

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

EyeGate Pharmaceuticals, Inc.

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

[TABLE OF CONTENTS](#)

EYEGATE PHARMACEUTICALS, INC.
271 Waverley Oaks Road, Suite 108
Waltham, MA 02452

April 28, 2016

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of EyeGate Pharmaceuticals, Inc. (the "Annual Meeting") to be held on Tuesday, June 21, 2016 at 1:00 p.m. Eastern Time at the offices of Burns & Levinson LLP, 125 Summer Street, Boston, Massachusetts 02110. At the meeting, we will be voting on the matters described in this Proxy Statement.

We are using the Internet as our primary means of furnishing the proxy materials to our shareholders. This process expedites the delivery of proxy materials, materials remain easily accessible to shareholders, and shareholders receive clear instructions for receiving materials and voting.

We are mailing the Notice of Internet Availability of Proxy Materials to shareholders on or about April 28, 2016. The Proxy Statement and the Company's Annual Report on Form 10-K for the year ended December 31, 2015, are available at www.proxyvote.com.

The Notice of Internet Availability of Proxy Materials contains instructions for our shareholders' use of this process, including how to access our Proxy Statement and 2015 Annual Report and how to vote, including online or by mail. To the extent you receive a proxy card, such proxy card will also contain instructions on how you may also vote by telephone. In addition, the Notice of Internet Availability of Proxy Materials contains instructions on how you may (i) receive a paper copy of the Proxy Statement and the Company's Annual Report on Form 10-K, if you received only a Notice of Internet Availability of Proxy Materials this year, or (ii) elect to receive your Proxy Statement and Annual Report only over the Internet, if you received them by mail this year.

If you are unable to attend the meeting, it is still important that your shares be represented and voted. Therefore, regardless of the number of shares you own, PLEASE VOTE THROUGH THE INTERNET, BY TELEPHONE OR BY MAIL. Any shareholder who attends the meeting may vote in person, even if he or she has voted through the Internet, by telephone or by mail.

The board of directors has fixed the close of business on April 25, 2016 as the record date for determination of stockholders entitled to notice of, and to vote at, the Annual Meeting and any adjournments or postponements thereof.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE CAST YOUR VOTE ONLINE, BY TELEPHONE OR BY COMPLETING, DATING, SIGNING AND PROMPTLY RETURNING YOUR PROXY CARD OR VOTING INSTRUCTIONS CARD IN THE POSTAGE-PAID ENVELOPE (WHICH WILL BE PROVIDED TO THOSE STOCKHOLDERS WHO REQUEST TO RECEIVE PAPER COPIES OF THESE MATERIALS BY MAIL) BEFORE THE ANNUAL MEETING SO THAT YOUR SHARES ARE REPRESENTED AT THE ANNUAL MEETING. INSTRUCTIONS REGARDING THE METHODS OF VOTING ARE CONTAINED IN THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS.

Sincerely,



Stephen From
President and Chief Executive Officer



EYEGATE PHARMACEUTICALS, INC.
271 Waverley Oaks Road, Suite 108
Waltham, MA 02452
(781) 788-8869

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held on June 21, 2016

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of EyeGate Pharmaceuticals, Inc. (the "Company") will be held on Tuesday, June 21, 2016, at 1:00 p.m. Eastern Time at the offices of Burns & Levinson LLP, 125 Summer Street, Boston, Massachusetts 02110 for the following purposes:

1. The election of the director nominees as Class I Directors, nominated by the board of directors, for a three-year term, such term to continue until the annual meeting of stockholders in 2019 or until such directors' successors are duly elected and qualified or until their earlier resignation or removal;
2. The ratification of the appointment of EisnerAmper LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016; and
3. Such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

The board of directors has fixed the close of business on April 25, 2016 as the record date for determination of stockholders entitled to notice of, and to vote at, the Annual Meeting and any adjournments or postponements thereof. Only holders of record of our common stock at the close of business on that date will be entitled to notice of, and to vote at, the Annual Meeting and any adjournments or postponements thereof. Each of the items of business listed above is more fully described in the proxy statement that accompanies this notice.

In the event there are not sufficient shares to be voted in favor of any of the foregoing proposals at the time of the Annual Meeting, the Annual Meeting may be adjourned in order to permit further solicitation of proxies.

