

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Kumar Ramesh</u> _____ (Last) (First) (Middle) <u>C/O OCUGEN, INC.</u> <u>11 GREAT VALLEY PARKWAY</u> _____ (Street) <u>MALVERN PA 19355</u> _____ (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <u>Ocugen, Inc. [OCGN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
		3. Date of Earliest Transaction (Month/Day/Year) <u>10/06/2022</u>	
		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/06/2022		M		4,500	A	\$0.51	4,500	D	
Common Stock	10/06/2022		S		4,500 ⁽¹⁾	D	\$1.83	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Option (Right to Buy)	\$0.51	10/06/2022		M			4,500	(2)	01/02/2030	Common Stock	4,500	\$0	4,500	D	

Explanation of Responses:

- This sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- The options, initially representing a right to purchase 54,000 shares, vest and become exercisable in equal monthly installments over three years commencing on February 2, 2020, subject to continued service with Ocugen, Inc. on the applicable vesting dates.

Remarks:

Exhibit List: Exhibit 24.1 - Power of Attorney

/s/ Ramesh Kumar by Jessica Crespo, his attorney-in-fact 10/07/2022

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

OCUGEN, INC.**POWER OF ATTORNEY**

Know all by these present, that I, the undersigned director and/or officer corporation (the "Company"), hereby constitute and appoint Shankar Musunuri as lawful attorneys-in-fact and agents, with full power to act, together or each without substitution and resubstitution, for me and in my name, place and stead, in any and

- (i) to execute and file for and on behalf of the undersigned any report (including any amendments thereto and any successors to such report) relating to the acquisition or disposition of securities of the Company that the undersigned is required to file with the U.S. Securities and Exchange Commission (the "SEC") pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended and the rules and regulations promulgated thereunder;
- (ii) to execute and file for and on behalf of the undersigned any voluntary report pursuant to Section 16(a) of the Exchange Act;
- (iii) to request electronic filing codes from the SEC by filing the Form 1613 (together with thereto) and any other documents necessary or appropriate to obtain such codes and to file such reports electronically;
- (iv) to prepare, file, and submit any documents or reports that may be required to permit the undersigned to sell Company common stock without registration under the Securities Act of 1933, as amended (the "Securities Act") in reliance on Rule 144 thereunder; or
- (v) take any other action of any type whatsoever in connection with the exercise of the opinion of such attorneys-in-fact, may be of benefit to, in the best interests of the undersigned, it being understood that the documents executed on behalf of the undersigned pursuant to this Power of Attorney shall contain such terms and conditions as such attorneys-in-fact may determine in their sole discretion.

The undersigned acknowledges that the foregoing attorneys-in-fact, in seeking to comply with the request of the undersigned, is not assuming, nor is the Company assuming, any of the obligations to file to comply with Section 16(a) of the Exchange Act or the Securities Act. The Company shall be required to apprise the undersigned of applicable filing requirements for purposes of the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned files Forms 3, 4 and 5 with respect to the undersigned's holdings and transactions in the Company, unless earlier revoked by the undersigned in a signed writing delivered

This Power of Attorney revokes and replaces any prior Power of Attorney executed to the ownership, acquisition or disposition of securities of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on September 16, 2022.

/s/ Ramesh Kumar
Name: Ramesh Kumar
