
**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 |
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URGENT ACTION NEEDED

Attention Ocugen, Inc. Stockholder:

We have been trying to reach you.

Ocugen, Inc. needs your vote today!

Please vote today for the upcoming Annual Meeting rescheduled for June 23, 2023.

Every vote counts.

Please vote by phone today by calling: (877) 750-8198

International holders can call: +1-412-232-3651