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

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**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12



**Ocugen, Inc.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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OCUGEN, INC.  
C/O BROADRIDGE CORPORATE ISSUER SOLUTIONS, INC.  
P.O. BOX 1342  
BRENTWOOD, NY 11717

# Your **Vote** Counts!

**OCUGEN, INC.**

2026 Annual Meeting

Vote by June 10, 2026

11:59 PM ET



V96025-P52447

## You invested in OCUGEN, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 11, 2026.**

## Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 28, 2026. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and vote without entering a control number



### Vote Virtually at the Meeting\*

June 11, 2026  
8:00 AM ET

Virtually at:  
[www.virtualshareholdermeeting.com/OCGN2026](http://www.virtualshareholdermeeting.com/OCGN2026)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. The election of Kirsten Castillo and Satish Chandran, Ph.D. as Class III Directors to hold office until the 2029 Annual Meeting. 01) Kirsten Castillo 02) Satish Chandran, Ph.D.	✔ For
2. Ratification of Appointment of PricewaterhouseCoopers LLP as Ocugen, Inc.'s Independent Registered Public Accounting Firm for 2026.	✔ For
3. Approval, on a non-binding advisory basis, of the compensation of Ocugen, Inc.'s named executive officers.	✔ For
4. Approval, on a non-binding advisory basis, of the preferred frequency with which future advisory votes on the compensation of Ocugen's named executive officers should be held.	1 Year

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".