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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 OR 15 (d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): **December 9, 2021**

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**OCUGEN, INC.**  
(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**001-36751**  
(Commission  
File Number)

**04-3522315**  
(I.R.S. Employer  
Identification Number)

**263 Great Valley Parkway  
Malvern, Pennsylvania 19355  
(484) 328-4701**

(Addresses, including zip code, and telephone numbers, including area code, of principal executive offices)

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.01 par value per share	OCGN	The Nasdaq Stock Market LLC (The Nasdaq Capital Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 9, 2021, Suha Taspolatoglu, M.D., a member of the Board of Directors (the “**Board**”) of Ocugen, Inc. (the “**Company**”), notified the Company of his intention to resign from his position as a member of the Board and as a member of the Audit Committee of the Board (the “**Audit Committee**”) effective as of December 10, 2021. Dr. Taspolatoglu’s decision to resign was due to personal administrative challenges posed by the COVID-19 pandemic and did not result from any disagreement with the Company on matters relating to the Company’s operations, policies or practices. In providing his resignation, Dr. Taspolatoglu expressed his appreciation for working with the Company, its Chief Executive Officer and Board to help shape the Company’s direction, and that he wishes the Company the best in continuing to grow and develop its product candidates. The Company extends its deepest gratitude to Dr. Taspolatoglu for his distinguished service to the Board and for his lasting contributions to the Company.

On December 15, 2021, the Board decreased the size of the Board from eight (8) to seven (7) members. In connection with Dr. Taspolatoglu’s resignation, the Board also appointed Prabhavathi Fernandes, Ph.D., one of the Company’s independent directors, as a member of the Audit Committee.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 15, 2021

OCUGEN, INC.

By: /s/ Shankar Musunuri

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Name: Shankar Musunuri

Title: Chief Executive Officer and Chairman