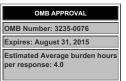
FORM D

Notice of Exempt Offering of Securities

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.



| 1. Issuer's Identity | | | |
|---|------------------|-----------|-----------------------------|
| CIK (Filer ID Number) | Previous Name(s) | Vone None | Entity Type |
| 0001372514 | | | Corporation |
| Name of Issuer | | | C Limited Partnership |
| EYEGATE PHARMACEUTICALS INC | | | C Limited Liability Company |
| Jurisdiction of Incorporation/Organization | | | C General Partnership |
| DELAWARE | | | C Business Trust |
| Year of Incorporation/Organizat | ion | | C Other |
| O Over Five Years Ago | | | |
| • Within Last Five Years (Specify Year) | 2004 | | |

C Yet to Be Formed

2. Principal Place of Business and Contact Information Name of Issuer EYEGATE PHARMACEUTICALS INC Street Address 1 Street Address 2 100 BEAVER STREET City State/Province/Country ZIP/Postal Code Phone No. of Issuer WALTHAM MA

3. Related Persons

| Last Name | | First Name | | Middle Name |
|----------------------|----------------|------------------|--------------------|-----------------|
| From |] | Stephen | | White Walle |
| Street Address 1 | | | Street Address 2 | |
| c/o Eyegate Pharmace | euticals, Inc. | 100 Beaver Stree | | et |
| City | | State/Province/O | Country | ZIP/Postal Code |
| Waltham | | МА | | 02453 |
| | | | | |
| Relationship: | Execut | ive Officer | Director | Promoter |
| Last Name | | First Name | | Middle Name |
| Cleiftie | | J. | | Sebastien |
| Street Address 1 | |] | Street Address 2 |] |
| LINNOVEN PARTEN. | AIKES | State/Province/O | 10, rue de la Paiz | ZIP/Postal Code |
| Paris | | 10 | | 75002 |
| . <u> </u> | | | | |
| Relationship: | Execut | ive Officer | Director | Promoter |