The board of directors of EyeGate Pharmaceuticals, Inc. recommends that you vote "FOR" the election of the nominees of the board of directors as directors of EyeGate Pharmaceuticals, Inc. and "FOR" the proposal to ratify the appointment of EisnerAmper LLP as the Company's independent registered public accounting firm.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held on Tuesday, June 21, 2016: The Proxy Statement and 2015 Annual Report to Stockholders, which includes the Annual Report on Form 10-K for the year ended December 31, 2015, are available at www.proxyvote.com. The Annual Report, however, is not part of the proxy solicitation material.

By order of the board of directors,

A handwritten signature in black ink, appearing to read 'S. From', followed by a horizontal line.

Stephen From
President and Chief Executive Officer
Waltham, Massachusetts
April 28, 2016

[TABLE OF CONTENTS](#)

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE CAST YOUR VOTE ONLINE, BY TELEPHONE OR BY COMPLETING, DATING, SIGNING AND PROMPTLY RETURNING YOUR PROXY CARD OR VOTING INSTRUCTIONS CARD IN THE POSTAGE-PAID ENVELOPE (WHICH WILL BE PROVIDED TO THOSE STOCKHOLDERS WHO REQUEST TO RECEIVE PAPER COPIES OF THESE MATERIALS BY MAIL) BEFORE THE ANNUAL MEETING SO THAT YOUR SHARES ARE REPRESENTED AT THE ANNUAL MEETING.

[TABLE OF CONTENTS](#)

EyeGate Pharmaceuticals, Inc.

Notice of 2016 Annual Meeting of Stockholders,
Proxy Statement and Other Information
Contents

	<u>Page</u>
Proxy Statement	1
Proposal 1: Election of Directors	3
Information Regarding Directors	3
Information Regarding the Board of Directors and its Committees	7
Report of the Audit Committee	11
Executive Officers	12
Executive Compensation	13
Director Compensation	17
Security Ownership of Certain Beneficial Owners and Management	19
Equity Compensation Plan Information	21
Transactions With Related Persons	22
Section 16(a) Beneficial Ownership Reporting Compliance	24
Expenses of Solicitation	24
Submission of Stockholder Proposals for the 2017 Annual Meeting	24
Submission of Securityholder Recommendations for Director Candidates	25
Stockholder Communications with the Board of Directors	26
Independent Registered Public Accounting Firm	26
Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm	27
Multiple Stockholders Sharing the Same Address	27
Other Matters	28

EYEGATE PHARMACEUTICALS, INC.
271 Waverley Oaks Road, Suite 108
Waltham, MA 02452
(781) 788-8869

PROXY STATEMENT

Annual Meeting of Stockholders to Be Held on Tuesday, June 21, 2016

This Proxy Statement is furnished in connection with the solicitation of proxies by the board of directors of EyeGate Pharmaceuticals, Inc. (the “Company” or “we”) for use at the Annual Meeting of Stockholders of the Company to be held on June 21, 2016, at 1:00 p.m. Eastern Time at the offices of Burns & Levinson LLP, 125 Summer Street, Boston, Massachusetts 02110, and any adjournments or postponements thereof. You may obtain directions to the Annual Meeting at www.proxyvote.com. At the Annual Meeting, the stockholders of the Company will be asked to consider and vote upon:

1. The election of the director nominees as Class I directors, nominated by the board of directors (or the “board”), for a three-year term, such term to continue until the annual meeting of stockholders in 2019 or until such directors’ successors are duly elected and qualified or until their earlier resignation or removal;
2. The ratification of the appointment of EisnerAmper LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016; and
3. Such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

Under rules and regulations of the Securities and Exchange Commission, or SEC, instead of mailing a printed copy of our proxy materials to each shareholder of record or beneficial owner of our common stock, we are now furnishing proxy materials, which include our Proxy Statement and Annual Report, to our shareholders over the Internet and providing a Notice of Internet Availability of Proxy Materials by mail. The Notice of Internet Availability of Proxy Materials is first being mailed to stockholders of the Company on or about April 28, 2016, in connection with the solicitation of proxies for the Annual Meeting. The board of directors has fixed the close of business on April 25, 2016 as the record date for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting (the “Record Date”). Only holders of record of common stock, par value \$0.01 per share, of the Company (the “Common Stock”) at the close of business on the Record Date will be entitled to notice of, and to vote at, the Annual Meeting. As of the Record Date, there were 8,346,444 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. As of the Record Date, there were approximately 88 stockholders of record. Each holder of a share of Common Stock outstanding as of the close of business on the Record Date will be entitled to one vote for each share held of record with respect to each matter properly submitted at the Annual Meeting.

