
**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 16, 2020**

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)

**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:

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

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.

Item 2.02 Results of Operations and Financial Condition

The corporate presentation of Ocugen, Inc. ("Ocugen"), which Ocugen will post on its website on July 16, 2020 and is attached as Exhibit 99.1 to this Current Report on Form 8-K (the "Corporate Presentation"), contains on slide 22 certain preliminary estimates of Ocugen's cash and cash equivalents and principal amount of indebtedness outstanding, each as of June 30, 2020 (the "Preliminary Estimates").

The Preliminary Estimates should not be viewed as a substitute for interim financial statements prepared in accordance with U.S. GAAP. The Preliminary Estimates are based on preliminary unaudited information and management estimates for the quarter ended June 30, 2020, are not a comprehensive statement of our financial results, and are subject to completion of our financial closing procedures. As a result, these Preliminary Estimates may differ from the actual results that will be reflected in our financial statements when they are completed and publicly disclosed. Additional information and disclosures would be required for a more complete understanding of our financial position and results of operations as of and for the quarter ended June 30, 2020. Our independent registered public accounting firm has not conducted an audit or review of, and does not express an opinion or any other form of assurance with respect to, these Preliminary Estimates.

The information disclosed under this Item 2.02 (including Exhibit 99.1) is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference in any Company filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 7.01 Regulation FD Disclosure

The Corporate Presentation is hereby furnished for purposes of Regulation FD. Ocugen will post the Corporate Presentation on its website on July 16, 2020 and may use the Corporate Presentation from time to time in presentations or discussions with investors, analysts and other parties.

As of July 15, 2020, there were 135,006,644 shares of Ocugen's common stock outstanding.

The information in this Item 7.01 (including Exhibit 99.1) is being furnished solely to satisfy the requirements of Regulation FD and shall not be deemed to be "filed" for the purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that Section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act or the Exchange Act.

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	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 16, 2020

OCUGEN, INC.

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



Our Mission is to Develop
Gene Therapies to Cure
Blindness Diseases

NASDAQ: OCGN

Corporate Deck: July 2020



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 Exchange 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 statements 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 is obtained from industry publications and research, surveys and studies conducted by third parties. Industry publications and third-party research, surveys and studies generally indicate that 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 in 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.



Ocugen Overview

Developing transformative therapies with the potential to cure blindness diseases

OCUGEN'S BREAKTHROUGH MODIFIER GENE THERAPY PLATFORM

- Modifier Gene Therapy Platform – potential for one product to treat many diseases & multi-factor approach
- Technology developed at Dr. Neena Haider's Lab, Harvard Medical School (POC study results published in Nature)
- **OCU400 (AAV-NR2E3)**: Potential to treat broad Retinitis Pigmentosa (RP), which has over 150 gene mutations, in developing separate therapies for each mutation under traditional gene therapy – initiation of Phase 1/2a within 2022
- **OCU410 (AAV-RORA)**: Potential to treat dry age-related macular degeneration (Dry AMD) through multi-factor treatment approach – initiation of Phase 1/2 in 2022
- Strategic manufacturing partnership with CanSinoBio (~\$7B market cap) – sets clear path for critical manufacturing

NOVEL BIOLOGIC

- **OCU200**: Targeting major retinal diseases: Diabetic Macular Edema (DME), Diabetic Retinopathy (DR), and Wet Age-Related Macular Degeneration (Wet AMD) – initiation of Phase 1/2 in 2022
- Novel mechanism of action (MOA) – integrin targeting
- Potential opportunity to initially treat non-responders to anti-VEGF/corticosteroids therapies, 50% of the total population of DME, DR and Wet AMD (estimated total current global market size over \$10B)

Multiple near and mid-term milestones

- Plan to initiate four Phase 1/2 trials within 1-2 years, with data readouts beginning in 2022