| Last Name | Fi | rst Name | | | Middle | Name | |
|---|--|--|---------|---|--|--|--|
| Maiore | | lain | | |] | | |
| Street Address 1 | | | Str | eet Address 2 | | | |
| c/o Ventech | | | 5 | -7 rue de Mon | ttessuy | | |
| City | Sta | ate/Province/ | Country | 7 | ZIP/Pos | stal Code | |
| Paris | | 0 | | | 75340 | 1 | |
| 1 | 1 | | | | | | |
| Relationship: | Executive | Officer | | Director | | Promoter | |
| Clarification of Respons | e (if Necessary) | | | | | | |
| | | | | | | | |
| | | | | | | N 7 | |
| Last Name | | rst Name | | | Middle | Name | |
| Mullen | | lichael | | | | | |
| Street Address 1 | | 1 | Str | eet Address 2 | | | |
| 97 Wolf Pond Road | | | | | | | |
| City | Sta | ate/Province/ | Country | 7 | ZIP/Pos | stal Code | |
| Kingston | 1 | MA | | | 02364 | | |
| | | | | | | | |
| Relationship: | Executive | Officer | | Director | | Promoter | |
| Last Name | Fi | rst Name | | | Middle | Name | |
| | | rst Name homas | | | Middle | Name | |
| Last Name Hancock Street Address 1 | T | | | eet Address 2 |] | | |
| Hancock | T | | | eet Address 2 00 Crown Colo |] | | |
| Hancock Street Address 1 New England Partne | rs Capital, L.P. | | 4 | 00 Crown Col |] ony Drive | | |
| Hancock Street Address 1 New England Partne | rs Capital, L.P. | homas | 4 | 00 Crown Col |] ony Drive | , Suite 104 stal Code | |
| Hancock Street Address 1 New England Partne City | rs Capital, L.P. | homas | 4 | 00 Crown Col | Dony Drive | , Suite 104 stal Code | |
| Hancock Street Address 1 New England Partne City | rs Capital, L.P. | homas | Country | 00 Crown Col | Dony Drive | , Suite 104 stal Code | |
| Hancock Street Address 1 New England Partne City Quincy | ers Capital, L.P. Sta | homas | Country | 00 Crown Colo | Dony Drive | , Suite 104 | |
| Hancock Street Address 1 New England Partne City Quincy Relationship: | ers Capital, L.P. Sta | homas | Country | 00 Crown Colo | Dony Drive | , Suite 104 stal Code | |
| Hancock Street Address 1 New England Partne City Quincy Relationship: | e (if Necessary) | homas | Country | 00 Crown Colo | Dony Drive | , Suite 104 stal Code | |
| Hancock Street Address 1 New England Partne City Quincy Relationship: Clarification of Response Last Name | e (if Necessary) | homas ate/Province/d MA Offlicer | Country | 00 Crown Colo | Dony Drive ZIP/Pos Description Description | , Suite 104 stal Code | |
| Hancock Street Address 1 New England Partne City Quincy Relationship: Clarification of Respons Last Name Chaney | e (if Necessary) | homas ate/Province/ MA Officer rst Name | Country | 00 Crown Colo | Dony Drive ZIP/Pos Description Description | , Suite 104 stal Code | |
| Hancock Street Address 1 New England Partne City Quincy Relationship: Clarification of Respons Last Name Chaney | e (if Necessary) | homas ate/Province/ MA Officer rst Name | Country | 00 Crown Colo | Deny Drive ZIP/Pos D 02169 | , Suite 104 stal Code | |
| Hancock Street Address 1 New England Partne City Quincy Relationship: Clarification of Respons Last Name Chaney Street Address 1 OSI Pharmaceutical | rs Capital, L.P. Sta Sta Executive e (if Necessary) Fin p s, Inc. | homas ate/Province/ MA Officer rst Name | Country | 00 Crown Colo / Director eet Address 2 1 Pinelawn Ro | Image: second system | , Suite 104 stal Code | |
| Hancock Street Address 1 New England Partne City Quincy Relationship: Clarification of Respons Last Name Chaney Street Address 1 | e (if Necessary) | homas ate/Province/d MA Officer rst Name aul | Country | 00 Crown Colo / Director eet Address 2 1 Pinelawn Ro | Image: second system | , Suite 104 stal Code Promoter Name stal Code | |
| Hancock Street Address 1 New England Partne City Quincy Relationship: Clarification of Respons Last Name Chaney Street Address 1 OSI Pharmaceutical City | e (if Necessary) | homas ate/Province/4 MA Officer rst Name aul ate/Province/4 | Country | 00 Crown Colo / Director eet Address 2 1 Pinelawn Ro | Deny Drive ZIP/Pos Density of the second sec | , Suite 104 stal Code Promoter Name stal Code | |
| Hancock Street Address 1 New England Partne City Quincy Relationship: Clarification of Respons Last Name Chaney Street Address 1 OSI Pharmaceutical City Melville | e (if Necessary) | homas ate/Province/d MA Officer rst Name aul ate/Province/d NY | Country | 00 Crown Colo 7 Director eet Address 2 1 Pinelawn Ro 7 | Deny Drive ZIP/Pos Density of the second sec | , Suite 104 stal Code Promoter Name stal Code | |
| Hancock Street Address 1 New England Partne City Quincy Relationship: Clarification of Respons Last Name Chaney Street Address 1 OSI Pharmaceutical City | e (if Necessary) | homas ate/Province/d MA Officer rst Name aul ate/Province/d NY | Country | 00 Crown Colo / Director eet Address 2 1 Pinelawn Ro | Deny Drive ZIP/Pos Density of the second sec | , Suite 104 stal Code Promoter Name stal Code | |
| Hancock itreet Address 1 New England Partne ity Quincy Relationship: Clarification of Respons Last Name Chaney itreet Address 1 OSI Pharmaceutical City Melville | e (if Necessary) Fin s, Inc. Executive Executive | homas ate/Province/d MA Officer rst Name aul ate/Province/d NY | Country | 00 Crown Colo 7 Director eet Address 2 1 Pinelawn Ro 7 | Deny Drive ZIP/Pos Density of the second sec | , Suite 104 stal Code Promoter Name stal Code | |

ss 1 Street Address 2

| | Street | Address | 1 |
|--|--------|---------|---|
|--|--------|---------|---|

Goldberg

| c/o Eyegate Pharmaceuticals, Inc | | 100 Beaver Stree | t |
|--|------------------|------------------|-----------------|
| City Waltham | State/Province/C | Country | ZIP/Postal Code |
| Relationship: | tive Officer | Director | Promoter |
| Clarification of Response (if Necessar | y) | | |
| | | | |
| Last Name | First Name | | Middle Name |
| Tyle | Praveen | | |
| Street Address 1 | | Street Address 2 | |
| c/o Eyegate Pharmaceuticals, Inc | | 100 Beaver Stree | t |
| City | State/Province/C | Country | ZIP/Postal Code |
| Waltham | MA | | 02453 |
| | | | |
| | | | |

