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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): **July 27, 2020**

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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)

**5 Great Valley Parkway, Suite 160  
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:

- 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 8.01 Other Events**

On July 27, 2020, Ocugen, Inc. (the “Company”) issued a press release announcing that the U.S. Food and Drug Administration granted Orphan Drug Designation for OCU400 in the treatment of rhodopsin (RHO) mutation-associated retinal degeneration. A copy of this press release is filed herewith as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

The following exhibit is being filed herewith:

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Document</u>
99.1	<a href="#">Press Release of Ocugen, Inc. dated July 27, 2020.</a>

**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: July 28, 2020

OCUGEN, INC.

By: /s/ Shankar Musunuri

Name: Shankar Musunuri

Title: Chief Executive Officer and Chairman

## Ocugen Granted FDA Orphan Drug Designation for OCU400 (AAV-hNR2E3) Gene Therapy for the Treatment of *RHO* Mutation-Associated Retinal Degenerative Disease

*Third orphan drug designation for the same product, OCU400, is unique in Ophthalmology gene therapy and demonstrates its potential to treat many Inherited Retinal Degenerative diseases (IRDs)*

MALVERN, PA, July 27, 2020 (GLOBE NEWSWIRE) — Ocugen, Inc. (NASDAQ: OCGN), a biopharmaceutical company focused on discovering, developing, and commercializing transformative therapies to cure blindness diseases, today announced the U.S. Food and Drug Administration (FDA) granted the third Orphan Drug Designation (ODD) for OCU400 in the treatment of *RHO* mutation-associated retinal degeneration. The *RHO* mutation is part of the Retinitis Pigmentosa (RP) group of rare, genetic disorders that involve a breakdown and loss of cells in the retina and can lead to visual impairment and blindness. This is one of the larger mutations within the RP class, representing about 12% of RP patients in the US.

A novel gene therapy product candidate, OCU400 has the potential to be broadly effective in restoring retinal integrity and function across a range of genetically diverse inherited retinal diseases. It consists of a functional copy of a nuclear hormone receptor (NHR) gene, NR2E3, delivered to target cells in the retina using an adeno-associated viral vector. As a potent modifier gene, expression of NR2E3 within the retina may help reset retinal homeostasis and potentially offer longer benefit, stabilizing cells and rescuing photoreceptor degeneration and vision loss.

Adding to ODDs for OCU400 for NR2E3 and CEP290 mutation-associated retinal degeneration, *RHO* gene mutation-associated retinal degeneration further supports Ocugen's breakthrough modifier gene therapy platform's potential to treat multiple blindness diseases with a single product. RP is a group of heterogenic inherited retinal diseases associated with over 150 gene mutations, affecting over 1.5 million individuals worldwide. In addition, ~40% of RP patients cannot be genetically diagnosed, confounding the ability to develop personalized RP therapies. Traditional gene therapy or gene editing approaches may require more than 150 products to rescue these patients from vision loss. OCU400, a single product candidate, has potential to address broad-spectrum RP.

"OCU400, comprising the nuclear hormone receptor gene *NR2E3*, has the potential to help modulate numerous biological pathways that function in maintaining the health of the retina. A recent preclinical study published in *Nature Gene Therapy* demonstrated the potency of *NR2E3* to elicit broad-spectrum therapeutic benefits in early and intermediate stages of RP in five unique mouse models," said Dr. Mohamed Genead, acting Chief Medical Officer of Ocugen and Chair of Ocugen's Retina Scientific Advisory Board. "We believe OCU400 has the potential to address multiple genetic mutations associated with RP and, therefore, help a broader pool of patients," Dr. Genead continued.

"Our third ODD for OCU400 from the FDA is an important step towards developing a broad-spectrum treatment for RP and getting a therapy faster to patients who are in desperate need of rescue," said Dr. Shankar Musunuri, Chairman, Chief Executive Officer and Co-Founder of Ocugen. "Orphan designation for this indication supports the goal of our Modifier Gene Therapy Platform to treat a variety of inherited retinal diseases with a single gene therapy product. There are currently no approved treatments which slow or stop the progression of multiple forms of RP, which is why we're excited to have a platform that can potentially address multiple mutations, including mutations in the Rhodopsin gene, with one therapy."

The FDA Office of Orphan Products Development grants orphan designation for novel drugs or biologics that treat a rare disease or condition affecting fewer than 200,000 patients in the U.S. Orphan designation qualifies the sponsor of the drug for various development incentives of the Orphan Drug Act, including a seven-year period of U.S. marketing exclusivity, tax credits for clinical research costs, clinical research trial design assistance, the ability to apply for annual grant funding and waiver of Prescription Drug User Fee Act filing fees.

**About OCU400**

OCU400 (AAV-hNR2E3) is a novel gene therapy product candidate with the potential to be broadly effective in restoring retinal integrity and function across a range of genetically diverse inherited retinal diseases. It consists of a functional copy of a nuclear hormone receptor gene, NR2E3, delivered to target cells in the retina using an adeno-associated viral vector. As a potent modifier gene, expression of NR2E3 within the retina may help reset retinal homeostasis, potentially stabilizing cells and rescuing photoreceptor degeneration and vision loss.

**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 <https://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.

**Corporate Contact:**

Ocugen, Inc.  
Sanjay Subramanian  
Chief Financial Officer  
IR@Ocugen.com

**Media Contact:**

LaVoieHealthScience  
Emmie Twombly  
etwombly@lavoiehealthscience.com  
+1 857-389-6042