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Experienced Leadership Team

Leadership Team



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



Rasappa Arumugham, PhD
Chief Scientific Officer



Vijay Tammara, PhD
SVP, Regulatory & Quality



Sanjay Subramanian, MBA
Chief Financial Officer



Jessica Crespo, CPA
Corporate Controller



Arun Upadhyay, PhD
Head of Discovery



Retina Scientific Advisory Board



Mohamed Genead, MD
Acting CMO and Chair of SAB



David Boyer, MD



Carl D. Regillo, MD, FACS



Mark Pennesi, MD, PhD











Geeta Lalwani, MD



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Pipeline Overview

	Indication		Prevalence (US)	Preclinical	Phase 1	Phase 2	Phase 3
MODIFIER GENE THERAPY PLATFORM							
OCU400 <small>AAV-NR2E3</small>	NR2E3 Mutation-Associated Retinal Degeneration	Orphan US	500-600				
	CEP290 Mutation-Associated Retinal Degeneration	Orphan US	2,500-3,000				
	RHO Mutation-Associated Retinal Degeneration		10,400-12,700				
OCU410 <small>AAV-RORA</small>	Dry AMD		9-10M				
NOVEL BIOLOGIC							
OCU200 <small>Tumstatin-Transferrin</small>	Diabetic Macular Edema		745,000				
	Diabetic Retinopathy		7.7M				
	Wet AMD		1.1M				



Ocugen's Modifier Gene Therapy Platform

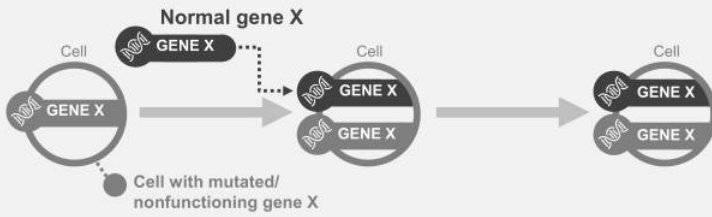
Breakthrough Technology designed to

Address Multiple Diseases with One Product

Approach Complex Diseases Through Multiple Factors

Ocugen's Modifier Gene Therapy Platform

Gene Augmentation: Transfer functional version of a non-functional gene into the target cells.

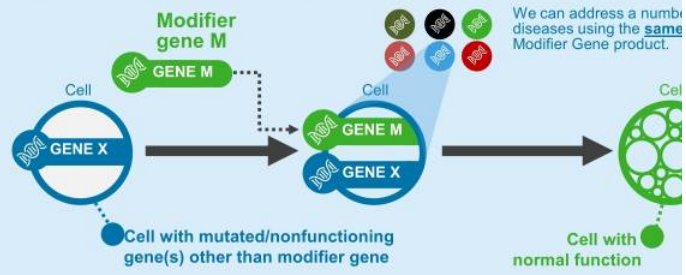


Traditional Gene Therapy



- ✓ Traditional approach that targets one individual gene mutation at a time
- ✓ Regulatory pathway focused on specific product for one disease
- ✓ Longer time to recoup development costs

Modifier Gene Therapy: Introduce a functional gene to modify expression of many genes, gene-networks and regulate basic biological processes in retina



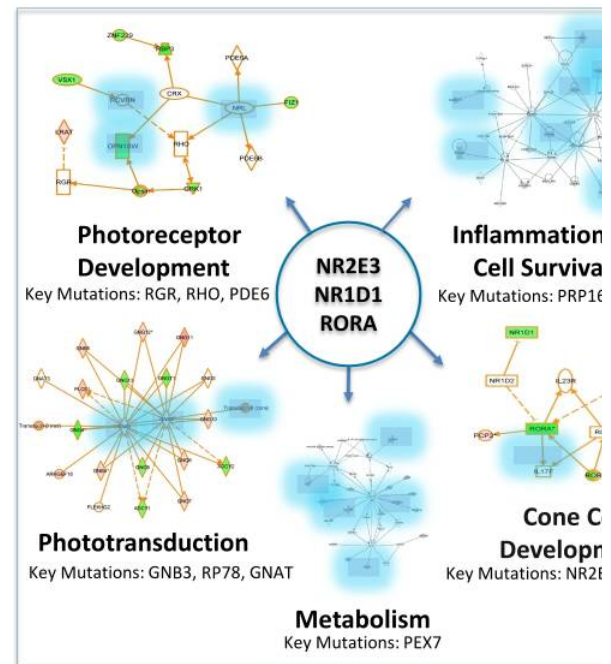
We can address a number of diseases using the same Modifier Gene product.



