UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

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 9, 2021

OCUGEN, INC.

(Exact Name of Registrant as Specified in its Charter)

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)

D 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))

Se	curities registered pursuant to Section 12(b) of the Ac	t:
Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 \Box

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. \Box

Item 8.01 Other Events

Attached as Exhibit 99.1 and incorporated herein by reference is a presentation that Ocugen, Inc. will post on its website on July 9, 2021 and may use from time to time in presentations or discussions with investors, analysts, and other parties.

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Item 9.01 Financial Statements and Exhibits

The following exhibit is being filed herewith:

(d) Exhibits

 Exhibit No.
 Document

 99.1
 Ocugen, Inc. Pre

Document Ocugen, Inc. Presentation

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 9, 2021

OCUGEN, INC.

By: /s

/s/ Shankar Musunuri Name: Shankar Musunuri Title: Chief Executive Officer and Chairman



Our Mission is to

Develop Gene Therapies to Cure Blindness Diseases

and

Develop a Vaccine to Save Lives from COVID-19

NASDAQ: OCGN Corporate Deck: July 2021



Forward Looking Statement

This presentation contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, contained in this presentation, including statements regarding our business strategy, future results of operations and financial position, prospective products, product approvals, research and development costs, timing and likelihood of success, estimated market size or growth, and plans and objectives of management for future operations, are forward-looking statements. When used in this presentation, the words "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "would," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

Forward-looking statements involve known and unknown risks, uncertainties and other factors, including those risks set forth in the Company's filings with the Securities and Exchang Commission, which are available at www.sec.gov, that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements are based on our management's beliefs and assumptions and on information available to management as of the date of this presentation. Our actual future results may be materially different from what we expect. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in the forward-looking statement even if new information becomes available in the future.

This presentation includes estimates by us of statistical data relating to market size and growth and other estimated data about our industry. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. This presentation also includes statistical and other industry and market data that we obtained from industry publications and research, surveys and studies conducted by third parties. Industry publications and third-party research, surveys and studies generally indicat their information has been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. While we believe these industry publications and third-party research, surveys and studies are reliable, we have not independently verified such data.

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.



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Ocugen Overview

	 COVAXIN[™]: Whole-virion inactivated COVID-19 vaccine candidate (with adjuvant). Licensed rights from Bharat Biotech for the and Canadian markets (currently received EUA in India). Standard vaccine storage condition (2-8°C)
	 Demonstrated 77.8% overall efficacy, 93.4% in severe COVID-19 disease (including hospitalization) and 65.2% efficacy against Delta variant in Phase 3 trial by Bharat Biotech
VACCINE	 Phase 3 clinical trial enrolled 25,800 participants between 18-98 years of age, including 2,760 over the age of 60 and 7,058 wit at least one pre-existing condition. Phase 1/2 enrolled 755 participants
	 Potential coverage against multiple protein antigens of the virus and potentially applicable to broader population, including 12 17-year-olds (as seen in Phase 2 study)
	• Effectively neutralizes additional Kappa, Zeta, and Alpha variants of SARS-Cov-2, reducing the possibility of mutant virus escape
	• Potential for one product to treat many diseases & multi-factor approach (POC study results published in Nature)
MODIFIER	• OCU400 (AAV-hNR2E3): Orphan medicinal product designation for the treatment of both retinitis pigmentosa (RP) and Leber
GENE THERAPY	Congenital amaurosis (LCA) covering diseases caused by mutations in over 175 genes. Initiation of Phase 1/2a this year
CONTRACTOR OF THE ADDRESS OF THE ADD	OCU410 (AAV-hRORA): Potential to treat dry age-related macular degeneration (Dry AMD) through multi-factor treatment
PLATFORM	approach – initiation of Phase 1/2 in 2022
	 Strategic manufacturing partnership with CanSinoBio (~\$13B market cap) – sets clear path for critical manufacturing
NOVEL	 OCU200: Targeting major retinal diseases: Diabetic Macular Edema (DME), Diabetic Retinopathy (DR), and Wet Age-Related Macular Degeneration (Wet AMD) (estimated global market size over \$10B) – initiation of Phase 1/2 in 2022
BIOLOGIC	 Novel MoA: Potential to initially treat non-responders to anti-VEGF/ therapies (~50% of patients)

