters to be submitted at the Annual Meeting. If any other business is properly brought before the Annual Meeting, proxies will be voted in respect thereof as the proxy holders deem advisable.

Form 10-K

We will provide, without charge upon the written request of any beneficial owner of shares of our common stock entitled to vote at the Annual Meeting, a copy of our Annual Report on Form 10-K as filed with the SEC but excluding exhibits for the year ended December 31, 2018. Written requests should be mailed to our principal executive offices, located at: SenesTech, Inc., 3140 N. Caden Court, Suite 1, Flagstaff, Arizona 86004, Attention: Secretary.

By Order of the Board of Directors

Loretta P. Mayer
Chair of the Board and Chief Executive Officer
Flagstaff, Arizona
April 29, 2019