

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT**

*Under  
THE SECURITIES ACT OF 1933*

**OCUGEN, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**04-3522315**  
(I.R.S. Employer  
Identification No.)

**11 Great Valley Parkway  
Malvern, Pennsylvania 19355  
(484) 328-4701**

(Address, including zip code, of principal executive offices)

**OCUGEN, INC. 2019 EQUITY INCENTIVE PLAN**  
(Full title of the plan)

**Shankar Musunuri**  
**Chairman of the Board and Chief Executive Officer**  
**Ocugen, Inc.**

**11 Great Valley Parkway  
Malvern, Pennsylvania 19355  
(484) 328-4701**

(Name, address and telephone number, including area code, of agent for service)

**Copies to:**

Rachael M. Bushey, Esq.  
Jennifer L. Porter, Esq.  
Goodwin Procter LLP  
2929 Arch Street, Suite 1700  
Philadelphia, Pennsylvania 19104  
(445) 207-7800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

## EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed for the purpose of registering an additional 8,863,987 shares of common stock, par value \$0.01 per share (“Common Stock”) of Ocugen, Inc. (the “Registrant”), issuable pursuant to the Ocugen, Inc. 2019 Equity Incentive Plan (the “2019 Plan”). These additional shares of Common Stock have become reserved for issuance as a result of the operation of the “evergreen” provision in the 2019 Plan, which provides that the total number of shares subject to the 2019 Plan will be increased on the first day of each fiscal year pursuant to a specified formula or will be increased to such lesser total number of shares as may be determined by the Board of Directors of the Registrant. Upon the effectiveness of this Registration Statement, an aggregate of 28,366,323 shares of Common Stock will be registered for issuance from time to time under the 2019 Plan. The contents of the previous Registration Statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on [February 28, 2022 \(File No. 333-263064\)](#), [March 22, 2021 \(File No. 333-254549\)](#) and [March 27, 2020 \(File No. 333-237454\)](#), respectively, to the extent not otherwise amended or superseded by the contents hereof, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### **Item 3. Incorporation of Documents by Reference.**

The following documents of the Registrant, filed or to be filed with the Commission, are incorporated by reference in this Registration Statement as of their respective dates:

- (a) the Registrant’s [Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Commission on February 28, 2023](#), which contains the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed (including the information specifically incorporated by reference therein from the Registrant’s definitive proxy statement relating to the 2023 annual meeting of stockholders (other than information furnished rather than filed));
  - (b) the Registrant’s Current Reports on Form 8-K (other than portions thereof furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits accompanying such reports related to such items) filed with the Commission on [January 9, 2023](#), [January 9, 2023](#), and [February 6, 2023](#);
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(c) the description of the Registrant's Common Stock contained in its registration statement on [Form 8-A filed with the Commission on November 18, 2014 \(File No. 001-36751\)](#), together with any amendments or reports filed for the purposes of updating this description, including [Exhibit 4.1 to the Registrant's Annual Report on Form 10-K filed on February 28, 2022](#).

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

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**Item 8.****Exhibits.**

The following documents are filed as exhibits to this Registration Statement:

**Exhibit Number** **Description of Exhibit**

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<a href="#">4.1</a>	<a href="#">Sixth Amended and Restated Certificate of Incorporation of Ocugen, Inc. (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36751) filed on December 8, 2014).</a>
<a href="#">4.2</a>	<a href="#">Amendment to Sixth Amended and Restated Certificate of Incorporation of Ocugen, Inc., dated September 27, 2019 (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36751) filed on October 1, 2019).</a>
<a href="#">4.3</a>	<a href="#">Amendment to Sixth Amended and Restated Certificate of Incorporation of Ocugen, Inc., dated September 27, 2019 (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-36751) filed on October 1, 2019).</a>
<a href="#">4.4</a>	<a href="#">Amendment to Sixth Amended and Restated Certificate of Incorporation of Ocugen, Inc., dated April 14, 2021 (incorporated herein by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-36751) filed on May 7, 2021).</a>
<a href="#">4.5</a>	<a href="#">Amended and Restated Bylaws of Ocugen, Inc. (incorporated herein by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K (File No. 001-36751) filed on October 1, 2019).</a>
<a href="#">5.1*</a>	<a href="#">Opinion of Goodwin Procter LLP as to the legality of the securities being registered.</a>
<a href="#">23.1*</a>	<a href="#">Consent of Ernst &amp; Young LLP, independent registered public accounting firm for Ocugen, Inc.</a>
<a href="#">23.2*</a>	<a href="#">Consent of Goodwin Procter LLP (included in Exhibit 5.1).</a>
<a href="#">24.1*</a>	<a href="#">Powers of Attorney (included on the signature page of the Registration Statement).</a>
<a href="#">99.1</a>	<a href="#">Ocugen, Inc. 2019 Equity Incentive Plan (filed as Appendix A to the Registrant's Proxy Statement on Schedule 14A as filed on November 8, 2019, and incorporated herein by reference).</a>
<a href="#">99.2</a>	<a href="#">Form of Incentive Stock Option Agreement under Ocugen, Inc. 2019 Equity Incentive Plan (filed as exhibit 10.5 to the Registrant's Annual Report on Form 10-K as filed on February 28, 2023, and incorporated herein by reference).</a>
<a href="#">99.3</a>	<a href="#">Form of Non-Qualified Stock Option Agreement under Ocugen, Inc. 2019 Equity Incentive Plan (filed as exhibit 10.6 to the Registrant's Annual Report on Form 10-K as filed on February 28, 2023, and incorporated herein by reference).</a>
<a href="#">99.4</a>	<a href="#">Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement under Ocugen, Inc. 2019 Equity Incentive Plan (filed as exhibit 10.7 to the Registrant's Annual Report on Form 10-K as filed on February 28, 2023, and incorporated herein by reference).</a>
<a href="#">99.5</a>	<a href="#">Form of Performance-Vested Stock Option Agreement under Ocugen, Inc. 2019 Equity Incentive Plan (filed as exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q as filed on May 7, 2021, and incorporated herein by reference).</a>
<a href="#">107*</a>	<a href="#">Filing Fee Table.</a>