The presence, in person or by proxy, of holders of at least a majority of the voting power of the outstanding shares of the Company entitled to vote generally in the election of directors is necessary to constitute a quorum for the transaction of business at the Annual Meeting. Shares held of record by stockholders or their nominees who do not return a signed and dated proxy, properly deliver proxies via the Internet or telephone, or attend the Annual Meeting in person will not be considered present or represented at the Annual Meeting and will not be counted in determining the presence of a quorum. Consistent with applicable law, we intend to count abstentions and broker non-votes only for the purpose of determining the presence or absence of a quorum for the transaction of business. A broker “non-vote” refers to shares held by a broker or nominee that does not have the authority, either express or discretionary, to vote on a particular matter. Applicable rules no longer permit brokers to vote in the election of directors if the broker has not received instructions from the beneficial owner. Accordingly, it is important that beneficial owners instruct their brokers how they wish to vote their shares.

With respect to the election of Class I directors in Proposal 1, such directors are elected by a plurality of the votes cast if a quorum is present. Votes may be cast for the directors or withheld. In a plurality election,

TABLE OF CONTENTS

votes may only be cast in favor of or withheld from the nominee; votes that are withheld will be excluded entirely from the vote and will have no effect. This means that the persons receiving the highest number of “FOR” votes will be elected as a director.

Approval of Proposal No. 2 regarding the ratification of EisnerAmper LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016 requires the affirmative vote of a majority of the votes cast at the Annual Meeting in person or by proxy.

Any shares not voted (whether by abstention, broker non-vote or otherwise) will have no impact on the election of directors, except to the extent that the failure to vote for an individual results in another individual receiving a larger percentage of votes, and no impact on the proposal for approval of each other matter expected to be voted on at the Annual Meeting.

The corporate actions described in this Proxy Statement will not afford stockholders the opportunity to dissent from the actions described herein or to receive an agreed or judicially appraised value for their shares.

You will not receive a printed copy of the proxy materials unless you request to receive these materials in hard copy by following the instructions provided in the Notice of Internet Availability of Proxy Materials. Instead, the Notice of Internet Availability of Proxy Materials will instruct you how you may access and review all of the important information contained in the proxy materials. The Notice of Internet Availability of Proxy Materials also instructs you how you may submit your proxy via the Internet or mail. To the extent you receive a proxy card, such proxy card will also contain instructions on how you may also vote by telephone. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

We encourage you to vote either online, by telephone or by completing, signing, dating and returning a proxy card or if you hold your shares through a brokerage firm, bank or other financial institution, by completing and returning a voting instruction form. This ensures that your shares will be voted at the Annual Meeting and reduces the likelihood that we will be forced to incur additional expenses soliciting proxies for the Annual Meeting.

Voting over the Internet, by telephone or mailing a proxy card will not limit your right to vote in person or to attend the Annual Meeting. Any record holder as of the Record Date may attend the Annual Meeting in person and may revoke a previously provided proxy at any time by: (i) executing and delivering a later-dated proxy to the corporate secretary at EyeGate Pharmaceuticals, Inc., 271 Waverley Oaks Road, Suite 108, Waltham, MA 02452; (ii) delivering a written revocation to the corporate secretary at the address above before the meeting; or (iii) voting in person at the Annual Meeting.

Beneficial holders who wish to change or revoke their voting instructions should contact their brokerage firm, bank or other financial institution for information on how to do so. Beneficial holders who wish to attend the Annual Meeting and vote in person should contact their brokerage firm, bank or other financial institution holding shares of Common Stock on their behalf in order to obtain a “legal proxy”, which will allow them to vote in person at the meeting. Attendance at the Annual Meeting will not, by itself, revoke a proxy.

Our board of directors recommends an affirmative vote on all proposals specified in the notice for the Annual Meeting. Proxies will be voted as specified. If your proxy is properly submitted, it will be voted in the manner you direct. **If you do not specify instructions with respect to any particular matter to be acted upon at the meeting, proxies will be voted in favor of the board of directors’ recommendations.**

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held on Tuesday, June 21, 2016: The Proxy Statement and the Company’s Annual Report on Form 10-K for the year ended December 31, 2015, are available at www.proxyvote.com. The Annual Report, however, is not part of the proxy solicitation material.

PROPOSAL 1

ELECTION OF DIRECTORS

The board of directors of the Company currently consists of eight members and is divided into three classes of directors, with two directors in Class I, three directors in Class II and three directors in Class III. Directors serve for three-year terms with one class of directors being elected by our stockholders at each annual meeting to succeed the directors of the same class whose terms are then expiring.

