

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**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>Upadhyay Arun</u> (Last) (First) (Middle) <u>C/O OCUGEN, INC.</u> <u>11 GREAT VALLEY PARKWAY</u> (Street) <u>MALVERN PA 19355</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>Ocugen, Inc. [OCGN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Scientific Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
<u>Common Stock</u>	<u>84,159⁽¹⁾</u>	<u>D</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	Title	Amount or Number of Shares			
<u>Option (Right to Buy)⁽²⁾</u>	<u>(2)</u>	<u>02/07/2027</u>	<u>Common Stock</u>	<u>1,918</u>	<u>6.3</u>	<u>D</u>	
<u>Option (Right to Buy)⁽³⁾</u>	<u>(3)</u>	<u>12/15/2027</u>	<u>Common Stock</u>	<u>1,103</u>	<u>7.56</u>	<u>D</u>	
<u>Option (Right to Buy)⁽⁴⁾</u>	<u>(4)</u>	<u>08/31/2028</u>	<u>Common Stock</u>	<u>2,397</u>	<u>12.18</u>	<u>D</u>	
<u>Option (Right to Buy)⁽⁵⁾</u>	<u>(5)</u>	<u>12/19/2028</u>	<u>Common Stock</u>	<u>4,315</u>	<u>13.52</u>	<u>D</u>	
<u>Option (Right to Buy)⁽⁶⁾</u>	<u>(6)</u>	<u>04/08/2029</u>	<u>Common Stock</u>	<u>479</u>	<u>12.41</u>	<u>D</u>	
<u>Option (Right to Buy)⁽⁷⁾</u>	<u>(7)</u>	<u>12/20/2029</u>	<u>Common Stock</u>	<u>10,000</u>	<u>0.405</u>	<u>D</u>	
<u>Option (Right to Buy)⁽⁸⁾</u>	<u>(8)</u>	<u>05/05/2030</u>	<u>Common Stock</u>	<u>10,000</u>	<u>0.34</u>	<u>D</u>	
<u>Option (Right to Buy)⁽⁹⁾</u>	<u>(9)</u>	<u>01/01/2031</u>	<u>Common Stock</u>	<u>246,000</u>	<u>1.83</u>	<u>D</u>	
<u>Option (Right to Buy)⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾</u>	<u>(10)(11)(12)</u>	<u>04/19/2031</u>	<u>Common Stock</u>	<u>31,120</u>	<u>5.64</u>	<u>D</u>	
<u>Option (Right to Buy)⁽¹³⁾</u>	<u>(13)</u>	<u>01/03/2032</u>	<u>Common Stock</u>	<u>234,993</u>	<u>4.72</u>	<u>D</u>	
<u>Option (Right to Buy)⁽¹⁴⁾</u>	<u>(14)</u>	<u>06/16/2032</u>	<u>Common Stock</u>	<u>30,000</u>	<u>1.95</u>	<u>D</u>	
<u>Option (Right to Buy)⁽¹⁵⁾</u>	<u>(15)</u>	<u>09/16/2032</u>	<u>Common Stock</u>	<u>33,818</u>	<u>2.17</u>	<u>D</u>	

Explanation of Responses:

1. Consists of 84,159 restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of common stock of Ocugen, Inc. (the "Company"). (i) 64,976 of the RSUs vest annually in equal installments over three years commencing on January 3, 2023, (ii) 10,000 of the RSUs vest annually in equal installments over three years commencing on June 16, 2023, and (iii) 9,183 of the RSUs vest annually in equal installments over three years commencing on September 16, 2023, in each case subject to continued service with the Company on the applicable vesting dates. The RSUs will be settled on each applicable vesting date in shares of the Company's common stock.

2. The option vested annually in equal installments over three years commencing on February 7, 2018.

3. The option vested annually in equal installments over three years commencing on December 15, 2018.

4. The option vested annually in equal installments over three years commencing on August 31, 2019.

5. The option vested annually in equal installments over three years commencing on December 19, 2019.

6. The option vested annually in equal installments over three years commencing on April 8, 2020.

7. The option vested annually in equal installments over three years commencing on December 20, 2020. The Reporting Person previously exercised 20,000 of the shares underlying the original option grant.
8. The option vests annually in equal installments over three years commencing on May 5, 2021, subject to continued service with the Company on the applicable vesting dates. The Reporting Person previously exercised 20,000 of the shares underlying the original option grant.
9. The option vests annually in equal installments over three years commencing on January 1, 2022, subject to continued service with the Company on the applicable vesting dates.
10. On April 19, 2021, the Reporting Person was granted a performance-based option to purchase 77,800 shares of the Company's common stock based on the Company's satisfaction of five performance criteria prior to the end of the Company's 2021 and 2022 fiscal years, as applicable (the "Performance-Based Option"). With respect to each performance criteria, 10% of the Performance-Based Option vests on the date of the Compensation Committee's determination that the applicable criteria has been achieved (each, a "Determination Date") and an additional 10% vests upon the first anniversary of the applicable Determination Date, subject to the Reporting Person's continued employment with the Company on such date.
11. On November 16, 2021, the Compensation Committee determined that one of the performance criteria had been achieved, resulting in the Performance-Based Option vesting in part as to 15,560 shares. 7,780 shares of the Performance-Based Option were immediately vested and exercisable, with the remaining 7,780 shares vested on November 16, 2022.
12. On December 16, 2021, the Compensation Committee determined that the second performance criteria had been achieved, resulting in the Performance-Based Option vesting in part as to 15,560 shares. 7,780 shares of the Performance-Based Option were immediately vested and exercisable, with the remaining 7,780 shares vested on December 16, 2022.
13. The option vests annually in equal installments over three years commencing on January 3, 2023, subject to continued service with the Company on the applicable vesting dates.
14. The option vests annually in equal installments over three years commencing on June 16, 2023, subject to continued service with the Company on the applicable vesting dates.
15. The option vests annually in equal installments over three years commencing on September 16, 2023, subject to continued service with the Company on the applicable vesting dates.

Remarks:

Exhibit List: Exhibit 24.1 - Power of Attorney

<u>/s/ Arun Upadhyay by</u> <u>Jessica Crespo, his</u> <u>attorney-in-fact</u>	<u>01/05/2023</u>
** 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.

OCUGEN, INC.

POWER OF ATTORNEY

Know all by these present, that I, the undersigned director and/or officer of Ocugen, Inc., a Delaware corporation (the "Company"), hereby constitute and appoint Shankar Musunuri and Jessica Crespo as 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 attorney-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 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, is 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 December 22, 2022.

/s/ Arun Upadhyay

Name: Arun Upadhyay, Ph.D.