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

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):

- | | |
|-------------------------------------|---|
| <input checked="" type="checkbox"/> | No fee required |
| <input type="checkbox"/> | Fee paid previously with preliminary materials |
| <input type="checkbox"/> | Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11 |

This filing relates to the 2022 Annual Meeting of Stockholders of Ocugen, Inc. (the “Company”).

The following communication was made available by the Company on Twitter on May 24, 2022:

Proxy season is here! Ballots are in the mail ☐ Casting your vote ☐ is easy and important. And then join us for this year’s #AnnualMeeting of #Stockholders. Your voice matters! \$OCGN

Cast your vote!
Submitting your vote is easy. Make sure you have your proxy card when you reach out.

 1.800.690.6903

 www.proxyvote.com

 Return proxy card before June 7



