

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)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
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- Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the
- (3) filing fee is calculated and state how it was determined):
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- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:
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Ocugen Inc. Announces Plan to Postpone Annual Meeting of Stockholders

MALVERN, PA, December 10, 2020 (GLOBE NEWSWIRE)- Ocugen, Inc. (NASDAQ: OCGN), a biopharmaceutical company focused on discovering, developing, and commercializing transformative therapies to cure blindness diseases, today announced that it will postpone its 2020 Annual Meeting of Stockholders to December 23, 2020 to provide its stockholders additional time to vote on the proposals submitted for stockholder approval at the meeting.

The record date for determining stockholders eligible to vote at the annual meeting will remain the close of business on October 28, 2020. Stockholders who have already submitted a proxy do not need to vote again for the reconvened annual meeting scheduled for Wednesday, December 23, 2020 at 11 a.m. Eastern time, as the proxies submitted will remain valid.

Ocugen stockholders as of close of business on October 28, 2020 who have not voted are encouraged to vote prior to the Annual Meeting online at www.proxyvote.com or by telephone at 1-800-690-6903. Stockholders that need assistance voting or have questions, may contact Ocugen's proxy solicitation firm, Okapi Partners, at info@okapipartners.com or (855) 208-8902.

Stockholders who have already submitted proxies and want to change their proxy can update their vote at any time. Your vote will be recorded at the annual meeting in accordance with your most recently submitted proxy.

A copy of the Definitive Proxy Statement is available to stockholders on the Company's website and at the website maintained by the U.S. Securities and Exchange Commission (the "SEC") at <https://www.sec.gov>.

Voting on the proposals will be open through the conclusion of Ocugen's 2020 Annual Meeting of Stockholders on December 23, 2020 at 11:00 a.m. Eastern time. If you hold your shares of our common stock with a broker, bank or other holder of record as nominee or agent, you may be subject to an earlier voting deadline and you should carefully review any materials received from the nominee or agent regarding how to vote your shares.

Ocugen stockholders as of October 28, 2020, the record date for the Annual Meeting, are invited to attend the virtual Annual Meeting by visiting www.virtualshareholdermeeting.com/OCGN2020.

About Ocugen, Inc.

Ocugen, Inc. is a biopharmaceutical company focused on discovering, developing, and commercializing transformative therapies to cure blindness diseases. Our breakthrough modifier gene therapy platform has the potential to treat multiple retinal diseases with one drug – "one to many" and our novel biologic product candidate aims to offer better therapy to patients with underserved diseases such as wet age-related macular degeneration, diabetic macular edema, and diabetic retinopathy. For more information, please visit www.ocugen.com.

Cautionary Note on Forward-Looking Statements

This press release contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995, which are subject to risks and uncertainties. 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 (the “SEC”), including the risk factors described in the section entitled “Risk Factors” in the quarterly and annual reports that we file with the SEC. Any forward-looking statements that we make in this press release speak only as of the date of this press release. Except as required by law, we assume no obligation to update forward-looking statements contained in this press release whether as a result of new information, future events or otherwise, after the date of this press release.

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