
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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**

EYEGATE PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-36672
(Commission File Number)

98-0443284
(IRS Employer Identification No.)

**271 Waverley Oaks Road
Suite 108
Waltham, MA**
(Address of principal executive offices)

02452
(Zip Code)

(781) 788-9043
(Registrant's telephone number, including area code)

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, \$0.01 par value | EYEG | The Nasdaq Capital 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 25, 2020, following the 2020 Annual Meeting of Stockholders (the “Annual Meeting”) of EyeGate Pharmaceuticals, Inc. (the “Company”), the Company filed a Certificate of Amendment (the “Charter Amendment”) to its Restated Certificate of Incorporation with the Secretary of State for the State of Delaware. The Charter Amendment decreased the number of authorized shares of the Company’s common stock from 120,000,000 to 50,000,000. The Charter Amendment became effective on June 25, 2020.

The foregoing description of the Charter Amendment does not purport to be complete and is qualified in its entirety by reference to the Charter Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

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

On June 25, 2020, the Company held the Annual Meeting. At the Annual Meeting, the Company’s stockholders voted on the following proposals:

- (i) the election of three Class II Directors for a three-year term, such term to continue until the annual meeting of stockholders in 2023 or until such directors’ successors are duly elected and qualified or until their earlier resignation or removal;
- (ii) the ratification of the appointment of EisnerAmper LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020; and
- (iii) the approval of an amendment to the Company’s Restated Certificate of Incorporation to decrease the number of authorized shares of common stock to 50,000,000.

The voting results are reported below.

Proposal 1 - Election of Directors

Thomas Hancock, Praveen Tyle and Morton F. Goldberg, M.D. were elected as Class II Directors for a three-year term, such term to continue until the annual meeting of stockholders in 2023 and until such Directors’ successors are duly elected and qualified or until their earlier resignation or removal. Due to the plurality election, votes could only be cast in favor of or withheld from the nominee and thus votes against were not applicable. The results of the election were as follows:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------------|------------------|-----------------------|-------------------------|
| Thomas Hancock | 696,672 | 29,103 | 2,308,689 |
| Praveen Tyle | 678,351 | 47,424 | 2,308,639 |
| Morton F. Goldberg, M.D. | 682,168 | 43,607 | 2,308,639 |

Proposal 2 - Ratification of the Appointment of EisnerAmper LLP

The appointment of EisnerAmper LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020 was ratified. There were no broker non-votes on this proposal. The results of the vote were as follows:

| Votes For | Votes Against | Votes Abstained |
|------------------|----------------------|------------------------|
| 2,941,078 | 33,961 | 59,425 |

Proposal 3 – Amendment to Restated Certificate of Incorporation – Decrease Number of Authorized Shares of Common Stock

The amendment to the Company’s Restated Certificate of Incorporation to decrease the total number of authorized shares from 120,000,000 to 50,000,000 was approved. There were no broker non-votes on this proposal. The results of the vote were as follows:

| Votes For | Votes Against | Votes Abstained |
|------------------|----------------------|------------------------|
| 2,801,359 | 168,422 | 64,683 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Title |
|---------------------------|--|
| <u>3.1</u> | <u>Amendment to Restated Certificate of Incorporation of the Company, filed June 25, 2020.</u> |

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 thereunto duly authorized.

EYEGATE PHARMACEUTICALS, INC.

By: /s/ Stephen From
Stephen From
President and Chief Executive Officer

Date: June 26, 2020

**CERTIFICATE OF AMENDMENT
TO THE RESTATED CERTIFICATE OF INCORPORATION**

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

EyeGate Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: The name of the Corporation is EyeGate Pharmaceuticals, Inc.

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is December 28, 2004, and was amended and restated by the Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on February 18, 2015, as amended by (i) a Certificate of Amendment to the Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on July 10, 2018 and effective as of that date and (ii) a Certificate of Amendment to the Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on August 28, 2019 and effective as of August 30, 2019 (as amended and restated, the "Certificate").

THIRD: The Corporation hereby amends the Certificate as follows:

The first sentence of ARTICLE IV, Subsection (A) of the Certificate is hereby deleted in its entirety and amended to read as follows:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is 60,000,000, consisting of 50,000,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), and 10,000,000 shares of Preferred Stock, par value \$0.01 per share (the "Preferred Stock")."

FOURTH: This Certificate of Amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, EyeGate Pharmaceuticals, Inc. has caused this Certificate of Amendment to be signed by its president and chief executive officer this 25th day of June, 2020.

EYEGATE PHARMACEUTICALS, INC.

By: /s/ Stephen From
Name: Stephen From
Title: President and Chief Executive Officer