At the Annual Meeting, two Class I directors, nominated by the board of directors, will stand for re-election to serve until the 2019 annual meeting of stockholders or until their successors are duly elected and qualified or until their earlier resignation or removal.

At the recommendation of the nominating and corporate governance committee, the board of directors has nominated Mr. Paul Chaney and Mr. Bernard Malfroy-Camine for election as the Class I directors of the Company. Unless otherwise specified in the proxy, it is the intention of the persons named in the proxy to vote the shares represented by each properly executed proxy "FOR" the election of Mr. Paul Chaney and Mr. Bernard Malfroy-Camine. The nominees have agreed to stand for re-election and, if re-elected, to serve as directors. However, if any such person nominated by the board of directors is unable to serve or will not serve, the proxies will be voted for the election of such other person or persons as the nominating and corporate governance committee and the board of directors may recommend.

Vote Required

The affirmative vote of a plurality of the votes cast by holders of shares of Common Stock present or represented by proxy and entitled to vote on the matter at the Annual Meeting is required for the election of each of the nominees as a Class I director of the Company.

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF THE FOLLOWING NOMINEES OF THE BOARD OF DIRECTORS: MR. PAUL CHANEY AND MR. BERNARD MALFROY-CAMINE. PROPERLY AUTHORIZED PROXIES SOLICITED BY THE BOARD OF DIRECTORS WILL BE VOTED "FOR" THE NOMINEES UNLESS INSTRUCTIONS TO WITHHOLD OR TO THE CONTRARY ARE GIVEN.

INFORMATION REGARDING DIRECTORS

Set forth below is certain information regarding the directors of the Company, including the Class I directors who have been nominated for election at the Annual Meeting, based on information furnished to the Company by each director. The biographical description below for each director includes his age, all positions he holds with the Company, his principal occupation and business experience over the past five years, and the names of other publicly-held companies for which he currently serves as a director or has served as a director during the past five years. The biographical description below for each director also includes the specific experience, qualifications, attributes and skills that led to the conclusion by the board of directors that such person should serve as a director of the Company. In addition to such specific information, we also believe that all of our directors have a reputation for integrity, honesty and adherence to high ethical standards. Further, they have each demonstrated business acumen and an ability to exercise sound judgment as well as a commitment of service to the Company and our board.

The board of directors has determined that the director nominees and all the incumbent directors listed below are "independent" as such term is currently defined by applicable NASDAQ rules, except for Mr. From who is also an executive officer of the Company.

[TABLE OF CONTENTS](#)

The following information is current as of April 25, 2016, based on information furnished to the Company by each director:

Directors of EyeGate Pharmaceuticals, Inc.

<u>Name</u>	<u>Age</u>	<u>Position with the Company</u>	<u>Director Since</u>
Class I Directors – Term expires 2016; Nominated to Serve a Term Expiring 2019			
<i>Paul Chaney</i> *(3)	58	Chairman	September 2007
<i>Bernard Malfroy-Camine</i> *(1)(2)	63	Director	July 2012
Class II Directors – Term expires 2017			
<i>Thomas E. Hancock</i> (1)(3)	52	Director	January 2007
<i>Praveen Tyle</i> (1)(2)	56	Director	June 2008
<i>Morton F. Goldberg</i> (2)	78	Director	October 2008
Class III Directors – Term expires 2018			
<i>Stephen From</i>	53	President, CEO and Director	October 2005
<i>Thomas Balland</i>	38	Director	September 2012
<i>Mounia Chaoui</i> (3)	44	Director	October 2013

* Nominee for election

(1) Member of the compensation committee

(2) Member of the nominating and corporate governance committee

(3) Member of the audit committee

Nominee for Election as Class I Directors — Nominated to Serve a Term Expiring in 2019

Paul Chaney, Chairman of the Board, has served as a director since September 2007. He is co-founder, President & CEO of PanOptica, Inc, a private venture-backed biopharmaceutical company that licenses and develops drugs for the treatment of important ophthalmic conditions, and has held such positions since March 2009. Prior to founding PanOptica, Mr. Chaney was Executive Vice President and President of Eyetech Pharmaceuticals Inc., or Eyetech. Prior to being acquired by OSI Pharmaceuticals Inc., Mr. Chaney served as Eyetech’s Chief Operating Officer, where he was responsible for the launch of Macugen, the first anti-VEGF treatment for neovascular age-related macular degeneration (wet-AMD), and was part of the executive team which led Eyetech’s initial public offering in 2004. Mr. Chaney has over 30 years of experience in the biopharmaceutical and ophthalmic medical device industry, including a variety of senior management positions at Pharmacia Corporation. He began his career as a sales representative for The Upjohn Company in 1980. Mr. Chaney earned a double BA in English and Biological Sciences from the University of Delaware.