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Leadership Team



Shankar Musunuri, PhD, MBA Chairman, CEO and Co-Founder





Sanjay Subramanian, MBA CFO and Head of Corporate Development BAUSCH Health



Acting CMO

Wyeth Pfizer



J.P. Gabriel SVP, Manufacturing & Supply Chain Genentech ultrageny Pfizer



Vijay Tammara, PhD SVP, Regulatory & Quality







Arun Upadhyay, PhD VP, Head of Research & Development G

*



Jessica Crespo, CPA Corporate Controller and Treasurer aerie





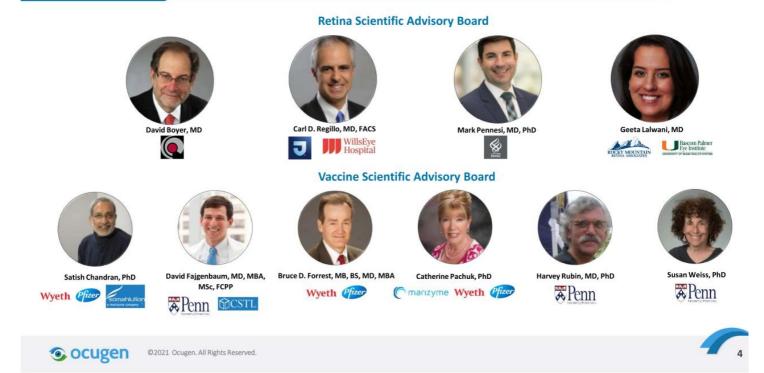
Zara Gaudioso, SHRM-CP Head of Human Resources INVISIBLE



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Scientific Advisory Boards



Pipeline and Regulatory overview

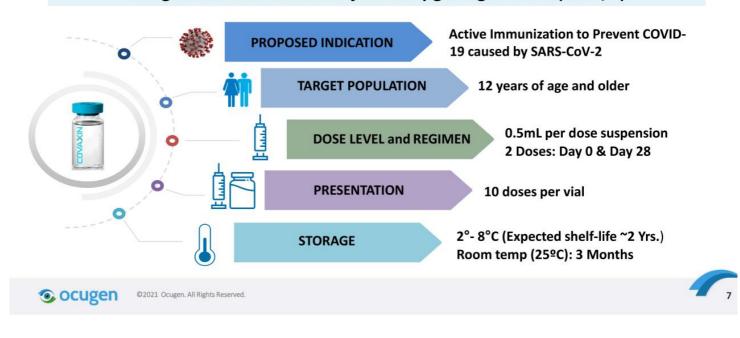


COVAXIN™

Whole-Virion Inactivated COVID-19 Vaccine Licensed from Bharat Biotech (BBIL) for the US and Canadian Markets

COVAXIN™ - Product Profile

Whole virion inactivated SARS-CoV-2 (NIV-2020-770) Antigen concentration & Adjuvant: 6μg + Algel–IMDG(TLR7/8)

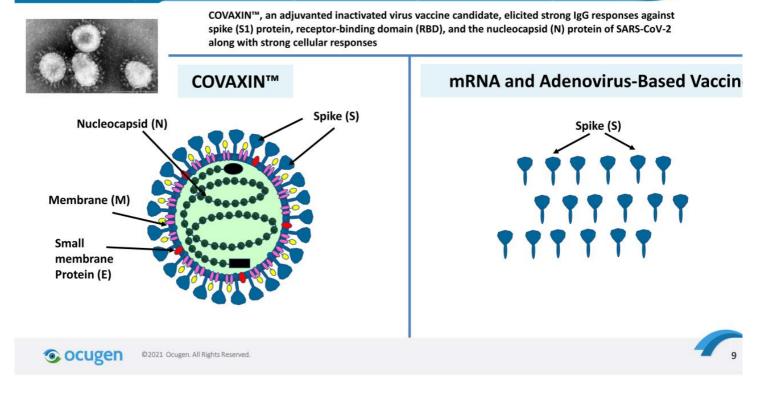


Why COVAXIN™

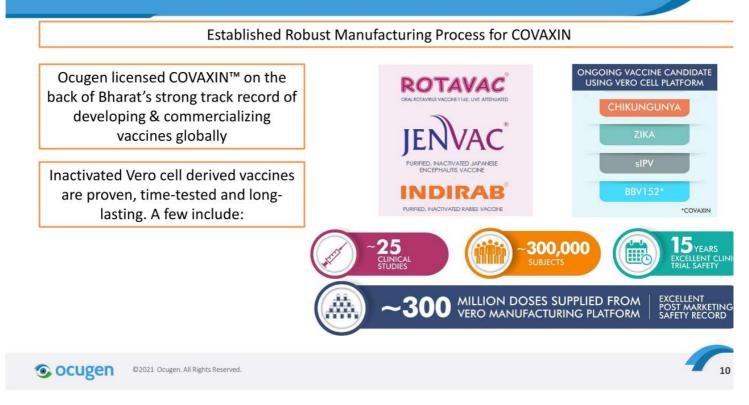
Designed to fill a significant unmet need in our North American arsenal of vaccines against COVID-19

