
**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:

- | |
|---|
| <input type="checkbox"/> Preliminary Proxy Statement |
| <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> Definitive Proxy Statement |
| <input checked="" type="checkbox"/> Definitive Additional Materials |
| <input type="checkbox"/> Soliciting Material under §240.14a-12 |

OCUGEN, 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 all boxes that apply):

- | |
|--|
| <input checked="" type="checkbox"/> No fee required |
| <input type="checkbox"/> Fee paid previously with preliminary materials |
| <input type="checkbox"/> Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11 |
-
-



May 15, 2023

Dear Shareholder:

Ocugen, Inc.'s 2023 Annual Meeting of Shareholders is fast approaching and according to our latest records, you have not yet voted your shares at the time of mailing this letter. The meeting is scheduled to be held on June 9, 2023.

Again, as a reminder, your Board of Directors unanimously recommends that shareholders vote "FOR ALL" directors nominated for election to the Board and "FOR" the other two agenda items.

Please help Ocugen avoid the expense of further solicitation by signing, dating, and returning the enclosed proxy card today.

Thank you for your investment and for taking the time to vote your shares.

Sincerely,

A handwritten signature in blue ink, appearing to read "Shankar Musunuri".

Shankar Musunuri
Chairman of the Board, CEO and Co-Founder

REMEMBER:

You can vote your shares *via* the Internet or by telephone following the instructions set forth on the enclosed proxy card.

If you have any questions, or need assistance in voting your shares, please call our proxy solicitor:

**INNISFREE M&A INCORPORATED
TOLL-FREE, at 1-877-750-0510.**

The below filing relates to the 2023 Annual Meeting of Shareholders of Ocugen, Inc. (the “Company”).

The following communication was made available by the Company on Twitter and LinkedIn on May 15, 2023:

Submitting your proxy vote is easy! Be sure to vote and then join us for the 2023 Annual Meeting of Shareholders to be held on June 9th.



Cast your vote!

Submitting your vote is easy. Make sure you have your proxy card when you reach out.



1.800.690.6903



www.proxyvote.com



Return proxy card before June 9

