
**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 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):

No fee required

Fee paid previously with preliminary materials

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



May 13, 2022

Dear Stockholder:

We have previously sent you proxy material for the Annual Meeting of Ocugen, Inc. stockholders taking place on June 7, 2022. **Your Board of Directors unanimously recommends that stockholders vote “FOR ALL” directors nominated for election to the Board and “FOR” the other two agenda items.**

Your vote is important, no matter how many or how few shares you may own. **If you have not already done so, please vote TODAY via the Internet, by telephone or by returning the enclosed proxy card in the postage-paid envelope provided.**

Sincerely,

A handwritten signature in blue ink, appearing to read "Shankar Musunuri". The signature is written in a cursive style and is positioned above a light blue horizontal line.

Shankar Musunuri
Chairman of the Board and Chief Executive Officer

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 1-877-750-8315.