We believe Mr. Chaney’s qualifications to sit on our board of directors include his executive leadership experience, including 20 years leading major ophthalmology businesses both in the U.S. and globally for both a large public pharmaceutical company and privately held start-ups. Mr. Chaney’s responsibilities have spanned commercial operations, manufacturing, regulatory, business development, non-clinical and clinical development functions. He was responsible for building and leading the commercial organizations responsible for the launches of major glaucoma and retina therapeutics, and commercializing the ophthalmic device business for Pharmacia Corporation.

Bernard Malfroy-Camine, PhD, Director, has served as a director since July 2012. He is a scientist-turned-entrepreneur with nearly 30 years of experience in biotechnology and drug discovery. Since May 2013, he has been President and CEO of ViThera Pharmaceuticals, Inc. He has also served as Director, Business Development US Operations at Voisin Consulting, Inc. (also known as Voisin Consulting Life Sciences) since September 2012. Since October 2008, Dr. Malfroy-Camine has also been Founder, President

TABLE OF CONTENTS

and CEO of MindSet Rx, Inc., a virtual company which is a continuation of Eukarion, Inc., a biotech company he had founded in 1991, and of which he was President and CEO. Dr. Malfroy-Camine has over 80 scientific publications and holds approximately 20 patents. He has a Master's degree in Mathematics and Physics from Ecole Polytechnique (Paris) and a Ph.D. in Neurobiology from University Paris VI.

We believe Dr. Malfroy-Camine's qualifications to sit on our board of directors include his executive leadership experience and his extensive experience in entrepreneurship, drug discovery and drug development.

Incumbent Class II Directors — Term expires 2017

Thomas E. Hancock, Director, has served as a director since January 2007. He has over fifteen years of experience in the biopharmaceutical industry and equity capital markets. Since September, 2004, he has been the a Principal of Nexus Medical Partners, where he has been responsible for several investments, including A&G Pharmaceuticals Inc., Magellan Biosciences, Inc., and Panacos Pharmaceuticals, Inc. and a principal of Nexus Investment Company, a FINRA member. Prior to joining Nexus Medical Partners, Thomas was a Senior Equity Analyst and Managing Director at US Bancorp Piper Jaffray, covering both the biopharmaceutical and drug discovery tools markets. He has also held numerous positions at Genentech, Inc. and COR Therapeutics, Inc. Mr. Hancock has a BS in Molecular Biology and an MBA from UC Berkeley.

We believe Mr. Hancock's qualifications to sit on our board of directors include his many years of biotech, investment banking and venture capital experience.

Praveen Tyle, PhD, Director, has served as a director since June 2008. Mr. Tyle is currently President, Science & Technology and Chief Scientific Officer of Osmotica Pharmaceutical Corp., and previously served as President and Chief Executive Officer and a Member of the Board of Directors from January 2013 to February 2016. He is also a member of the board of Orient EuroPharma Co., Ltd. of Taiwan. Dr. Tyle has nearly 30 years of experience in the pharmaceutical industry with the majority of his tenure in senior executive leadership positions in areas of research and development, manufacturing, quality, business development and operations. He previously served as global Executive Vice President and Chief Scientific Officer and Managing Director of Osmotica Pharmaceutical Corp.'s Marietta, Georgia site, from August 2012 to December 2012. Prior to joining Osmotica Pharmaceutical Corp., Dr. Tyle served as Executive Vice President (from January 2012 to August 2012) and Chief Scientific Officer (from October 2011 to August 2012) for the United States Pharmacopeia, or USP. Prior to joining USP, Dr. Tyle from 2008 to 2011, served as the Senior Vice President and Global Head of Business Development and Licensing at Novartis Consumer Health from March 2009 to September 2011. At Novartis Consumer Health, Dr. Tyle also served as Senior Vice President & Global Head of Research and Development from March 2009 to February 2010. Dr. Tyle holds a doctorate in pharmaceutics and pharmaceutical chemistry from the Ohio State University and a BS in Pharmacy (honors) from the Institute of Technology, Banaras Hindu University in India.

We believe Dr. Tyle's qualifications to sit on our board of directors include his executive research and development leadership experience and significant mergers and acquisitions and business development and licensing experience.