- ✓ Novel approach that targets nuclear hormone genes (NHRs), which regulate multiple functions within the retina
- ✓ Smoother regulatory pathway due to ability to target multiple diseases with one product
- ✓ Ability to recoup development costs over multiple therapeutic indications

Nuclear Hormone Receptor Genes (NHRs)

- Modulators of retinal development & function
- Act as “master genes” in the retina
- Molecular reset of key transcription factors and associated gene networks – retinal homeostasis



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 benefit in early and advanced stages of RP
- Results show evidence of vision rescue in Early Stage & Advanced Stage 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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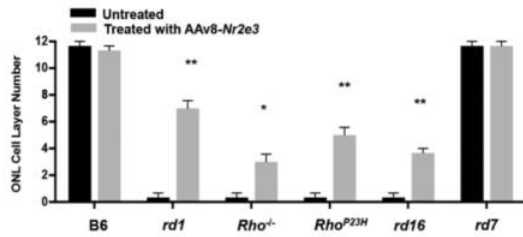


<https://www.nature.com/articles/s41434-020-0134-z>



OCU400 – Rescue in Early & Advanced Stage of Disease

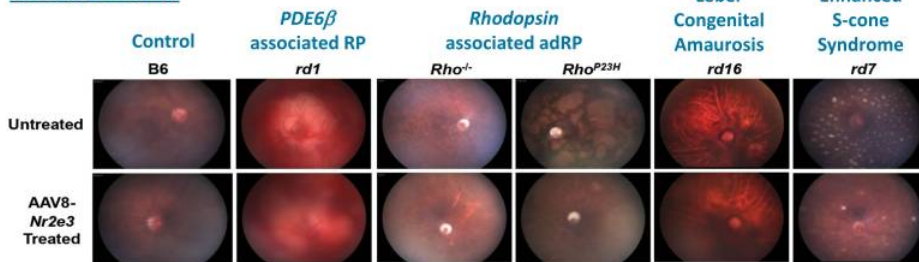
Early Stage Rescue



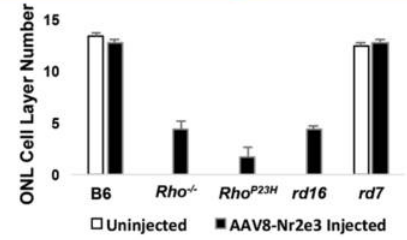
- P0 single subretinal injection, evaluation 3-4 months post injection
- *rd1* evaluated one-month post injection

ONL: Outer Nuclear Layer

Human Diseases:



Advanced Stage Rescue

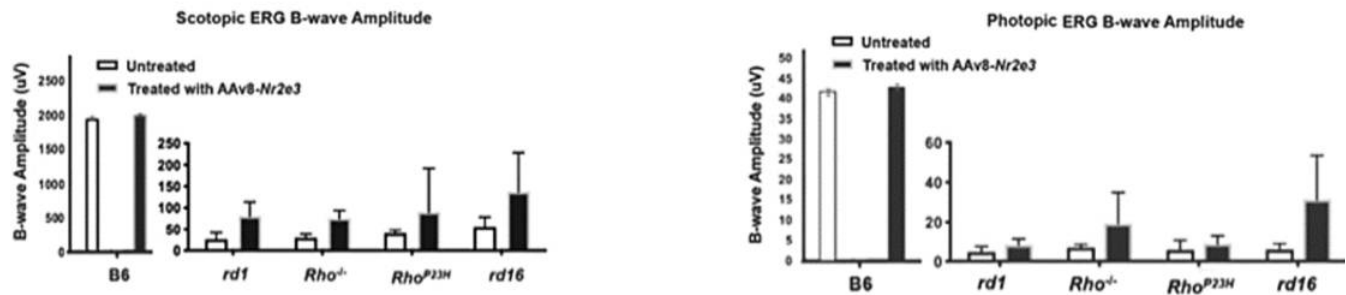


- P21 subretinal injection, evaluation 2–3 months post injection
- Restored ONL photoreceptors morphology in *rd7*
- ONL cell layer change in *rd7* model doesn't progress until 4-5 mos. of age

➤ Fundus images and ONL count show how single product rescues vision in multiple mutations

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

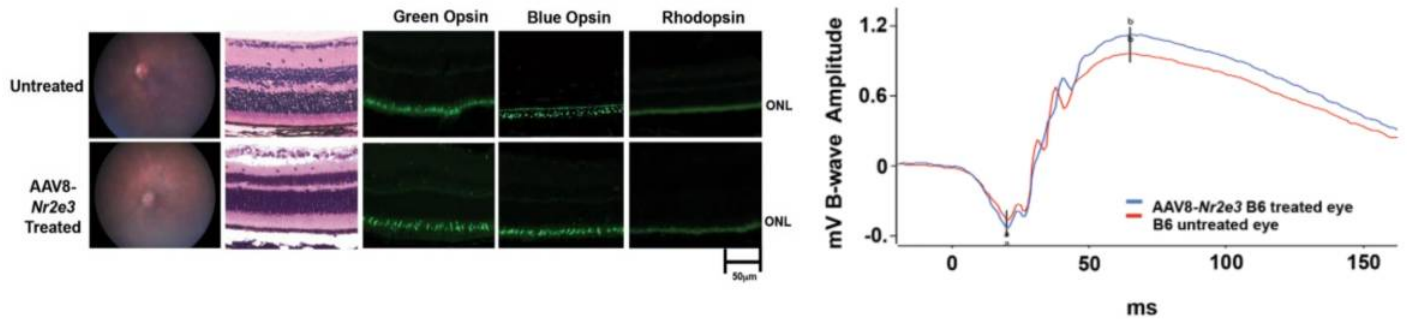
Human vision is enabled by three primary modes:

- **Photopic vision:** Vision under well-lit conditions, which provides for color perception, and which 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 rod and cone cells in the eye
- **Scotopic vision:** Monochromatic vision in very low light, which functions primarily due to rod cells in the eye



