UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): **June 5, 2023**

OCUGEN, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**001-36751**	**04-3522315**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

11 Great Valley Parkway
Malvern, Pennsylvania 19355
(484) 328-4701
(Address, including zip code, and telephone number, including area code, of principal executive office)

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 8.01 Other Events.

Attached as Exhibit 99.1 hereto and incorporated herein by reference is a presentation that Ocugen, Inc. will use during the BIO International Convention taking place in Boston, Massachusetts from June 5-8, 2023.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are being filed herewith:

(d) Exhibits

Exhibit No.	Document
99.1	Ocugen, Inc. Presentation.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

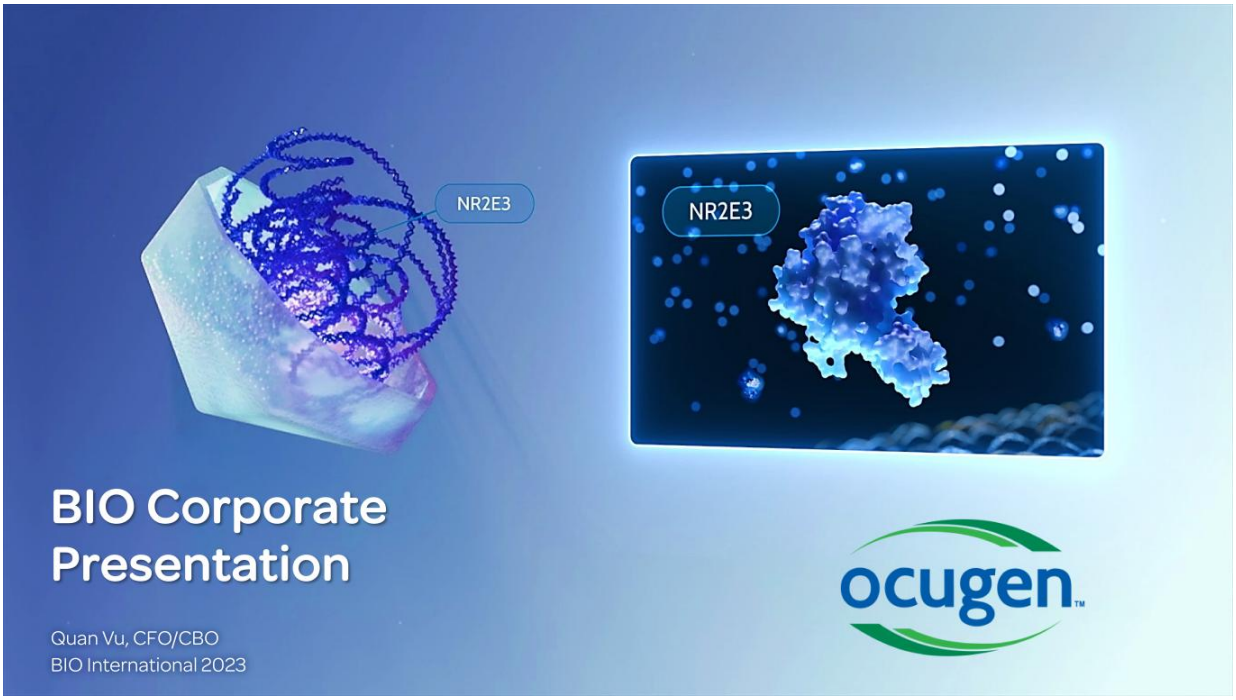
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 5, 2023

OCUGEN, INC.

By: /s/ Shankar Musunuri

Name: Shankar Musunuri
Title: Chairman, Chief Executive Officer, & Co-Founder


NR2E3
NR2E3
BIO Corporate Presentation
Quan Vu, CFO/CBO
BIO International 2023
ocugen

Forward Looking Statements and Disclaimer

This presentation contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995, which are based on the beliefs and assumptions of Ocugen, Inc. and on information currently available to management. All statements contained in this presentation other than statements of historical fact are forward-looking statements. 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. These and other risks and uncertainties are more fully described in our periodic filings with the Securities and Exchange Commission (SEC), including the risk factors described in the section entitled "Risk Factors" in the quarterly and annual reports that we file with the SEC. Forward-looking statements that we make in this presentation are based on a combination of facts and factors currently known to us and speak only as of the date of this presentation. Except as required by law, we assume no obligation to update forward-looking statements contained in this presentation whether as a result of new information, future events, or otherwise, after the date of this presentation.

