

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15 (d)
of the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): **March 2, 2022**

OCUGEN, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-36751
(Commission
File Number)

04-3522315
(I.R.S. Employer
Identification Number)

**263 Great Valley Parkway, Suite 160
Malvern, Pennsylvania 19355
(484) 328-4701**

(Addresses, including zip code, and telephone numbers, including area code, of principal executive offices)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	OCGN	The Nasdaq Stock Market LLC (The Nasdaq Capital Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 2, 2022, Sanjay S. Subramanian, Chief Financial Officer and Head of Corporate Development of Ocugen, Inc. (the “Company”), tendered his resignation to the Company, effective as of March 18, 2022 (the “Effective Date”), in order to pursue new opportunities. Mr. Subramanian’s resignation was not due to any disagreement or dispute with the Company or the Board of Directors of the Company (the “Board”) regarding any matter, including the Company’s accounting principles, practices, financial statement disclosures or compliance procedures. The Board thanks Mr. Subramanian for his service to the Company and wishes him well in his future endeavors.

On March 4, 2022, the Board appointed Jessica Crespo, the Company’s Vice President, Corporate Controller & Treasurer, to Chief Accounting Officer and Senior Vice President, Finance, effective as of the Effective Date. As of the Effective Date, Ms. Crespo will also be appointed as the Company’s principal financial officer and principal accounting officer.

Ms. Crespo, age 45, has served as our Vice President, Corporate Controller & Treasurer since October 2019, and has over 20 years’ experience in accounting and financial reporting. Prior to joining the Company, Ms. Crespo served as Director, Accounting/Finance at Aerie Pharmaceuticals from May 2017 to October 2019, and prior to that, also served in the finance departments of Aralez Pharmaceuticals and Cubist Pharmaceuticals, where she was responsible for financial and technical accounting and Securities and Exchange Commission reporting, including the implementation of new accounting standards and the accounting and reporting of complex transactions. Prior to that, Ms. Crespo was a senior manager in Ernst & Young’s audit and assurance practice. She holds a Bachelor of Science in Accounting from Boston College and is a Certified Public Accountant.

There are no arrangements or understandings between Ms. Crespo, on the one hand, and any other persons, on the other hand, pursuant to which Ms. Crespo was appointed as the Company’s Chief Accounting Officer and Senior Vice President, Finance. Ms. Crespo does not have a family relationship with any director or executive officer of the Company. Furthermore, there are no transactions between Ms. Crespo and the Company that would be required to be reported under Item 404(a) of Regulation S-K of the Exchange Act.

Item 8.01 Other Information.

On March 4, 2022, the Company issued a press release announcing that the U.S. Food and Drug Administration (“FDA”), at this time, has declined to issue an Emergency Use Authorization for COVAXIN™ for active immunization to prevent COVID-19 caused by SARS-CoV-2 in individuals 2 to 18 years of age. The Company intends to continue working with FDA to evaluate the regulatory pathway for the pediatric use of COVAXIN™.

A copy of this press release is filed herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are being filed herewith:

(d) Exhibits

Exhibit No. Document

[99.1](#) [Press Release of Ocugen, Inc. dated March 4, 2022.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 4, 2022

OCUGEN, INC.

By: /s/ Shankar Musunuri

Name: Shankar Musunuri

Title: Chief Executive Officer and Chairman



Ocugen Provides an Update on its COVAXIN™ Pediatric (2-18) Emergency Use Authorization (EUA) Request

March 04, 2022

MALVERN, Pa., Mar. 04, 2022 (GLOBE NEWSWIRE) -- Ocugen, Inc. (NASDAQ: OCGN), a clinical-stage biopharmaceutical company focused on discovering, developing, and commercializing gene therapies to cure blindness diseases and developing a vaccine to save lives from COVID-19, today announced that the U.S. Food and Drug Administration (FDA), at this time, has declined to issue an EUA for COVAXIN™ for active immunization to prevent COVID-19 caused by SARS-CoV-2 in individuals 2 to 18 years of age. Ocugen intends to continue working with FDA to evaluate the regulatory pathway for the pediatric use of COVAXIN™.

About Ocugen, Inc.

Ocugen, Inc. is a clinical-stage biopharmaceutical company focused on discovering, developing, and commercializing gene therapies to cure blindness diseases and developing a vaccine to save lives from COVID-19. Our breakthrough modifier gene therapy platform has the potential to treat multiple retinal diseases with one drug – “one to many” and our novel biologic product candidate aims to offer better therapy to patients with underserved diseases such as wet age-related macular degeneration, diabetic macular edema and diabetic retinopathy. We are co-developing Bharat Biotech’s COVAXIN™ vaccine candidate for COVID-19 in the U.S. and Canadian markets. For more information, please visit www.ocugen.com.

Cautionary Note on Forward-Looking Statements

This press release contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995, which are subject to risks and uncertainties. Such forward-looking statements within this press release include, without limitation, our intent to work with the FDA with respect to the regulatory pathway for COVAXIN. We may, in some cases, use terms such as “predicts,” “believes,” “potential,” “proposed,” “continue,” “estimates,” “anticipates,” “expects,” “plans,” “intends,” “may,” “could,” “might,” “will,” “should,” or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. Such statements are subject to numerous important factors, risks and uncertainties that may cause actual events or results to differ materially from our current expectations, such as market and other conditions. These and other risks and uncertainties are more fully described in our periodic filings with the Securities and Exchange Commission (the “SEC”), including the risk factors described in the section entitled “Risk Factors” in the quarterly and annual reports that we file with the SEC. Any forward-looking statements that we make in this press release speak only as of the date of this press release. Except as required by law, we assume no obligation to update forward-looking statements contained in this press release whether as a result of new information, future events or otherwise, after the date of this press release.

Ocugen Contact:

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