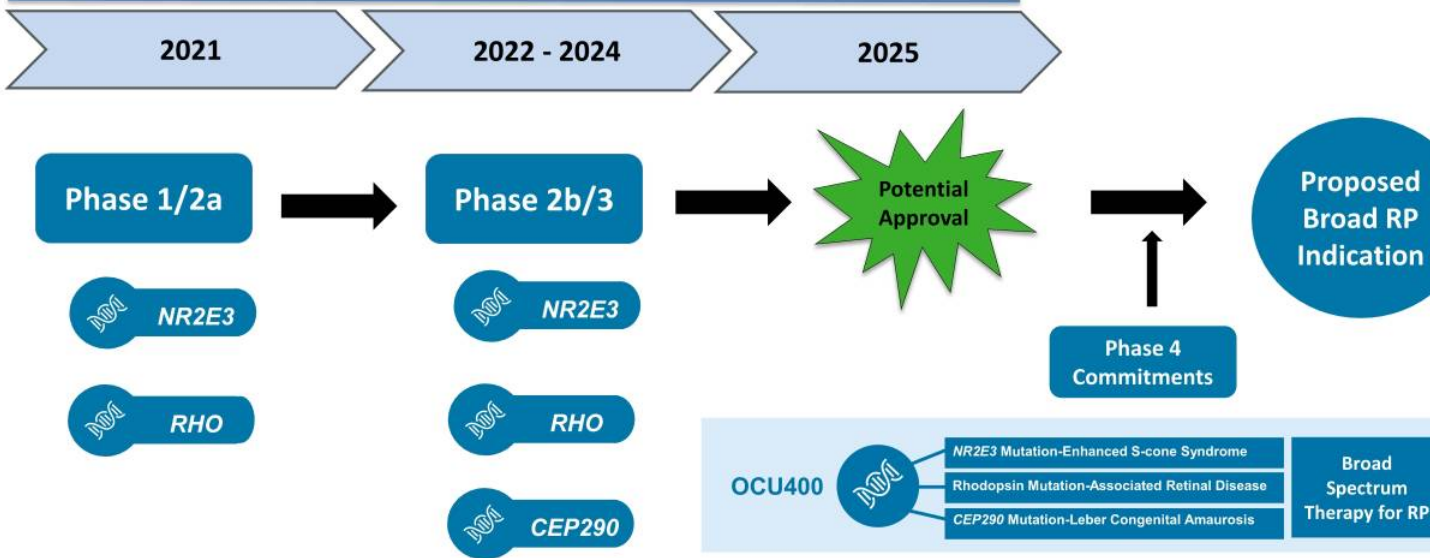
OCU400 – Demonstrated Safety in Mouse Model

Study results confirm overexpression of Nr2e3 by subretinal AAV8-Nr2e3 injection is not detrimental to retina – no off-target effects















OCU400 – Clinical and Regulatory Strategy

Planned Timeline



OCU400 – Competitive Overview

Features	OCU400	Traditional Gene Therapy	Cell Therapy
		       	  
One product for many IRDs (including broad RP indication)	✓	✗	Limited ✓
Technology established in the ocular disease space	✓	✓	✗
POC data in RP models with different genetic mutations	✓	✗	✗
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 AMD

We believe OCU410 has the potential to address this disease through its multi-factor approach



Normal Retina

Dry AMD

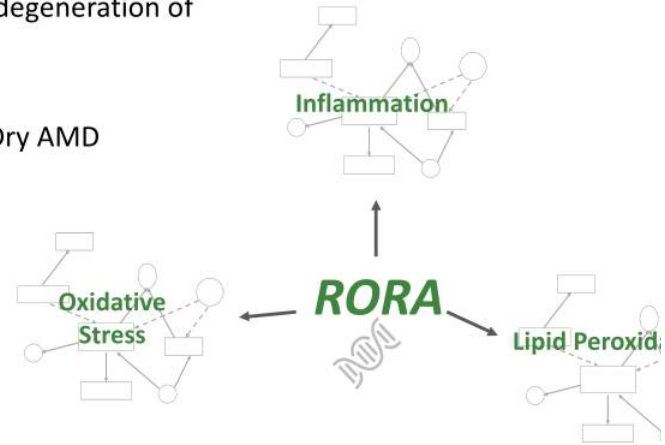
- Leads to irreversible blindness due to degeneration of the retina
- ~9-10M patients in the U.S.*
- Currently no approved treatment for Dry AMD



Dry AMD

Contributing Factors

- Aging
- Genetics
- Environmental Factors



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(*) Sources: <https://www.brightfocus.org/macular/article/age-related-macular-facts-figures>
<https://www.uniprot.org/uniprot/P35398#function>



Gene Therapy Manufacturing

Partnership helps advance OCU400 into the clinic with significantly reduced capital and resources



Ocugen Partnership with CanSino Biologics Inc. (CanSinoBIO)

CanSinoBIO to perform CMC development & manufacturing of clinical supplies for OCU400