Morton F. Goldberg, MD, Director, has served as a director since June 2008. Since 2003 he has served as the Joseph E. Green Professor of Ophthalmology at the Wilmer Eye Institute, Johns Hopkins University School of Medicine, to which position he was appointed to in 2003. From 1989 to 2003 he served as the Director and William Holland Wilmer Professor of Ophthalmology at the Wilmer Eye Institute. Prior to this, he was a Professor and Chairman of the Department of Ophthalmology at the University of Illinois College of medicine in Chicago for nearly 20 years. Dr. Goldberg trained at Johns Hopkins as a resident and chief resident, and holds a joint appointment at the Johns Hopkins Applied Physics Laboratory. He is also a past President of the Association for Research in Vision and Ophthalmology, the Macula Society, and the Association of University Professors of Ophthalmology. Dr. Goldberg received his undergraduate degree with honors from Harvard College and his MD with honors from Harvard Medical School.

We believe Dr. Goldberg's qualifications to sit on our board of directors include his extensive expertise in eye care. He is a board certified in ophthalmology and highly experienced in both research and clinical ophthalmology. He has served as academic department chairman for almost 40 years, and also served as Chief Editor of the Archives of Ophthalmology, an important scientific and clinical journal. He has recently

TABLE OF CONTENTS

completed 50 years of personal eye research as well as personal care of innumerable eye patients having diseases amenable to treatment by iontophoresis.

Incumbent Class II Directors — Term expires 2018

Stephen From, President and Chief Executive Officer, has served as our President, Chief Executive Officer, and director since October 2005. Mr. From was formerly the Chief Financial Officer at Centelion SAS, an independent biotechnology subsidiary of Sanofi-Aventis. Prior to this, Mr. From spent several years as an investment banker specializing in the biotechnology and medical device sectors. He served as Director in the Global Healthcare Corporate and Investment Banking Group and Head of European Life Sciences for Bank of America Securities. Mr. From holds a BSc from the University of Western Ontario, an accounting diploma from Wilfred Laurier University and has qualified as a Chartered Accountant in Ontario, Canada.

We believe Mr. From's qualifications to sit on our board of directors include his executive leadership experience, financial expertise and the knowledge and understanding he has gained from serving as our President and Chief Executive Officer since 2005.

Thomas Balland, Director, has served as a director since September 2012. He is a Managing Director at IPSA, a venture capital firm, where he has been since 2002. He has over 15 years of venture capital investment experience. In addition to the Company, Mr. Balland has invested in and serves on the boards of several biotech and medtech companies including CMC Biologics and SpineGuard. He was also on the boards of several companies that were acquired by larger entities in the life sciences industry, including Technolas Perfect Vision GmbH. Prior to joining IPSA in 2002, Mr. Balland held various positions with firms such as Mars, Inc. and Up&Up. He has degrees in engineering and finance from INSA Lyon and ESCP-EAP, respectively.

We believe Mr. Balland's qualifications to sit on our board of directors include his executive leadership experience and his business development, strategic planning and mergers and acquisitions experience with biotech and medtech companies.

Mounia Chaoui, Director, has served as a director since October 2013. Since May 2013, she has been a general partner at Turenne Capital, a healthcare growth and venture capital company. She has also served, since January 2013, as CEO of Finbiomed sarl, a financial consulting company. Prior to 2013, Ms. Chaoui served as Chief Executive Officer and Managing Partner at Inserm Transfert Initiative, a seed capital fund, from January 2012 to December 2012, and as principal, then general partner, of Ventech Venture Capital, from July 2001 to January 2012. She brings investor experience in life sciences and expertise in building international syndications. Ms. Chaoui has served or is still serving on the boards of BioVex Group, Inc., Cellerix, S.A., Covagen AG, Funxional Therapeutics Ltd., Inserm Transfert Initiative, Groupe Sebbin SAS, Scynexis, Inc., TiGenix NV and Xytis Pharmaceuticals Ltd. Ms. Chaoui graduated as an engineer from École Centrale de Paris and holds a Ph.D. in Molecular Biophysics.

We believe Ms. Chaoui's qualifications to sit on our board of directors include her executive leadership and 17 years of experience in fund raising, business, financial, clinical and technology development of biotechnology and medtechnology companies.

INFORMATION REGARDING THE BOARD OF DIRECTORS AND ITS COMMITTEES

During the year ended December 31, 2015, our board of directors held five meetings. Each of the directors attended at least 75% of the total number of meetings of the board of directors and of the committees of which he or she was a member. The board of directors encourages directors to attend in person the Annual Meeting of Stockholders of the Company, or Special Meeting in lieu thereof, or, if unable to attend in person, to participate by other means, if practicable. In recognition of this policy, the board of directors typically schedules a regular meeting of the board of directors to be held on the date of, and immediately following, the Annual Meeting of Stockholders.