В		Broad Spectrum Immune Response Both humoral & cellular responses generated against multiple viral proteins Induces a Th1 response (cell-mediated immunity)
Е		Efficacy → 77.8% Efficacy Demonstrated in Phase 3 Trial (93.4% against severe) Effective in neutralizing multiple variants, including rapidly-spreading Delta variant (65.2% efficacy) Potentially serve as a universal booster to minimize/eliminate viral escape and control the Pandemic
S		Safe in 12+ (Demonstrated in Phase 2 clinical trial) Proven technology platform and supply chain currently used for several licensed vaccines (Influenza, Polio, Rabies, JEV etc.). Historically demonstrated acceptable safety, tolerability and efficacy consistent with adults
Т		Transportation and Storage Ease Stable for 3 months at room temperature Can be stored in standard conditions (2°- 8°C) for several years. Can be stockpiled.
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COVAXIN[™] Presents Multiple Protein Targets to the Immune System Resulting in Broad Spectrum Response



COVAXIN™ Developed and Manufactured by Bharat Biotech



COVAXIN[™] is Distinct Amongst Leading COVID-19 Vaccines and Select Vaccine Candidates in the United States and Canada

Company	Technology	Antigen	Status in US & Canada
COVAXIN™	Inactivated SARS CoV-2 Virus, Aluminum hydroxide, TLR agonist	Whole virus (Including S & N Proteins)	BLA submission to be pursued in US; regulatory pathway in process in Canada
Pfizer/ BioNTech	Lipoplex of SARS CoV-2 S protein mRNA	S protein	EUA in US; Authorized by Interim Order in Canada
Moderna	Lipoplex of SARS CoV-2 S protein mRNA	S protein	EUA in US; Authorized by Interim Order in Canada
AstraZeneca	Non-replicating infectious Adenovirus	S protein	Authorized by Interim Order in Canada
Johnson & Johnson	Non-replicating infectious Adenovirus	S protein	EUA in US; Authorized by Interim Order in Canada
S OCUGEN ©2021 Ocugen. All	Rights Reserved.		17

Technology Comparisons: Target Product Profile

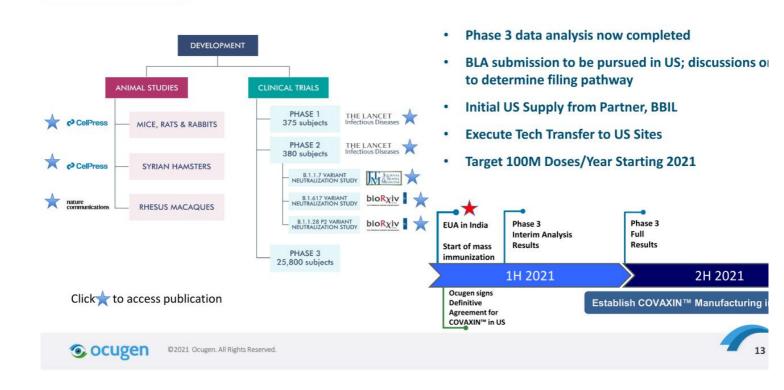
Characteristic	mRNA	Adeno- Based	COVAXIN™
Acceptable Safety	\checkmark	\checkmark	\checkmark
Neutralizing antibody response	\checkmark	\checkmark	√+
Cellular responses against multiple viral antigens	\checkmark	\checkmark	√+
Efficacy	\checkmark	\checkmark	√+
Stability at 2-8°C	x	\checkmark	\checkmark
Multiple Viral Antigens	X	X	\checkmark

"+" : B and T cell immune responses to multiple proteins, Safety and Efficacy in Phase 3 clinical trial by Bharat Biotech



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COVAXIN[™] Progress and Planned Milestones for U.S. Dev.



