

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Musunuri Shankar</u>	2. Date of Event Requiring Statement (Month/Day/Year) 09/27/2019	3. Issuer Name and Ticker or Trading Symbol <u>Ocugen, Inc.</u> [<u>OCGN</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>C/O OCUGEN, INC.</u> <u>5 GREAT VALLEY PARKWAY, SUITE 160</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>MALVERN, PA</u> <u>19355</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>1,375,299</u>	<u>I</u>	<u>By KVM Holdings, LLC⁽¹⁾</u>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Warrants (Right to Buy)</u>	<u>09/27/2019</u>	<u>09/14/2027</u>	<u>Common Stock</u>	<u>7,191⁽²⁾</u>	<u>7.56</u>	<u>D</u>
<u>Warrants (Right to Buy)</u>	<u>09/27/2019</u>	<u>12/08/2026</u>	<u>Common Stock</u>	<u>405⁽²⁾</u>	<u>5.05</u>	<u>I</u> <u>By KVM Holdings, LLC⁽¹⁾</u>
<u>Stock Option (right to buy)</u>	<u>09/27/2019</u>	<u>08/26/2025</u>	<u>Common Stock</u>	<u>86,292⁽³⁾</u>	<u>1.88</u>	<u>D</u>

Explanation of Responses:

- The Reporting Person is a member and officer of KVM Holdings, LLC and has voting and investment power over the shares held by KVM Holdings, LLC.
- 100% of the Warrants became exercisable immediately.
- 100% of the Stock Options became exercisable immediately.

Remarks:

/s/ Shankar Musunuri by Kelly Beck, his attorney-in-fact 12/13/2019

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.