SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* Fernandes Prabhavathi (Last)　(First)　(Middle) C/O OCUGEN, INC. 5 GREAT VALLEY PARKWAY, SUITE 160 (Street) MALVERN　PA　19355 (City)　(State)　(Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/05/2020	3. Issuer Name **and** Ticker or Trading Symbol Ocugen, Inc. [OCGN]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director　10% Owner Officer (give title below)　Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year)
				6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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)

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	Title	Amount or Number of Shares			

Explanation of Responses:

Remarks:

No securities are beneficially owned.

No securities are beneficially owned.

/s/ Prabhavathi Fernandes by Kelly Beck, her attorney-in-fact	04/10/2020
** 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.

Know all by these present, that I, the undersigned director and/or officer of Ocugen, Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints Shankar Musunuri, Sanjay Subramanian, Kelly Beck and any Secretary or Assistant Secretary of the Company, and each of them, my true and lawful attorneys-in-fact and agents, with full power to act, together or each without the other, with full power of substitution and resubstitution, for me and in my name, place and stead, in any and all capacities:

(i) to execute and file for and on behalf of the undersigned any reports on Forms 3, 4 and 5 (including any amendments thereto and any successors to such Forms) with respect to ownership acquisition or disposition of securities of the Company that the undersigned may be required to file with the U.S. Securities and Exchange Commission (the "SEC") in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules promulgated thereunder;

(ii) to execute and file for and on behalf of the undersigned any voluntary filings under Section 16(a) of the Exchange Act;

(iii) to request electronic filing codes from the SEC by filing the Form ID (including amendments thereto) and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to file such reports electronically;

(iv) to prepare, file, and submit any documents or reports that may be required under SEC Rule 144 to permit the undersigned to sell Company common stock without registration under the Securities Act of 1933, as amended (the "Securities Act") in reliance on Rule 144 as amended from time to time; or

(v) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the

undersigned pursuant to this Power of Attorney shall be in such form and shall
contain such terms and conditions as such attorneys-in-fact may approve in such
attorney-in-fact's or attorneys-in-fact's discretion.

 The undersigned acknowledges that the foregoing attorneys-in-fact, in
serving in such capacity at the request of the undersigned, are not assuming, nor
is the Company assuming, any of the undersigned's responsibilities to comply with
Section 16(a) of the Exchange Act or the Securities Act. The Company will use all
reasonable efforts to apprise the undersigned of applicable filing requirements for
purposes of Section 16(a) of the Exchange Act or the Securities Act.

 This Power of Attorney shall remain in full force and effect until the
undersigned is no longer required to file Forms 3, 4 and 5 with respect to the
undersigned's holdings and transactions in securities issued by the Company, unless
earlier revoked by the undersigned in a signed writing delivered to the foregoing
attorneys-in-fact. This Power of Attorney revokes and replaces any prior Power of
Attorney executed by the undersigned with respect to the ownership, acquisition or
disposition of securities of the Company.

 IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be
executed as of this 8th day of April, 2020.

     /s/Prabhavathi Fernandes
    Prabhavathi Fernandes