Ocugen is a Biotech Company Focused on the Development of Novel Gene/Cell Therapies and Vaccines

Mission: to develop cutting-edge innovations for people facing serious disease and conditions with a commitment to ensuring global market access

Founded:	2013
Headquarters:	Malvern, PA
R&D Center:	Hyderabad, India
Employees:	~100
Ticker Symbol:	OCGN
Cash Runway:	3Q2024*

*Estimated based on our cash, cash equivalents, and investments balance of $76.7 million as of March 31, 2023, together with approximately $14.8 million in net proceeds from our May 2023 public offering of common stock.

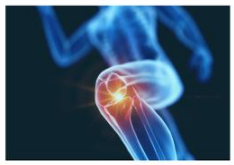
Through Courageous Innovation, We are Leveraging Our First-in-Class Platforms to Address Serious Unmet Medical Needs

Modifier Gene Therapy Platform
First-in-Class

- **Therapeutic Focus:** inherited retinal diseases and larger blindness diseases with unmet need
- **Differentiator:** "master gene regulator"; gene-agnostic approach
- **Pipeline:**
  - OCU400 (Ph1/2): RP & LCA; orphan drug designation from FDA/EMA
    - Ph3 target: end of 2023
  - OCU410 (IND for Ph1/2): dry AMD
  - OCU410ST (IND for Ph1/2): Stargardt

Inhalation Vaccines Platform
First-in-Class

- **Therapeutic Focus:** flu and COVID-19
- **Differentiator:** inhalation for improved durability and transmission control
- **Pipeline:**
  - OCU500 (Preclin): COVID-19 bivalent
  - OCU510 (Preclin): flu quadrivalent
  - OCU520 (Preclin): COVID-19 + flu combo



Regenerative Cell Therapy Platform
First-in-Class

- **Therapeutic Focus:** articular cartilage lesions
- **Differentiator:** 3-D scaffold
- **Pipeline:**
  - NeoCart (Ph3): articular cartilage defects in the knee

Modifier Gene Therapy Platform & OCU400

Breakthrough technology designed to address many rare and complex diseases that affect millions

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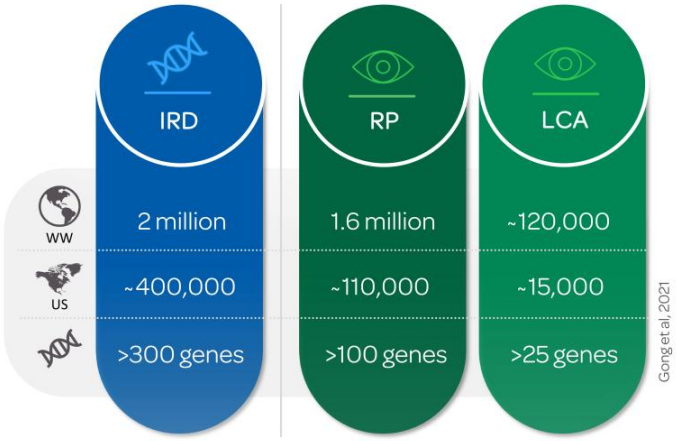
Inherited Retinal Diseases Have a High Prevalence Rate and Involve Many Associated Genes



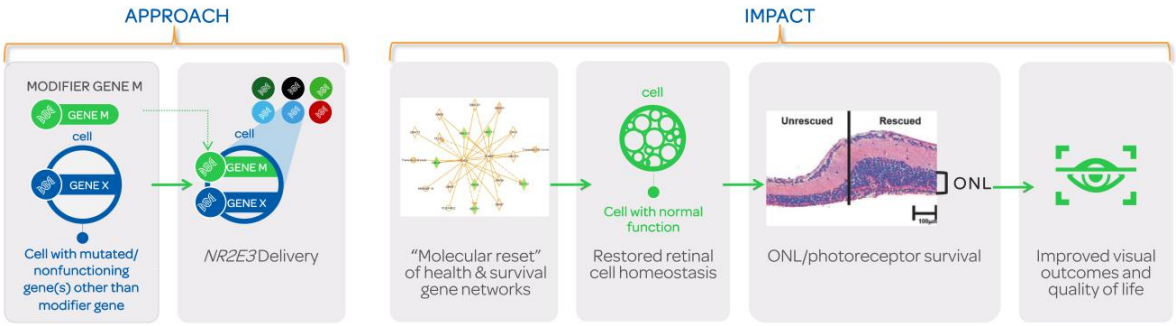
Modifier Gene Therapy Can Potentially Address Multiple Genetic Defects with a Single, Gene Agnostic Product

Modifier Gene Therapy

a "master gene regulator" to modify the expression of many genes and gene-networks; current single-gene focus impractical

Patients with Inherited Retinal Degeneration

utilizing this approach with a ***single*** subretinal injection could mean...



