

**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): **October 4, 2024**

OCULAR THERAPEUTIX, INC.
(Exact Name of Company as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36554
(Commission
File Number)

20-5560161
(IRS Employer
Identification No.)

**15 Crosby Drive
Bedford, MA 01730**
(Address of Principal Executive Offices) (Zip Code)

Company's telephone number, including area code: **(781) 357-4000**

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:

- 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.0001 par value per share	OCUL	The Nasdaq Global 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.**

Amendment of 2019 Inducement Stock Incentive Plan

On October 4, 2024, the board of directors of Ocular Therapeutix, Inc. (the “Company”) amended the Company’s 2019 Inducement Stock Incentive Plan, as amended, to increase the aggregate number of shares issuable thereunder from 4,804,000 to 6,054,000 shares of common stock.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits:

[99.1](#) [Amendment No. 4 to 2019 Inducement Stock Incentive Plan](#)

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

SIGNATURES

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.

OCULAR THERAPEUTIX, INC.

Date: October 9, 2024

By: /s/ Donald Notman

Donald Notman
Chief Operating Officer and
Chief Financial Officer

OCULAR THERAPEUTIX, INC.

Amendment No. 4 to 2019 Inducement Stock Incentive Plan

Ocular Therapeutix, Inc's 2019 Inducement Stock Incentive Plan (the "**Plan**"), pursuant to Section 11(d) thereof, is hereby amended as set forth below.

1. The first sentence of Section 4(a) of the Plan be, and hereby is, deleted in its entirety and replaced with the following in lieu thereof:

"Subject to adjustment under Section 9, Awards may be made under the Plan for up to 6,054,000 shares of common stock, \$0.0001 par value per share, of the Company (the "Common Stock")."

Except as set forth above, all other terms of the Plan shall remain unchanged and in full force and effect.

Adopted by the Board of Directors: October 4, 2024
