

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Tammara Vijay</u>			2. Issuer Name and Ticker or Trading Symbol <u>Ocugen, Inc. [ OCGN ]</u>			5. 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) Senior Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/04/2021</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		
C/O OCUGEN, INC. 263 GREAT VALLEY PARKWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	MALVERN PA 19355							
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/04/2021		M		4,900	A	\$0.46	4,900	D	
Common Stock	05/04/2021		S		4,900 <sup>(1)</sup>	D	\$13.81	0	D	
Common Stock	05/04/2021		M		2,000	A	\$2.94	2,000	D	
Common Stock	05/04/2021		S		2,000 <sup>(1)</sup>	D	\$13.81	0	D	
Common Stock	05/04/2021		M		6,500	A	\$0.51	6,500	D	
Common Stock	05/04/2021		S		6,500 <sup>(1)</sup>	D	\$13.5 <sup>(2)</sup>	0	D	
Common Stock	05/04/2021		M		2,311	A	\$0.565	2,311	D	
Common Stock	05/04/2021		S		2,311 <sup>(1)</sup>	D	\$13.81	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Options (Right to Buy)	\$0.46	05/04/2021		M		4,900	(3)	09/18/2024	Common Stock	4,900	\$0	0	D	
Options (Right to Buy)	\$2.94	05/04/2021		M		2,000	(3)	04/26/2026	Common Stock	2,000	\$0	2,191	D	
Options (Right to Buy)	\$0.51	05/04/2021		M		6,500	(4)	01/02/2030	Common Stock	6,500	\$0	58,261	D	
Options (Right to Buy)	\$0.565	05/04/2021		M		2,311	(5)	08/14/2030	Common Stock	2,311	\$0	42,578	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$13.35 to \$13.71. The Reporting Person undertakes to provide Ocugen, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- All of the options became exercisable immediately upon grant.
- The option, initially representing a right to purchase a total of 77,641 shares, vests and becomes exercisable annually in equal installments over three years commencing on January 2, 2021, subject to continued service with the Company on the applicable vesting dates.
- The option, initially representing a right to purchase a total of 50,000 shares, vests and becomes exercisable in equal monthly installments over three years commencing on September 14, 2020, subject to continued service with the Company on the applicable vesting dates.

/s/ Vijay Tammara by Sanjay Subramanian, his attorney-in-fact 05/05/2021

\*\* Signature of Reporting Person Date

\* If the form is filed by more than one reporting person, see Instruction 4 (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.**