FINAL Phase 3 Clinical Trial Results Demonstrate Protective Effect of COVAXIN™

Fast facts of a double-blind, randomized, multicenter, Phase 3 clinical trial

- Participants recruited between November 2020 and January 2021 across 25 sites
- 1:1 randomization among healthy adults (age 18-98 years)
- n = 25,798
- Primary endpoint: Preventing symptomatic COVID-19 occurring at least 14 days after second dose
- Secondary endpoint: Efficacy in subgroups based on age (18 – 59 years; ≥60 years)
- Evaluated safety, reactogenicity and consistency of immune responses

- Overall vaccine efficacy: 77.8% (95% CI: 65.2 86.
- Efficacy against severe disease: 93.4% (95% CI: 57 – 99.8)
- Efficacy against asymptomatic disease: 63.6% (95 CI: 29.0 – 82.4)

 ✓ Safety outcomes: 12.4% reported adverse events (AE) in both vaccine and placebo arms (p<0.05)

- Most frequently reported systemic AEs included headache, followed by pyrexia, fatigue and myalgia
- Serious AEs were reported by <0.5% of clinical trial participants
- Demonstrated efficacy against B.1.617.2 (Delta):
 65.2% (95% CI: 33.1 83.0)
 - First Phase 3 clinical trial to include Delta variant data

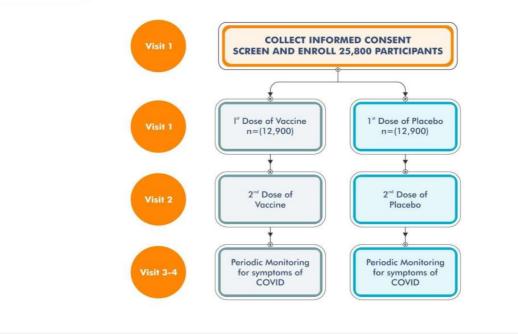
Source: Efficacy, safety, and lot to lot immunogenicity of an inactivated SARS-CoV-2 vaccine (BBV152): a, double-blind, randomised, controlled phase 3 trial, Ella, Reddy, Blackwelder, Potdar, et al.; medRviv 2021.06.30.21259439; accessed July 7, 2021

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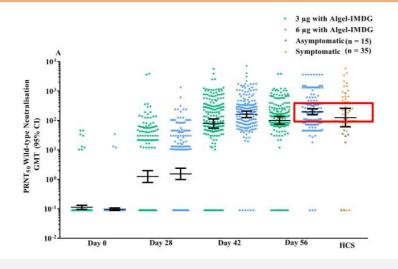
Phase 3: Study Outline



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Phase 2: Study Results

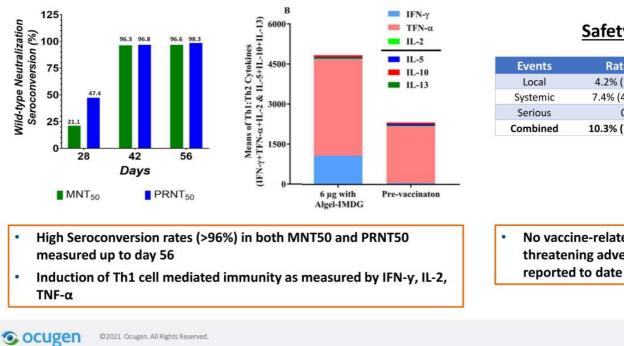
- 6µg +Algel-IMDG demonstrated high neutralizing Abs responses compared to 3µg + Algel-IMDG grou
- Mean GMT (95% CI) higher than human convalescent serum (HCS)
- 6µg +Algel-IMDG (Covaxin™) selected for Phase 3 study





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Phase 2: Study Results



No vaccine-related severe or I threatening adverse events

Safety

Rate (%)

4.2% (1.8, 8.1)

7.4% (4.1, 12.1)

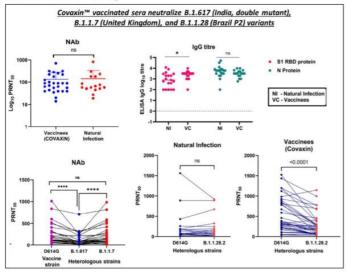
0%

10.3% (7.4, 13.8)

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Additional Research Demonstrating Effect Against Multiple Variants

 COVAXIN-vaccinated sera effectively neutralized several SARS-CoV-2 variants in an in-vitro plaque reduction neutralization assay



- ✓ <u>B.1.617 (India Kappa)</u>
- ✓ B.1.1.7 (United Kingdom Alpha)
- ✓ B.1.1.28 (Brazil P2 Zeta)
- The study was conducted by Indian Council of Medical Research (ICMR)-National Institute of Virology
- These studies suggest that COVAXIN vaccination may be effective against multiple SARS-CoV-2 variants.

