UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT Pursuant to Section 13 OR 15 (d) of The Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): November 1, 2022

OCUGEN, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation)

001-36751 (Commission File Number)

04-3522315 (I.R.S. Employer Identification Number)

11 Great Valley Parkway Malvern, Pennsylvania 19355 (484) 328-4701

(Address, including zip code, and telephone number, including area code, of principal executive office)

N/A (Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a–12 under the Exchange Act (17 CFR 240.14a–12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

□ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:					
Title of each class	Trading Symbol(s)	Name of each exchange on which registered			
Common Stock, \$0.01 par value per share	OCGN	The Nasdaq Stock Market LLC			
		(The Nasdaq Capital Market)			

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company \Box

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

Attached as Exhibits 99.1 and 99.2 hereto and furnished herewith are presentations that Ocugen, Inc. (the "Company") intends to present at its in-person Research & Development Day on November 1, 2022 ("R&D Day").

In addition, attached as Exhibits 99.3, 99.4, 99.5, 99.6, 99.7, and 99.8 hereto and furnished herewith are copies of the poster presentations and displays that the Company intends to use and display throughout R&D Day.

The information disclosed under Item 7.01 of this Current Report on Form 8-K, including Exhibits 99.1, 99.2, 99.3, 99.4, 99.5, 99.6, 99.7, and 99.8, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference in any Company filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are being furnished herewith:

(d) Exhibits

Exhibit No.	Document
99.1	Ocugen. Inc. Presentation – Long-Term Outlook
99.2	Ocugen, Inc. Presentation – Modifier Gene Therapy Technology.
99.3	Poster Presentation (COVAXIN)
99.4	Poster Presentation (Mucosal Vaccine)
99.5	Poster Presentation (OCU400)
99.6	Poster Presentation (OCU410)
99.7	Poster Presentation (OCU200)
99.8	Poster Presentation (NeoCart)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 1, 2022

OCUGEN, INC.

By: /s

/s/ Shankar Musunuri Name: Shankar Musunuri Title: Chief Executive Officer and Chairman



Long-Term Outlook

Shankar Musunuri, PhD, MBA Chairman of the Board, CEO & Co-founder

R&D Day November 1, 2022

Forward Looking Statements

This presentation contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995, which are based on the beliefs and assumptions of Ocugen, Inc. and on information currently available to management. All statements contained in this presentation other than statements of historical fact are forward-looking statements. We may, in some cases, use terms such as "predicts," "believes," "potential," "proposed," "continue," "estimates," "anticipates," "expects," "plans," "intends," "may," "could," "might," "will," "should," or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. Such statements are subject to numerous important factors, risks, and uncertainties that may cause actual events or results to differ materially from our current expectations. These and other risks and uncertainties are more fully described in our periodic filings with the Securities and Exchange Commission (SEC), including the risk factors described in the section entitled "Risk Factors" in the quarterly and annual reports that we file with the SEC.

In addition, this presentation contains estimates, projections and other information concerning market, industry and other data. We obtained this data from our own internal estimates and research and from academic and industry research, publications, surveys, and studies conducted by third parties, including governmental agencies. These data involve a number of assumptions and limitations, are subject to risks and uncertainties, and are subject to change based on various factors, including those discussed in our filings with the SEC. These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties and by us. While we believe such information is generally reliable, we have not independently verified any third-party information.

Forward-looking statements that we make in this presentation are based on a combination of facts and factors currently known to us and speak only as of the date of this presentation. Except as required by law, we assume no obligation to update forward-looking statements contained in this presentation whether as a result of new information, future events, or otherwise, after the date of this presentation.



We're Here to Make an Impact Through Courageous Innovation

Mission: Developing cutting-edge innovations for people facing serious disease and conditions with a commitment to ensuring global market access

Pioneering modifier gene therapy for inherited retinal diseases, as well as larger blindness diseases with unmet need

Innovating a novel biologic to treat eye diseases that can lead to vision loss for millions of people



Developing vaccines to provide choice to Americans in the fight against COVID-19

Pursuing Regenerative Cell Therapy to treat serious conditions like articular cartilage lesions



