# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

**Washington, DC 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): **March 12, 2026**

# OCUGEN, INC.

(Exact Name of Registrant as Specified in its Charter)

| **Delaware** | **001-36751** | **04-3522315** |
|---|---|---|
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

**11 Great Valley Parkway**
**Malvern, Pennsylvania 19355**
**(484) 328-4701**
(Addresses, including zip code, and telephone numbers, including area code, of principal executive offices)

**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 ☐

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 8.01 Other Events.**

As previously disclosed, in August 2025, Ocugen, Inc. ("Ocugen") closed a registered direct offering, pursuant to a securities purchase agreement with an institutional investor (the "Investor"), for the purchase and sale of 20,000,000 shares of common stock, $0.01 par value per share ("Common Stock"), and warrants to purchase up to an aggregate of 20,000,000 shares of Common Stock.

On March 12, 2026, the Investor purchased 10,000,000 shares of Common Stock upon the partial exercise of its warrants for the gross proceeds of $15.0 million to Ocugen. Ocugen anticipates that proceeds from such partial exercise of the warrants will extend its cash runway into the first quarter of 2027.

**Cautionary Note Regarding Forward Looking Statements**

This Current Report on Form 8-K ("Form 8-K") contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, Ocugen's expected cash runway into the first quarter of 2027, which are subject to risks and uncertainties. Ocugen 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 Ocugen's current expectations. These risks and uncertainties are more fully described in Ocugen's annual and periodic filings with the Securities and Exchange Commission ("SEC"), including the risk factors described in the section entitled "Risk Factors" in the annual and quarterly reports that Ocugen files with the SEC. Any forward-looking statements that Ocugen makes in this Form 8-K speak only as of the date of this Form 8-K. Except as required by law, Ocugen assumes no obligation to update forward-looking statements contained in this Form 8-K, whether as a result of new information, future events, or otherwise, after the date of this Form 8-K.

**SIGNATURES**

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

Date: March 19, 2026

OCUGEN, INC.

By: /s/ Shankar Musunuri
Name: Shankar Musunuri
Title: Chairman, Chief Executive Officer, & Co-Founder