- Publicly-listed (6185.HK) with market cap of ~\$7B
- State-of-the-art facilities with world class team
- Provides scalable GMP cell lines (such as HEK293 suspension culture adopted) for commercial manufacturing
- Responsible for all associated costs (typical costs until BLA filing ~\$25M-\$35M)
- Manufacturing at commercial scale (200L) for Phase 1/2 for product consistency



CanSinoBIO has rights to develop, manufacture and commercialize OCU400 for Greater China Market

- Ocugen to receive mid to high single-digit royalties on Greater China sales
- CanSinoBio to receive low to mid single-digit royalties on all other Global sales



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Source: Manufacturing Cures: Infrastructure Challenges Facing Cell And Gene Therapy Developers
In Vivo June 2019 invo.pharmaintelligence.informa.com
Bloomberg: How a Chinese Firm Jumped to the Front of the Virus Vaccine Race



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 → ~0.7M patients in the US*
DR → ~7.7M patients in the US*
Wet AMD → ~1.1M patients in the US*

~50% patients do not respond to
Anti-VEGF/corticosteroids
Therapies

➤ OCU200 is a Transferrin-Tumstatin Fusion Protein

- Tumstatin: Multiple MOAs for treatment and prevention of macular degeneration and neovascularization
 - 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



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(*) <https://www.gene.com/stories/retinal-diseases-fact-sheet>
<https://www.brightfocus.org/macular/article/age-related-macular-facts-figures>

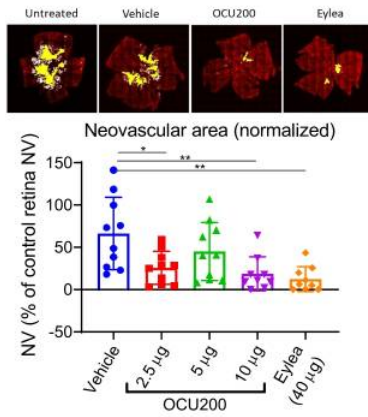


OCU200 –Transferrin-Tumstatin Fusion Protein

OCU200 Demonstrated Superior Efficacy Compared to Existing Anti-VEGF Therapies

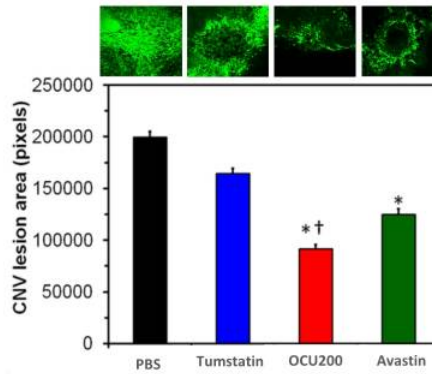
- Inhibits new blood vessel formation
- Anti-inflammatory
- Anti-oxidative

DME/DR Oxygen-Induced Retinopathy (OIR) Mouse Model



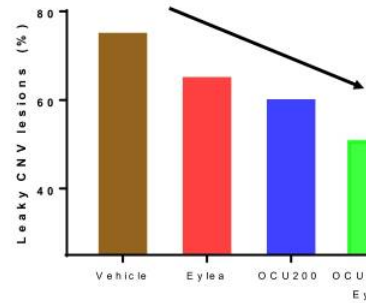
Effect of OCU200 intravitreal treatments on Neovascularization (NV). Data are presented as mean ± SD. Filled circles represent data points from individual eyes
* P < 0.05, ** P < 0.01 (n = 9-10 eyes per group)

Wet AMD In-Vivo Laser-Induced Rat CNV Model



* 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
























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



OCU200 – Distinct Mechanism of Action

We believe OCU 200 has the potential to become a disease modifying therapeutic for broader patient population