The non-employee directors meet regularly in executive sessions outside the presence of management. Mr. Chaney serves as the Chairman of the board of directors. Among other things, the Chairman provides feedback to the Chief Executive Officer on executive sessions and facilitates discussion among the independent directors outside of meetings of the board of directors. The Chief Executive Officer is responsible for the day-to-day management of our Company and the development and implementation of our Company's strategy. Our board of directors currently believes that separating the roles of Chief Executive Officer and Chairman contributes to an efficient and effective board. Our board of directors does not have a current requirement that the roles of Chief Executive Officer and Chairman of the board be either combined or separated, because the board currently believes it is in the best interests of our Company to make this determination based on the position and direction of our Company and the constitution of the board and management team. From time to time, the board will evaluate whether the roles of Chief Executive Officer and Chairman of the board should be combined or separated. The board has determined that having separate roles of our Company's Chief Executive Officer and Chairman is in the best interest of our stockholders at this time.

Independent Directors

Our board of directors is currently composed of eight members. Under the published listing requirements of NASDAQ, independent directors must comprise a majority of a listed company's board of directors within twelve months of the completion of an initial public offering. All of the members of our board except for Mr. From qualify as independent directors in accordance with the published listing requirements of NASDAQ.

Classified Board

Our board of directors is divided into three classes with staggered three-year terms. At each annual meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election and qualification until the third annual meeting following election. Our directors are divided among the three classes as follows:

- The Class I directors are Paul Chaney and Bernard Malfroy-Camine, and their terms expire at this Annual Meeting (and, if re-elected, the annual meeting of stockholders to be held in 2019);
- The Class II directors will be Thomas E. Hancock, Praveen Tyle and Morton F. Goldberg, and their terms will expire at the annual meeting of stockholders to be held in 2017; and
- The Class III directors will be Stephen From, Thomas Balland and Mounia Chaoui, and their terms will expire at the annual meeting of stockholders to be held in 2018.

The authorized number of directors may be changed only by resolution of the board of directors. This classification of the board of directors into three classes with staggered three-year terms may have the effect of delaying or preventing changes in our control or management.

Role of Board in Risk Oversight Process

Our board of directors has responsibility for the oversight of the company's risk management processes and, either as a whole or through its committees, regularly discusses with management our major risk exposures, their potential impact on our business and the steps we take to manage them. The risk oversight process includes receiving regular reports from board committees and members of senior management to enable our board to understand the company's risk identification, risk management and risk mitigation strategies with respect to areas of potential material risk, including operations, finance, legal, regulatory, strategic and reputational risk.

TABLE OF CONTENTS

The audit committee reviews information regarding liquidity and operations, and oversees our management of financial risks. Periodically, the audit committee reviews our policies with respect to risk assessment, risk management, loss prevention and regulatory compliance. Oversight by the audit committee includes direct communication with our external auditors, and discussions with management regarding significant risk exposures and the actions management has taken to limit, monitor or control such exposures. The compensation committee is responsible for assessing whether any of our compensation policies or programs has the potential to encourage excessive risk-taking. The nominating and corporate governance committee manages risks associated with the independence of the board, corporate disclosure practices, and potential conflicts of interest. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire board is regularly informed through committee reports about such risks. Matters of significant strategic risk are considered by our board as a whole.

Corporate Governance

We believe our corporate governance initiatives comply with the Sarbanes-Oxley Act and the rules and regulations of the SEC adopted thereunder. In addition, we believe our corporate initiatives comply with the rules of the NASDAQ Capital Market. Our board of directors continue to evaluate our corporate governance principles and policies.

Our board of directors have adopted a code of business conduct that applies to each of our directors, officers and employees. The code addresses various topics, including:

- compliance with applicable laws, rules and regulations;
- conflicts of interest;
- public disclosure of information;
- insider trading;
- corporate opportunities;
- competition and fair dealing;
- gifts;
- discrimination, harassment and retaliation;
- health and safety;
- record-keeping;
- confidentiality;
- protection and proper use of company assets;
- payments to government personnel; and
- reporting illegal and unethical behavior.

The code of business conduct is posted on our website. Any waiver of the code of business conduct for an executive officer or director may be granted only by our board of directors or a committee thereof and must be timely disclosed as required by applicable law. The code of business conduct will implement whistleblower procedures that establish format protocols for receiving and handling complaints from employees. Any concerns regarding accounting or auditing matters reported under these procedures will be communicated promptly to the audit committee.