Pipeline Overview

	Asset/Program			
Vaccines	COVAXIN™ (BBV152) SARS-CoV-2 virus	COVID-19	 EUA for adults in Mexico; EUA for 5 to 18-year-olds submitted Recruitment completed for U.S. Phase 2/3 Immuno-bridging and broadening clinical trial 	
	OCU500 Mucosal vaccine	COVID-19	License secured from Washington University Phase 1/2 pending FDA discussions	
Cell therapies (Regenerative Medicine)	NeoCart® (Autologous chondrocyte-derived neocartilage)	Treatment of Articular Cartilage Defects in the Knee	U.S. Regenerative Medicine Advanced Therapy (RMAT) designation; Phase 3 clinical trial under development and subject to finalization with FDA	
Gene therapies	OCU400 ** AAV-hNR2E3	Gene mutation-associated retinal degeneration*		
		NR2E3 Mutation (RP)	Phase 1/2	
		RHO Mutation (RP)	Phase 1/2	
		CEP290 Mutation (LCA)	Phase 1/2	
	OCU410 AAV-hRORA	Dry Age-Related Macular Degeneration (Dry AMD)**	IND planned for Q2	
	OCU410ST AAV-hRORA	Stargardt (orphan disease)	IND planned for Q2	
Biologicals	OCU200 Transferrin – Tumstatin	Diabetic Macular Edema	IND planned for Q1	
		Diabetic Retinopathy	IND enabling	
		Wet Age-Related Macular Degeneration (Wet AMD)	IND enabling	
in the second se	No approved therapies exist https://www.aao.org/eye-health/diseases/retinitis-pigmentosa-treatment https://www.aao.org/eye-health/diseases/amd-treatment 4			
ocugen	"ORPHAN DRUG DESIGNA TION in the US; Broad ORPHAN MEDICINAL PRODUCT DESIGNA TION by the EC for the treatment of retinitis pigmentosa (RP) and Leber congenital amaurosis LCA)			

Corporate Executive Summary



Ocugen has an **exciting and unique portfolio** spanning ocular gene therapies, a novel biologic, an orthopedic regenerative cell therapy, and COVID-19 vaccines.



We believe the **modifier gene therapy platform** assets (OCU400 and OCU410) are the **most significant drivers of value**. We believe each asset has the potential to be **significant** if clinical data and commercial assumptions are positive more conservative estimates still offer a meaningful valuation upside.



Ocugen will need to **carefully manage available capital** in the near-term to maximize value for the ocular gene therapies. Additional **capital raises and partnerships** will be required to extend the runway and accelerate the portfolio.



Investments through **business development** in capability building and portfolio diversification will be important to enable the current portfolio and scale the portfolio in the longer-term.



Modifier Gene Therapy Platform–Compelling Value Proposition with Potential to Meaningfully Disrupt the Market



Potential Market Opportunity for Ocugen Gene Therapies– Revenue Potential of up to ~\$40B in 2032



Key Potential Milestones for Portfolio Assets



Ocugen[™]Vision

Fully integrated, patient-centric biotech company focused on vaccines in support of public health and gene and cell therapies targeting unmet medical needs through **Courageous Innovation**





Modifier Gene Therapy Technology For Retinal Diseases

Arun Upadhyay, PhD CSO

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Why is Modifier Gene Therapy Needed?



Retinal Diseases

- IRDs and AMD are most common cause of vision impairment and blindness
- > Can be broadly categorized into monogenic and complex (multifactorial) forms
- > High genetic heterogeneity significantly limits genespecific therapeutic strategy
 - Monogenic inherited retinal diseases—Retinitis pigmentosa (RP), Leber congenital amaurosis (LCA), and others
- > Gene specific strategy may not be applicable for multifactorial diseases, such as dry age-related macular degeneration
- > Need for mutation-independent approach
 - Modulating key retinal gene-network involved in retinal damage

Nuclear Hormone Receptors as Modifier Genes



Why Target Nuclear Hormone Receptor Genes?

- > Nuclear hormone receptors (NHRs) are intracellular receptors that regulate gene expression
 - NHRs act as "Master Genes" inside the cell
- > NHRs can regulate diverse physiological functions
 - Homeostasis
 - Cellular and tissue development
 - Cellular and tissue metabolism
- > The human genome contains 48 NHRs
 - Many have tissue-specific expression patternsNHR dysregulation often leads to disease
 - Therefore, NHRs are common drug discovery targets





Pipeline Overview: Modifier Gene Therapy Technology

		and indication	🕱 STATUS
Modifier Gene Therapy Platform	OCU400 **	*Inherited retinal degeneration*	
		NR2E3 Mutation	Phase 1/2
		RHO Mutation	Phase 1/2
		CEP290 Mutation	Phase1/2 to be initiated
	OCU410	Dry Age-related Macular Degeneration (Dry AMD)*	IND Enabling
	OCU410-ST	Stargardt Disease	IND Enabling

https://www.aao.org/eye-health/diseases/retinitis-pigmentosa-treatment | https://www.aao.org/eye-health/diseases/amd-treatmen