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Ocugen's Modifier Gene Therapy Platform

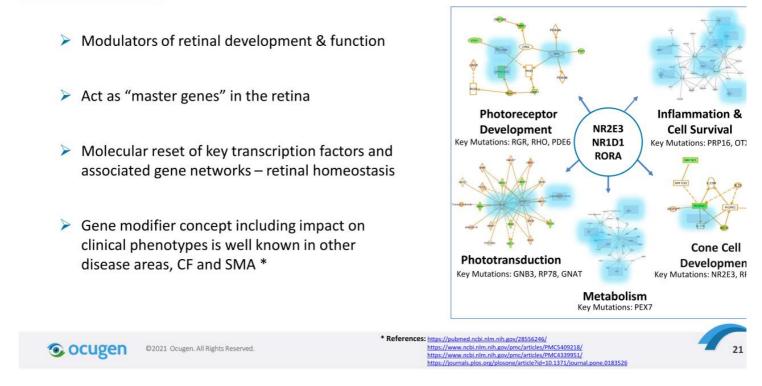
Breakthrough Technology Designed to

Address Multiple Diseases with One Product Approach Complex Diseases Through Multiple Factors

Traditional Approach vs. Ocugen's Novel Platform

Modifier Gene Therapy: Introduce a functional gene to modify the expression of many genes, gene-networks and regulate basic Gene Augmentation: Transfer functional version of a non-functional gene into the target cells. biological processes in retina Modifier diseases using the same Modifier Gene product. gene M Normal gene X ENE M GENE X Cell with mutated/ Cell with mutated/nonfunctioning gene(s) other than modifier gene Cell with nonfunctioning gene X normal function NR2E3 Mutation-Associated Retinal Disease Traditional Broad inal Disea **Gene Therapy OCU400** Spectrum I D Therapy for F Traditional approach that targets one individual gene mutation at a time Novel approach that targets nuclear hormone genes (NHRs), which regulate 1 4 multiple functions within the retina Regulatory pathway focused on specific product for one disease 1 Smoother regulatory pathway due to ability to target multiple diseases with one Longer time to recoup development costs product Ability to recoup development costs over multiple therapeutic indications ocugen ©2021 Ocugen. All Rights Reserved.

Why Target Nuclear Hormone Receptor Genes (NHRs)?



Nature Gene Therapy Publication

Preclinical POC Data for Nr2e3 Published in Nature Gene Therapy

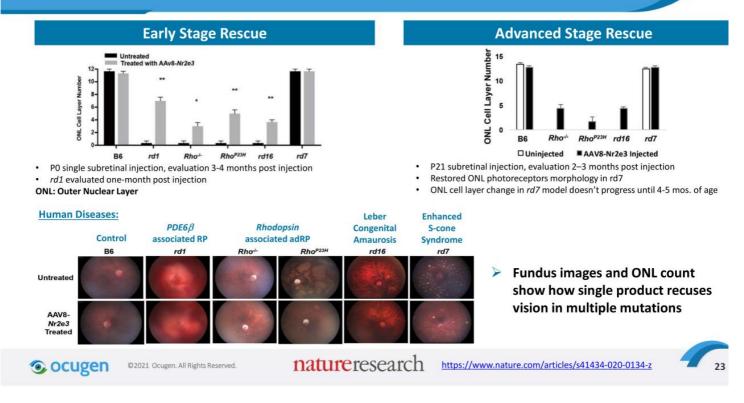
- Efficacy results shown in 5 unique mouse models of RP
- Technology developed at Harvard Medical School, Dr. Neena Haider's Lab
- Study demonstrates potency of modifier gene therapy to elicit broad-spectrum therapeutic benefits early and advanced stages of RP
- > Results show evidence of vision rescue in Early & Advanced Stages of disease



- Important milestone for development of therapy; demonstrated proof of principle
- > Protection elicited in multiple animal models of degeneration caused by different mutations
- > Potential to represent first broad-spectrum therapy and to provide rescue even after disease onset