Features	OCU200	Anti-VEGF	Anti-Integrin
		   KODIAK	 
Reduces VEGF level/Fluid			
Selectively works on active endothelial cells (Neovascular)			
Activates native anti-angiogenic response			
Enhanced effective delivery through Transferrin			
Pro-apoptotic and anti-oxidative			
Dosing Frequency	Expected once in 3 months	1-3 months	1-3 months



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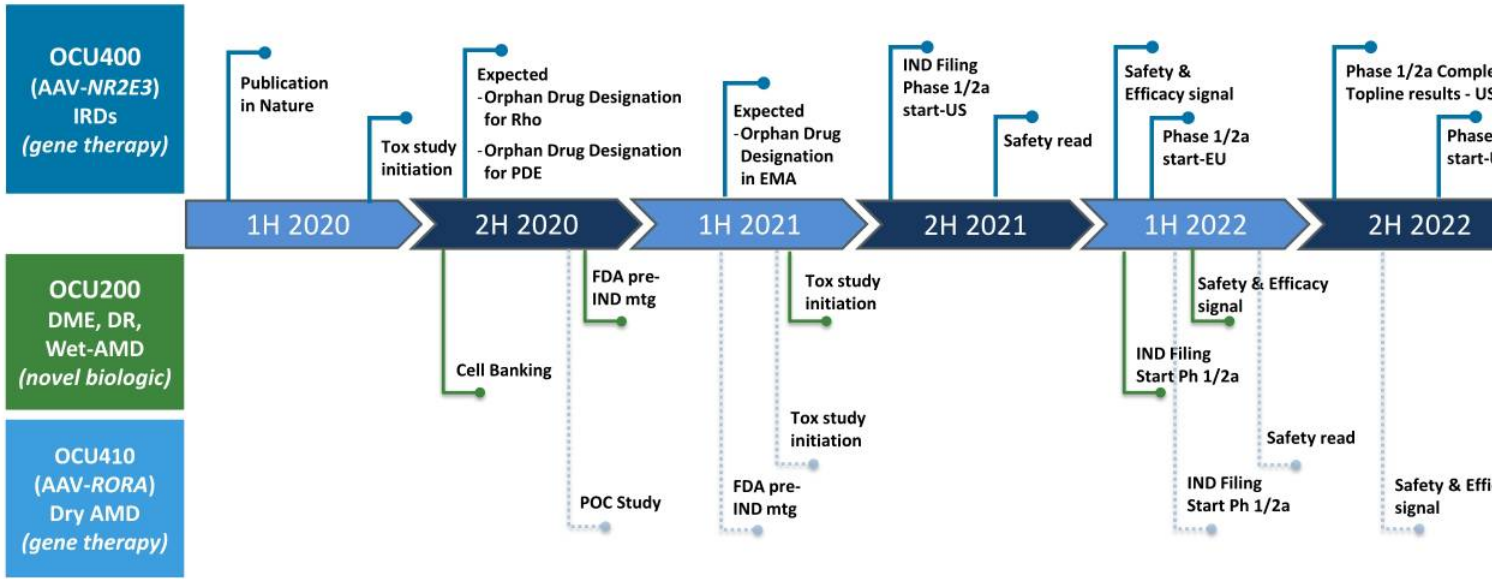


Potential Competitors pursuing treatment using Anti-VEGF approach

Potential Competitors pursuing treatment using Anti-Integrin approach

(1) Approved

Near & Mid-Term Milestones: Planned Timeline



Capital Structure Summary

Capital Structure Summary	
Cash & Cash Equivalents (6/30/20)	\$15.0M
Debt Principal O/S (6/30/20) <ul style="list-style-type: none">• EB5 Loan : 1.5M• PPP Loan : 0.4M• Apr '20 Notes: 4.5M	\$6.4M
Common Stock O/S (7/15/20)	135.0M
Warrants O/S (6/30/20)	0.9M
Options O/S (6/30/20)	4.5M



A Bold Vision to Cure Blindness Diseases with Gene Therapies

For more information, contact:
IR@ocugen.com