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**Orphan drug designation in the US; Broad orphan medicinal product designation by the EC for the treatment of retinitis pigmentosa (RP) and Leber congenital amaurosis (LCA) \bigcirc



Inherited Retinal Diseases: Prevalence and Associated Genes



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IRDs: Diverse disease class with large phenotypic and genetic heterogeneity

- > A common cause of irreversible blindness due to retinal cell degeneration
- > Symptom onset can range from birth to adulthood
- > Varying rate of progression and severity
- > Limited information on disease natural history and windows of opportunities for therapeutic intervention
- RP and LCA are the most common IRDs involving photoreceptors and the retinal pigment epithelium (RPE)
- > RP alone is associated with mutations in >100 genes

Inherited Retinal Degeneration: A Broader Reach For OCU400



Current Limitations of Conventional Gene Therapy



Modifier Gene Therapy: An Innovative Potential Treatment for IRDs



Modifier Gene Therapy: An Innovative Potential Treatment for IRDs



OCU400 Targets the Retina-specific NHR Gene *NR2E3* to Potentially Treat IRDs

- > Why target the NHR gene NR2E3?
 - NR2E3 is a retina-specific NHR
 - Act as a retinal "master gene"
 - Regulates:
 - Retinal cell homeostasis (eg, cell maintenance and survival)
 - Metabolism
 - Visual cycle function



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Modifier Gene Therapy: A Broader Reach

Gene modifier therapy can potentially address multiple genetic defects with a single product. In patients with IRDs, this could mean:



OCU400 Pre-clinical Data: Efficacy Across Multiple RP Mouse Models

5 RP mouse models treated subretinally with OCU400





OCU400 Pre-clinical Data: *NR2E3* Overexpression Restores Expression of Key Retinal Transcription Factors



OCU400 Pre-clinical Data: Rescue of Retinal Cell Counts in Early <u>and</u> Advanced Stage Disease





OCU400: Clinical Opportunities Backed by Pre-clinical Science

- OCU400 causes overexpression of the retina-specific "master gene" (ie, NHR) NR2E3
 - Viral vector-mediated delivery of functional NR2E3 to the retina
- > In IRDs like RP, mutations can disrupt gene expression homeostasis
 - NR2E3 regulates the expression of whole gene networks involved in retinal maintenance, resulting in
 - Increased expression of pro-cell health and maintenance transcription factors
 - Improved ONL morphology in early and advanced disease
 - Rescued retina function (ERG response)

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ERG, electroretinogram; IRD, inherited retinal degeneration; NHR, nuclear hormone re ONL, outer nuclear layer; RP, retinitis pigmentosa Li S. Gene Ther. 2021;28(5):223-241.



Modifier Gene Therapy: A Broader Reach



OCU400 Developmental Stage and Regulatory Milestones





Age-related Macular Degeneration (AMD) and Stargardt Disease: Prevalence





AMD Pathogenesis and Limited Treatment Approaches



RORA regulated gene networks are relevant in AMD and Stargardt disease



OCU410 (RORA): A Potential Modifier Therapeutic for Dry-AMD



The Retinoic Acid Related (RAR) Orphan Receptor Alpha (RORA) regulates several gene networks





OCU410 Restores CD59 Expression in ABCA4 -/- Mice

- ABCA4 transports oxidized retinol compounds from photoreceptors to RPE cells for detoxification
- Gene variants of ABCA4 are associated with both Stargardt disease and AMD. ABCA4 -/- mice show very low CD59 expression in their retinas
- OCU410 CD59 expression in the RPE cells
- CD59 prevents the formation of the complement membrane attack complex (MAC)



CD59 prevents the formation of the complement membrane attack complex





Immunohistochemistry of retina showing CD59 and DAPI

OCU410: Restoring Retinal Function in ABCA4 -/- Mice





Ocugen[™]Vision

Fully integrated, patient-centric biotech company focused on vaccines in support of public health and gene and cell therapies targeting unmet medical needs through **Courageous Innovation**











OCU400: A Modifier Gene Therapy for Retinitis Pigmentosa and Congenital Amaurosis

Ocugen, Inc., Malvern, PA, United States





OCU410: A Modifier Gene Therapy for Dry Age-Related Macu Degeneration and Stargardt Disease

Ocugen, Inc., Malvern, PA, United States





OCU200: A Novel Therapeutic Offering Benefits Beyond Anti-VEGF for Dia Retinopathy, Diabetic Macular Edema, & Wet Age-Related Macular Degene

Ocugen, Inc., Malvern, PA, United States