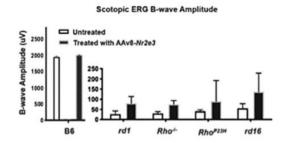
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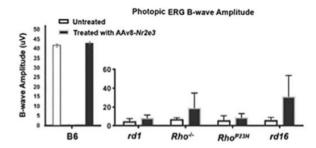




OCU400 – Demonstrates Improved Vision Signals in Retina

Electroretinogram (ERG) Response Reveals Rescue under Both Scotopic (dim-lit) as well as Photopic (well-lit) Conditions





ERG response: P0 single subretinal injection, evaluation 3-4 months post injection

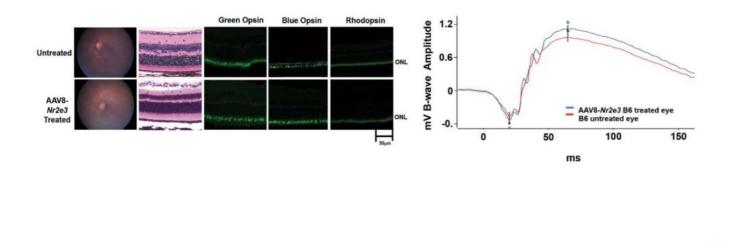
Human vision is enabled by three primary modes:

- Photopic vision: Vision under well-lit conditions, which provides for color perception and functions primarily due to cone cells in the eye
- Mesopic vision: A combination of photopic vision and scotopic vision in low lighting, which functions due to a combination of roc and cone cells in the eye
- Scotopic vision: Monochromatic vision in very low light, which functions primarily due to rod cells in the eye

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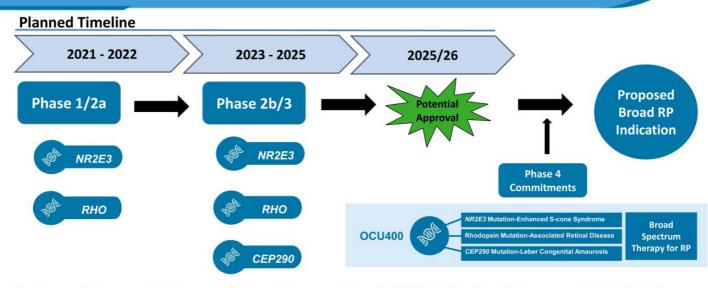
OCU400 – Demonstrated Safety in Mouse Model





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OCU400 – Clinical and Regulatory Strategy



> Successfully completed manufacturing at commercial scale (200L) at CanSinoBio to support clinical studies

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- Preclinical tox studies in-progress
- On target to file IND in 2H21

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OCU400 – Competitive Overview

	OCU400	Traditional Gene Therapy	Cell Therapy
Features	💿 ocugen	Roche Biogen MEIRAGE HORIAMA BIOgen MEIRAGE Sagto & Novartis CAllergan SANOFI	≫astellas jCyte ReNeur⊙
One product for many IRDs (including broad RP indication)		8	Limited 📿
Technology established in the ocular disease space	\bigcirc	\bigcirc	8
POC data in RP models with different genetic mutations	\bigcirc	8	\otimes
Expected long-term outcome	Potentially longer benefit due to promotion of homeostasis	Potentially limited due to loss of retinal cells over time	Not established
Target Patient Population	Large	Small (specific to mutation)	Variable
Developmental cost	Low (economies of scale)	High (No economies of scale)	High

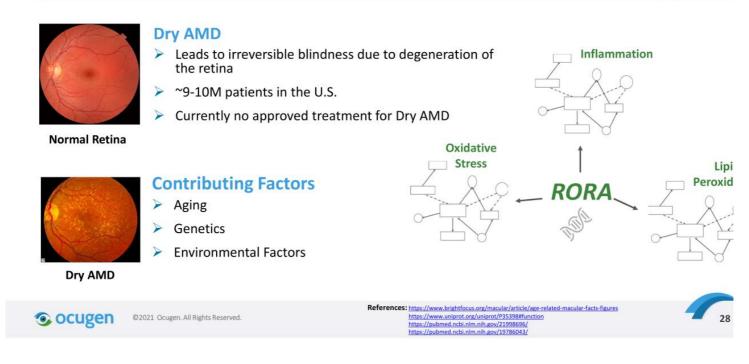
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Potential Competitors pursuing treatment of RP with Traditional Gene Therapy
Potential Competitors pursuing treatment of RP with Cell Therapy

