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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): **June 7, 2022**

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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)

**11 Great Valley Parkway  
Malvern, Pennsylvania 19355  
(484) 328-4701**  
(Addresses, including zip code, and telephone numbers, including area code, of principal executive offices)

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**263 Great Valley Parkway  
Malvern, Pennsylvania 19355**  
(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 5.07 Submission of Matters to a Vote of Security Holders.**

On June 7, 2022, Ocugen, Inc. (the “Company”) held its 2022 Annual Meeting of Stockholders (the “Annual Meeting”) virtually. At the Annual Meeting, a total of 107,866,627 shares of the Company’s common stock, par value \$0.01 per share (“Common Stock”), or 50.02% of the Common Stock outstanding as of April 20, 2022, the record date for the Annual Meeting, were represented virtually or by proxy.

The following is a brief description of the final voting results for each of the proposals submitted to a vote of the stockholders at the Annual Meeting on June 7, 2022:

(a) *Item 1 – Election of Two Class II Directors.* The stockholders elected each director nominee to the Board of Directors to serve as a director until the 2025 Annual Meeting of Stockholders and until their respective successor, if any, is elected or appointed, or upon their earlier death, resignation, retirement, disqualification, or removal, as follows:

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Uday B. Kompella, Ph.D.	57,233,640	8,237,758	42,395,229
Marna C. Whittington, Ph.D.	61,827,390	3,644,008	42,395,229

(b) *Item 2 – Ratification of Independent Registered Public Accountant.* The stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the 2022 fiscal year, as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
102,213,940	4,468,884	1,183,803	—

(c) *Item 3 – Approval, on an advisory basis, of the compensation of the Company’s named executive officers.* The stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers, as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
49,150,676	14,207,226	2,113,496	42,395,229

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**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: June 7, 2022

OCUGEN, INC.

By: /s/ Shankar Musunuri

Name: Shankar Musunuri

Title: Chief Executive Officer and Chairman

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