

**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 14, 2023**

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> |
|---|--------------------------|---|
| 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.

On June 14, 2023, Ocular Therapeutix, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (the “2023 Annual Meeting”). At the 2023 Annual Meeting, the Company’s stockholders approved an amendment (“Amendment No. 2”) to the Company’s 2021 Stock Incentive Plan, as amended (the “2021 Stock Incentive Plan”). Amendment No. 2, 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 3,900,000 shares.

A description of the material terms and conditions of Amendment No. 2 is set forth in Proposal 3 on pages 36 to 46 of the Company’s definitive proxy statement for the 2023 Annual Meeting, filed with the Securities and Exchange Commission on May 1, 2023, and is incorporated herein by reference. A complete copy of the 2021 Stock Incentive Plan, as amended, is attached hereto as Exhibit 99.1 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 2023 Annual Meeting.

- (1) The Company’s stockholders elected Jeffrey S. Heier, M.D. and Merilee Raines as Class III directors to serve until the 2026 Annual Meeting of Stockholders, each such director to hold office until his or her 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:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|------------------------|------------------|-----------------------|-------------------------|
| Jeffrey S. Heier, M.D. | 30,498,886 | 7,304,398 | 22,719,693 |
| Merilee Raines | 35,999,346 | 1,803,938 | 22,719,693 |

- (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:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 26,523,000 | 11,166,252 | 114,032 | 22,719,693 |

- (3) The Company’s stockholders approved Amendment No. 2 to increase the number of shares of common stock of the Company issuable under the 2021 Stock Incentive Plan by 3,900,000 shares. The results of the stockholders’ vote with respect to such proposal were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 29,412,694 | 7,989,371 | 401,219 | 22,719,693 |

- (4) The Company’s stockholders ratified the selection of PricewaterhouseCoopers LLP as its independent registered public accounting firm for the fiscal year ending December 31, 2023. The results of the stockholders’ vote with respect to such ratification were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 60,465,189 | 43,091 | 14,697 | 0 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

[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 May 1, 2023.](#)

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: June 16, 2023

By: /s/ Donald Notman
Name: Donald Notman
Title: Chief Financial Officer