\*Filed Herewith

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## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Borough of Malvern, Commonwealth of Pennsylvania, on this 28<sup>th</sup> day of February, 2023.

### OCUGEN, INC.

By: /s/ Shankar Musunuri  
Shankar Musunuri, Ph.D., MBA  
*Chairman of the Board and Chief Executive Officer*

## POWER OF ATTORNEY

We, the undersigned officers and directors of Ocugen, Inc., hereby severally constitute and appoint Shankar Musunuri and Jessica Crespo, our true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution in her or him for her or him and in her or his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as she or he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or her or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on February 28, 2023.

<b>Signature</b>	<b>Title</b>
<u>/s/ Shankar Musunuri</u> Shankar Musunuri	Chairman, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Jessica Crespo</u> Jessica Crespo	Chief Accounting Officer and Senior Vice President, Finance (Principal Financial and Principal Accounting Officer)
<u>/s/ Kirsten Castillo</u> Kirsten Castillo	Director
<u>/s/ Prabhavathi Fernandes</u> Prabhavathi Fernandes	Director
<u>/s/ Uday B. Kompella</u> Uday B. Kompella	Director
<u>/s/ Ramesh Kumar</u> Ramesh Kumar	Director
<u>/s/ Marna Whittington</u> Marna Whittington	Director
<u>/s/ Junge Zhang</u> Junge Zhang	Director

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February 28, 2023

Ocugen, Inc.  
11 Great Valley Parkway  
Malvern, PA 19355

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 8,863,987 shares (the "Shares") of Common Stock, \$0.01 par value per share ("Common Stock"), of Ocugen, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2019 Equity Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Ocugen, Inc. 2019 Equity Incentive Plan of our report dated February 28, 2023, with respect to the consolidated financial statements of Ocugen, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania  
February 28, 2023

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**Calculation of Filing Fee Tables**  
**Form S-8**  
(Form Type)  
**Ocugen, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share, reserved for issuance pursuant to 2019 Equity Incentive Plan	457(h)	8,863,987(2)	\$ 0.99(3)	\$ 8,775,347.13(3)	0.0001102	\$ 967.04
<b>Total Offering Amounts</b>					\$ 8,775,347.13		\$ 967.04
<b>Total Fee Offsets</b>							0
<b>Net Fee Due</b>							\$ 967.04

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 shall also cover any additional shares of common stock, par value \$0.01 per share ("Common Stock"), of Ocugen, Inc. (the "Company"), which become issuable under the above-named plan by reason of any future stock dividend, stock split, recapitalization or other similar transaction or to cover such additional shares as may hereinafter be offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations or certain other capital adjustments, effected without the receipt of consideration by the Company, which results in an increase in the number of the outstanding shares of Common Stock.

(2) Represents 8,863,987 shares of Common Stock of the Company that were added to the shares authorized for issuance under the Ocugen, Inc. 2019 Equity Incentive Plan (the "2019 Plan") on January 1, 2023, pursuant to an "evergreen" provision contained in the 2019 Plan. Pursuant to such provision in the 2019 Plan, as of the first business day of each fiscal year, the aggregate number of shares of Common Stock that may be issued under the 2019 Plan shall automatically increase by a number equal to the lesser of (x) 4.0% of the total number of shares of Common Stock outstanding on December 31 of the immediately preceding calendar year, or (y) such lesser number of shares of Common Stock determined by the Company's Board of Directors.

(3) Estimated pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Company's common stock as reported on The Nasdaq Capital Market on February 22, 2023.