

**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 25, 2020**

**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.)

**24 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 (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:

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

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 5.07 Submission of Matters to a Vote of Security Holders.**

Ocular Therapeutix, Inc. held its Annual Meeting of Stockholders on June 25, 2020. The following is a summary of the matters voted on at that meeting.

- (a) Ocular Therapeutix's stockholders elected Jeffrey S. Heier, M.D. and Bruce A. Peacock as Class III directors to serve until the 2023 Annual Meeting of Stockholders, each such director to hold office until his successor has been duly elected and qualified. The results of the stockholders' vote with respect to the election of such Class III directors were as follows:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Jeffrey S. Heier, M.D.	24,447,446	1,400,406	17,270,801
Bruce A. Peacock	24,476,595	1,371,257	17,270,801

- (b) Ocular Therapeutix's stockholders approved a non-binding, advisory proposal regarding the compensation of Ocular Therapeutix's named executive officers. The results of the stockholders' vote with respect to such proposal were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
22,976,459	2,708,647	162,746	17,270,801

- (c) Ocular Therapeutix's stockholders approved a non-binding, advisory proposal regarding the frequency of future advisory votes on named executive officer compensation. The results of the stockholders' vote with respect to such proposal were as follows:

<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
25,058,837	70,486	213,246	505,283	17,270,801

- (d) Ocular Therapeutix's stockholders ratified the selection of PricewaterhouseCoopers LLP as its independent registered public accounting firm for the fiscal year ending December 31, 2020. The results of the stockholders' vote with respect to such ratification were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
42,848,381	92,443	177,829	0

In accordance with the results of the non-binding, advisory vote of Ocular Therapeutix's stockholders and its previous recommendation, the board of directors of Ocular Therapeutix has determined that future advisory votes on named executive officer compensation will be held every year until the next required advisory vote on the frequency of stockholder votes on executive compensation.

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**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: July 1, 2020

By: /s/ Donald Notman

Donald Notman  
Chief Financial Officer

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