
**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 |
-
-

YOUR VOTE MATTERS!

Attention Shareholder:

We have been trying to reach you. Ocugen, Inc.
needs your vote today for the June 9th Annual Meeting.

**PLEASE CALL TODAY FOR MORE INFORMATION
AND TO VOTE BY TELEPHONE:**

INNISFREE M&A INCORPORATED

Toll-free: (877) 750-8198