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nature research

https://www.nature.com/articles/s41434-020-0134-z

OCU400: Phase 1/2 Study Examines Safety and Exploratory Efficacy Endpoints, with Adult RP Enrollment Completed

Study Overview

Primary Endpoint: Safety

Safety of Subretinal Administration of OCU400

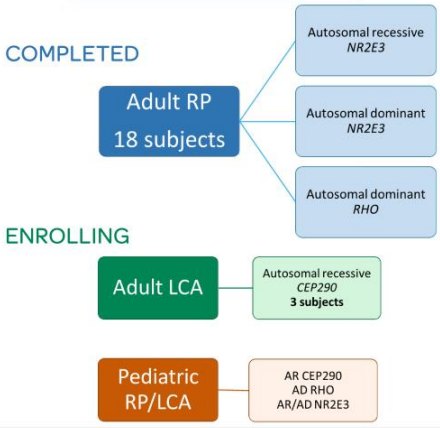
Exploratory Endpoints: Efficacy

Multi-Luminance Mobility Test (MLMT)

Best Corrected Visual Acuity (BCVA)

Clinical Trials.gov Identifier: NCT05203939

Enrollment Status



OCU400: Ongoing Phase 1/2 Trial Showed Positive Preliminary Efficacy Results in MLMT

Multi-Luminance Mobility Test (MLMT)			
	Total Subjects for Analyses (N=7); Pooled Analyses Subjects with 9-Months Follow-Up: Cohort 1, N=3 Subjects with 6-Months Follow-Up: N=1 from Cohort 1 and N=3 from Cohort 2		Total Subject for Analyses (N=3) Cohort 1 with 9-Months Follow-Up
	Improvement ≥ 1 Lux Level	Improvement ≥ 2 Lux Level	Improvement ≥ 2 Lux Level
Treated Eye	71.4%	28.6%	66.7%
Untreated Eye	28.6%	0.0%	0.0%

- **Stability or improved MLMT scores:** 100% of treated eyes
- **At least 1 Lux Level improvement (pooled analyses):** 71%
- **At least 2 Lux Level improvement (pooled analyses):** 29%
- **At least 2 Lux Level improvement (cohort 1 subjects with 9 months follow-up):** 67%

MLMT is used as efficacy measure to assess visual function

Light Intensity in Lux

Lux Levels = 0 to 6

Note: 1 Lux Level Improvement = Change of 1 Lux Level in MLMT score from baseline

OCU400: Ongoing Phase 1/2 Trial Showed Positive Preliminary Efficacy Results in BCVA Score

Best Corrected Visual Acuity (BCVA) Score	
	Total Subjects for Analyses (N=7) Subjects with 9-Months Follow-Up: Cohort 1, N=3 Subjects with 6-Months Follow-Up: N=1 from Cohort 1 and N=3 from Cohort 2
	Improvement ≥ 8 Letters
Treated Eye	42.9%
Untreated Eye	0.0%

- **Clinical significance:** >7 letters improvement from baseline

Phase 3 Trial Initiation for OCU400 Expected at End of 2023, with Potential Approval and Launch in Late 2025/Early 2026

- **Phase 3 plan:** meet regulatory agencies in 3Q 2023 to potentially finalize program and overall package
- **LCA and pediatric patients:** enrollment continuing for Phase 1/2 trial
- **Broad orphan drug designation:** granted by FDA and EMA for RP & LCA

OCU500 Inhalation Vaccine Series

OCU500: COVID-19
OCU510: Flu
OCU520: COVID-19 + Flu Combination

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OCU500 Series: Next-Generation Inhalation Vaccine Candidates Can Potentially Enhance Durability and Reduce Transmission

Focus: inhaled mucosal vaccine platform based on chAd vector

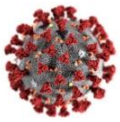
Inhalation route offers potential for broad, durable protection and transmission reduction

- High neutralizing and effector responses: demonstrated in multiple preclinical studies
- Potentially superior durability over intramuscular administration with lower dose
  - Immune response up to 1 year: clinical studies showed mucosal antibodies, systemic antibodies, durable immune response
  - Low dosing: 1/5 of the dose versus intramuscular administration

Program in Alignment with American Pandemic Preparedness Plan to respond to infectious diseases

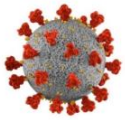
- Multiple proposal submissions: federal funding of inhaled vaccines platform
- Ongoing dialogue: with government agencies regarding the inhaled vaccines platform

OCU520
A combination quadrivalent flu and bivalent COVID19 vaccine



OCU500
A bivalent COVID-19 vaccine

OCU510
A seasonal quadrivalent flu vaccine



OCU400 & OCU500 Series are Ocugen's Transformational Steps to Becoming a Fully-Integrated, Patient-Centric Company...

Focused on Vaccines in Support of Public Health, and Gene and Cell Therapies Targeting Unmet Medical Needs Through *Courageous Innovation*