

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Potti Manish</u>			2. Issuer Name and Ticker or Trading Symbol <u>Ocugen, Inc. [OCGN]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O OCUGEN, INC. 263 GREAT VALLEY PARKWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	MALVERN PA 19355							
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/16/2021		M		13,500	A	\$0.51	13,500	D	
Common Stock	12/16/2021		M		31,500	A	\$1.83	45,000	D	
Common Stock								27,695	I	Held by Scotland Parkway LLC ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (Right to Buy)	\$5.02	12/16/2021		A		16,335		(2)	12/16/2031	Common Stock	16,335	\$0.00	16,335	D	
Option (Right to Buy)	\$0.51	12/16/2021		M		13,500		(3)	01/02/2030	Common Stock	13,500	\$0.00	19,500	D	
Option (Right to Buy)	\$1.83	12/16/2021		M		31,500		(4)	01/01/2031	Common Stock	31,500	\$0.00	87,500	D	

Explanation of Responses:

- The Reporting Person is a managing member of Scotland Parkway LLC and has voting and investment power over securities held by Scotland Parkway LLC.
- The option vests monthly in equal installments over three years commencing on January 16, 2022, subject to continued service with Ocugen, Inc. (the "Company") on the applicable vesting dates.
- The shares underlying the option exercised in this transaction were fully vested and exercisable. The remainder of the shares underlying the option shall continue to vest and become exercisable ratably on a monthly basis on the second day of each month through January 2, 2023, subject to the Reporting Person's continued service with the Company through each such date.
- The shares underlying the option exercised in this transaction were fully vested and exercisable. The remainder of the shares underlying the option shall continue to vest and become exercisable ratably on a monthly basis on the first day of each month through January 1, 2024, subject to the Reporting Person's continued service with the Company through each such date.

By: /s/ Manish Potti by Sanjay Subramanian, his attorney-in-fact 12/17/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.