Clarification of Response (if Necessary)

4. Industry Group

C Agriculture

Banking & Financial Services

- C Commercial Banking
- C Insurance
- C Investing
- C Investment Banking
- C Pooled Investment Fund
- Other Banking & Financial

C Services

C Business Services

Energy

- C Coal Mining C Electric Utilities
- C Energy Conservation C Environmental Services
- C Oil & Gas
- C Other Energy

5. Issuer Size

Revenue Range

- C No Revenues
- C \$1 - \$1,000,000
- C \$1,000,001 - \$5,000,000
- C \$5,000,001 - \$25,000,000
- C \$25,000,001 - \$100,000,000
- C Over \$100,000,000
- \odot Decline to Disclose
- C Not Applicable

Health Care

- C Biotechnology
- 0 Health Insurance

C Manufacturing

Real Estate

0

C Commercial

C Residential

Construction

C REITS & Finance

C Other Real Estate

- C Hospitals & Physicians
- Pharmaceuticals
- C Other Health Care
 - - C Other Technology

Travel

0

- Aggregate Net Asset Value Range 0 No Aggregate Net Asset Value
- 0 \$1 - \$5,000,000
 - \$5,000,001 \$25,000,000
- 0 \$25,000,001 - \$50,000,000
- 0 \$50,000,001 - \$100,000,000
- C Over \$100,000,000
- C Decline to Disclose
- 0 Not Applicable

C Retailing

C Restaurants

Technology

- C Computers
- C Telecommunications

- C Airlines & Airports
- C Lodging & Conventions
- C Tourism & Travel Services
- C Other Travel
- C Other

| 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply) | | | | | | |
|--|-------------------------------------|--|--|--|--|--|
| Rule 504(b)(1) (not (i), (ii) or (iii)) | □ Rule 505 | | | | | |
| Rule 504 (b)(1)(i) | Rule 506(b) | | | | | |
| Rule 504 (b)(1)(ii) | Rule 506(c) | | | | | |
| Rule 504 (b)(1)(iii) | Securities Act Section 4(a)(5) | | | | | |
| | Investment Company Act Section 3(c) | | | | | |

| 7. | Type of Fi | ling | | |
|----|------------|--------------------|------------|-------------------------|
| • | New Notice | Date of First Sale | 2009-10-30 | First Sale Yet to Occur |

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

| No | |
|----|----|
| | No |

9. Type(s) of Securities Offered (select all that apply)

| Γ | Pooled Investment Fund Interests | | Equity |
|---|--|--------|---|
| Π | Tenant-in-Common Securities | \Box | Debt |
| Г | Mineral Property Securities | • | Option, Warrant or Other Right to Acquire Another Security |
| | Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | Π | Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Ves No

Clarification of Response (if Necessary)

| 11. Minimum Investment | |
|---|--|
| Minimum investment accepted from any outside \$ | USD |
| 12. Sales Compensation | |
| Recipient | Recipient CRD Number 🔲 None |
| | |
| (Associated) Broker or Dealer None | (Associated) Broker or Dealer CRD Number Number |
| Street Address 1 | Street Address 2 |
| | |
| City State/ | Province/Country ZIP/Postal Code |
| | |
| State(s) of Solicitation | All States |

13. Offering and Sales Amounts

| 13. Ottering and Sales Amounts |
|---|
| |
| Total Offering Amount 💲 490000 USD 🗖 Indefinite |
| Total Amount Sold \$ 490000 USD |
| Total Remaining to be S 0 USD Indefinite |
| Clarification of Response (if Necessary) |
| |
| |
| 14. Investors |
| <u></u> |
| Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the |
| offering |
| Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: |
| |
| 15. Sales Commissions & Finders' Fees Expenses |
| To. Sales commissions & Finders Tees Expenses |
| Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount. |
| Sales Commissions \$ 0 USD Estimate |
| Finders' Fees \$ 0 USD Estimate |
| Clarification of Response (if Necessary) |
| |
| <u>,</u> |
| |
| 16. Use of Proceeds |
| Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount. |
| \$ 0 USD Estimate |
| Clarification of Response (if Necessary) |
| |
| |
| Signature and Submission |

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the state in which the state in which the issuer maintains its principal place of business or any State in which the state in which the state in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains i
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer | Signature | Name of Signer | Title | Date |
|--------------------------------|---------------------|----------------|---|------------|
| EYEGATE PHARMACEUTIC INC | ALS /s/Stephen From | m Stephen From | President and Chief Executive Officer | 2009-11-09 |