

**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 12, 2024**

**OCULAR THERAPEUTIX, INC.**

(Exact Name of Registrant as Specified in its 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)

Registrant'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 each 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 12, 2024, Ocular Therapeutix, Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “2024 Annual Meeting”). At the 2024 Annual Meeting, the Company’s stockholders approved an amendment (“Amendment No. 3”) to the Company’s 2021 Stock Incentive Plan, as amended (the “2021 Stock Incentive Plan”). Amendment No. 3, which had previously been adopted by the Company’s Board of Directors subject to stockholder approval, increased the number of shares of common stock of the Company issuable under the 2021 Stock Incentive Plan by 7,000,000 shares.

A description of the material terms and conditions of Amendment No. 3 is set forth in Proposal 3 on pages 39 to 51 of the Company’s [definitive proxy statement for the 2024 Annual Meeting, filed with the Securities and Exchange Commission on April 29, 2024](#), and is incorporated herein by reference. This summary of Amendment No. 3 is qualified in its entirety by reference to the full text of the 2021 Stock Incentive Plan, as amended by Amendment No. 3, a copy of which is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

At the 2024 Annual Meeting, the Company’s stockholders approved an amendment to the Company’s Restated Certificate of Incorporation, as amended (the “Certificate of Amendment”), to increase the number of authorized shares of the Company’s common stock from 200,000,000 shares to 400,000,000 shares. The additional common stock authorized by the Certificate of Amendment has rights identical to the Company’s currently outstanding common stock. The Company filed the Certificate of Amendment, which was effective upon filing, with the Secretary of State of the State of Delaware on June 12, 2024.

The foregoing summary of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached as Exhibit 3.1 hereto and is incorporated herein by reference.

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

The following is a summary of the matters voted on at the 2024 Annual Meeting.

(1) The Company’s stockholders elected Adrienne L. Graves, Ph.D. and Charles Warden as Class I directors to serve until the 2027 Annual Meeting of Stockholders, each such director to hold office until her or his successor has been duly elected and qualified. The results of the stockholders’ vote with respect to the election of such Class I directors were as follows:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Adrienne L. Graves, Ph.D.	85,368,917	389,155	35,036,868
Charles Warden	78,505,842	7,252,230	35,036,868

(2) The Company’s stockholders approved a non-binding, advisory proposal regarding the compensation of the Company’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>
76,321,509	9,265,164	171,399	35,036,868

(3) The Company’s stockholders approved Amendment No. 3 to increase the number of shares of common stock of the Company issuable under the 2021 Stock Incentive Plan by 7,000,000 shares. 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>
84,021,277	1,650,947	85,848	35,036,868

(4) The Company's stockholders approved the proposal to amend the Company's Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of common stock from 200,000,000 to 400,000,000. 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>
112,604,813	8,024,680	165,447	—

(5) The Company's stockholders ratified the selection of PricewaterhouseCoopers LLP as its independent registered public accounting firm for the fiscal year ending December 31, 2024. 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>
119,634,478	859,430	301,032	—

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

[3.1 Certificate of Amendment of Restated Certificate of Incorporation, as amended, of Ocular Therapeutix, Inc.](#)

[99.1 Ocular Therapeutix, Inc. 2021 Stock Incentive Plan, as amended, incorporated herein by reference to Appendix B to the Company's definitive proxy statement, filed with the Securities and Exchange Commission on April 29, 2024.](#)

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

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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: June 14, 2024

By: /s/ Donald Notman

Name: Donald Notman

Title: Chief Financial Officer

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**CERTIFICATE OF AMENDMENT OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
OCULAR THERAPEUTIX, INC.**

(Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware)

Ocular Therapeutix, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

A resolution was duly adopted by the Board of Directors of the Corporation pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The stockholders of the Corporation duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendment is as follows:

RESOLVED: That the first sentence of Article FOURTH of the Restated Certificate of Incorporation of the Corporation be and hereby is deleted in its entirety and the following is inserted in lieu thereof:

"FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 405,000,000 shares, consisting of (i) 400,000,000 shares of Common Stock, \$0.0001 par value per share ("Common Stock"), and (ii) 5,000,000 shares of Preferred Stock, \$0.0001 par value per share ("Preferred Stock")."

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IN WITNESS WHEREOF, this Certificate of Amendment has been executed by a duly authorized officer of the Corporation on this 12<sup>th</sup> day of June, 2024.

**OCULAR THERAPEUTIX, INC.**

By: /s/ Pravin U. Dugel, M.D.

Pravin U. Dugel, M.D.

Executive Chairman, President and Chief Executive Officer

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