OCU410 (AAV-RORA) – Dry Age-Related Macular Degeneration

We Believe OCU410 Has the Potential to Address this Disease through its Multi-Factor Approach



OCU200: Diabetic Macular Edema (DME) Diabetic Retinopathy (DR) Wet Age-Related Macular Degeneration (Wet AMD

Novel Biologic Offering Benefits Beyond Anti-VEGF

OCU200 – Potential to Treat DME, DR & Wet AMD

OCU200 Provides Hope to All patients with DME, DR or Wet AMD

DME	ightarrow ~0.7M patients in the US*
DR	\rightarrow ~7.7M patients in the US*
Wet AMD	\rightarrow ~1.1M patients in the US*

~50% of Patients <u>DO NOT</u> Respond to Anti-VEGF/Corticosteroids Therapies

> OCU200 is a Transferrin-Tumstatin Fusion Protein

- Tumstatin: Multiple MOAs for treatment and prevention of macular degeneration and neovascularizatio
- Transferrin: Targets the site of action and improves uptake (better target engagement)
- Integrin Targeting provides hope to these patients who are non-responders to current therapies
- Distinct MOA through targeting Integrin pathways can potentially also help reduce number of injections for patients who do respond to Anti-VEGF & corticosteroids therapies
- Significant global market potential



OCU200 – Transferrin-Tumstatin Fusion Protein

OCU200 Demonstrated Superior Efficacy Compared to Existing Anti-VEGF Therapies

Wet AMD

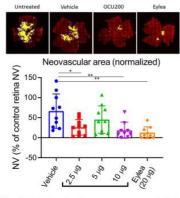
Inhibits new blood vessel formation

Anti-inflammatory

Anti-oxidative

DME/DR

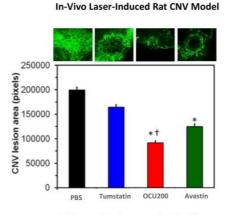
Oxygen-Induced Retinopathy (OIR) Mouse Model



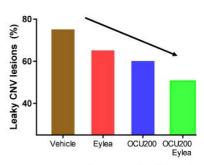
Effect of OCU200 intravitreal treatments on Neovascularization (NV). Data are presented as mean± SD. Filled circles represent data points from individual eyes * P < 0.05, ** P < 0.01 (n = 9-10 eyes per group)



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* indicates p<0.05 when compared to PBS and/or tumstatin treatment + indicates p<0.05 when compared to Avastin; CNV lesions measured on day 14 after treatment



Wet AMD

In-Vivo Laser-Induced Mouse CNV Moc

Data expressed as percentage of CNV lesions on Da-10 after treatment. Laser induction & treatment sta on Day 0



OCU200 – Distinct Mechanism of Action

We believe OCU200 has the potential to become a disease modifying therapeutic for broader patient population

	OCU200	Anti-VEGF	Anti-Integrin
Features	💿 ocugen	Genentech ^m UNOVARTIS ^m REGENERON ^m KODIAK	SASCLEPIX Allegro
Reduces VEGF level/Fluid			\bigcirc
Selectively works on active endothelial cells (Neovascular)		\bigotimes	
Activates native anti-angiogenic response	\bigcirc	\bigotimes	\bigcirc
Enhanced effective delivery through Transferrin		\bigotimes	8
Pro-apoptotic and anti-oxidative	\bigcirc	\bigotimes	\bigcirc
Dosing Frequency	Expected once in 3 months	1-3 months	1-3 months
©2021 Ocugen. All Rights Reserved.	_	Potential Competitors pursuing treatment using A Potential Competitors pursuing treatment using A	(1) Approve

Key Inflection Points

- ➤ COVAXIN[™] Vaccine candidate for the US and Canadian markets with potential for revenues this year
- Ophthalmology
 - Modifier Gene Therapy Platform has the potential for one product to treat many diseases
 - Novel biologic has the potential to treat anti-VEGF /corticosteroids non-responders (~50% of the patients)
 - Multiple near and mid-term milestones with plan to initiate four Phase 1/2 trials over next 18 months





A Bold Vision to Cure Blindness Diseases and Offer a Differentiated Vaccine to Save Lives from COVID-19

> For more information, contact: IR@ocugen.com

