

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant:

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

ABRAXAS PETROLEUM CORPORATION

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check 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:

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS



To the stockholders of Abraxas Petroleum Corporation Annual Meeting of Stockholders to be held on July 13, 2021 in a virtual-only meeting format, by live audio webcast. Please visit www.proxvdocs.com/AXAS for more details and to register to attend the meeting. Record elate for the meeting is May 18, 2021. The proposals to be voted on at the meeting are listed below:

1. To elect as director to the Abraxas Board of Directors the nominee below for a term of three years:
01 Ralph F. Cox
2. To ratify the appointment of Akin, Doherty, Klein & Feuge, PC as Abraxas' independent registered public accounting firm for the year ended December 31, 2021.
3. To approve amendments to the Amended and Restated Abraxas Petroleum Corporation 2005 Employee Long-term Equity Incentive Plan to increase the total number of shares of common stock authorized for issuance under the plan from 183,639 to 1,683,639 and to increase the maximum number of shares that can be awarded to any one employee under the plan each year from 25,000 to 250,000.
4. To approve amendments to the Amended and Restated Abraxas Petroleum Corporation 2005 Non-Employee Directors Long-term Equity Incentive Plan to increase the total number of shares of common stock authorized for issuance under the plan from 70,698 to 200,698, to increase the maximum number of shares that can be awarded to any one participant under the plan each year from 5,000 to 25,000, and to reflect that the reverse stock split effected by the Company in October 2020 necessitates an adjustment in the number of shares to be awarded to each non-employee director from 25,000 to 1,250.
5. To approve an amendment to the Company's Articles of Incorporation to increase the Company's authorized shares of common stock from 20,000,000 shares to 40,000,000 shares.
6. To approve, by advisory vote, the compensation of the Company's named executive officers.
7. To transact any other business that has been properly brought before the meeting in accordance with the provisions of the Company's Amended and Restated Bylaws.

**IMPORTANT NOTICE
REGARDING THE AVAILABILITY OF
PROXY MATERIALS FOR
THE ANNUAL MEETING OF
STOCKHOLDERS TO BE HELD
ON JULY 13, 2021**

This is not a ballot or proxy and you cannot use this form to vote your shares.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement and 2020 Annual Report to Stockholders are available at www.proxvdocs.com/AXAS

The Board of Directors recommends a vote "FOR" the Nominee in proposal 1 and "FOR" proposals 2, 3, 4, 5 and 6 all of which have been proposed by The Board Of Directors.

How to Vote

After reviewing the proxy materials, you may choose to vote by Internet, telephone, mail, or in person. If you wish to vote by Internet, you may access the voting site at www.proxyvoting.com/AXAS. To cast your vote online, you will need your stockholder Control Number which is located on the back of this notice.

To vote by telephone or mail you will need a paper copy of the proxy card which you may request in accordance with the instructions below. If you choose to vote by mail, simply cast your vote on the proxy card, sign, date, and return it in the envelope provided.

To vote in person at the meeting please register to attend the meeting by going to www.proxvdocs.com/AXAS and follow the instructions to register to attend the meeting.

If you would like to receive a paper or email copy of the proxy materials and a proxy card, you must request one by either:

- calling 1-800- 662-5200 (you will be asked for your stockholder Control Number, which is printed on the back of this notice);
- sending an email to AXAS-fulfillment@morrowsodali.com and inserting your stockholder Control Number in the subject line; or
- by going online at www.proxyvoting.com/AXAS-materials

You can make a one-time request for paper copies or a permanent request to receive paper copies for all future stockholder meetings; this request can be revoked at any time.

If you want to receive a paper or e-mail copy of the Proxy Statement and 2020 Annual Report to Stockholders, you can request one at any time; you will not otherwise receive a paper or e-mail copy. There is no charge to you for requesting a copy. Please make your request for a copy of these reports by July 1, 2021 to facilitate timely delivery.