TABLE OF CONTENTS

Board Committees

Our board of directors has established an audit committee, a compensation committee and nominating and corporate governance committee, each of which operate under a charter that has been approved by our board. The directors serving as members of these committees meet the criteria for independence under, and the functioning of these committees complies with, the applicable requirements of the Sarbanes-Oxley Act and SEC rules and regulations. In addition, we believe that the functioning of these committees complies with the rules of the NASDAQ Capital Market. Each committee has the composition and responsibilities described below.

Audit Committee

Our board of directors has established an audit committee, which is comprised of Thomas E. Hancock, Paul Chaney and Mounia Chaoui, each of whom is a non-employee member of the board of directors. Thomas E. Hancock serves as the chair of the audit committee. Thomas Balland served the audit committee during the fiscal year ended December 31, 2015, and resigned from the audit committee on January 25, 2016, on which date Paul Chaney was appointed as a member of the audit committee. The audit committee met two times during 2015. The audit committee's main function is to oversee our accounting and financial reporting processes, internal systems of control, independent registered public accounting firm relationships and the audits of our financial statements. Pursuant to the audit committee charter, the functions of the committee include, among other things:

- appointing, approving the compensation of, and assessing the independence of our registered public accounting firm;
- overseeing the work of our registered public accounting firm, including through the receipt and consideration of reports from such firm;
- reviewing and discussing with management and the registered public accounting firm our annual and quarterly financial statements and related disclosures;
- monitoring our internal control over financial reporting and our disclosure controls and procedures;
- meeting independently with our registered public accounting firm and management;
- preparing the audit committee report required by SEC rules;
- reviewing and approving or ratifying any related person transactions; and
- overseeing our risk assessment and risk management policies.

All members of our audit committee meet the requirements for financial literacy under the applicable rules and regulations of the SEC. Our board of directors has determined that Thomas E. Hancock is an "audit committee financial expert" as defined by applicable SEC rules. In addition, our board of directors has also determined that Mr. Hancock has the requisite financial sophistication under applicable NASDAQ rules and regulations.

Compensation Committee

Our board of directors has established a compensation committee, which is comprised of Thomas E. Hancock, Praveen Tyle and Bernard Malfroy-Camine. Praveen Tyle serves as the chair of the compensation committee. The compensation committee met one time during 2015. Our compensation committee reviews and recommends policies relating to compensation and benefits of our officers and employees. Pursuant to the compensation committee charter, the functions of this committee include:

- evaluating the performance of our chief executive officer and determining the chief executive officer's salary and contingent compensation based on performance and other relevant criteria;
- identifying the corporate and individual objectives governing the chief executive officer's compensation;
- in consultation with the chief executive officer, determining the compensation of our other officers;
- making recommendations to our board with respect to director compensation;

TABLE OF CONTENTS

- reviewing and approving the terms of material agreements with our executive officers;
- overseeing and administering our equity incentive plans and employee benefit plans;
- reviewing and approving policies and procedures relating to the perquisites and expense accounts of our executive officers;
- if and as applicable, furnishing the annual compensation committee report required by SEC rules; and
- conducting a review of executive officer succession planning, as necessary, reporting its findings and recommendations to our board of directors, and working with the Board in evaluating potential successors to executive officer positions.

Our board of directors has determined that each of the members of the Compensation Committee is a “non-employee director” as defined in Rule 16b-3 promulgated under the Exchange Act and is an “outside director” as that term is defined in Section 162(m) of the United States Internal Revenue Code of 1986, as amended, or Section 162(m).

Governance Committee

Our board of directors has established a governance committee, which is comprised of Bernard Malfroy-Camine, Morton F. Goldberg and Praveen Tyle. Bernard Malfroy-Camine serves as the chair of the governance committee. The nominating and corporate governance committee did not meet during 2015. Pursuant to the governance committee charter, the functions of this committee include, among other things:

- identifying, evaluating, and making recommendations to our board of directors and our stockholders concerning nominees for election to our board, to each of the board’s committees and as committee chairs;
- annually reviewing the performance and effectiveness of our board and developing and overseeing a performance evaluation process;
- annually evaluating the performance of management, the board and each board committee against their duties and responsibilities relating to corporate governance;
- annually evaluating adequacy of our corporate governance structure, policies, and procedures; and
- providing reports to our board regarding the committee’s nominations for election to the board and its committees.

Compensation Committee Interlocks and Insider Participation

None of the members of our compensation committee is or has in the past served as an officer or employee of our company. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors or compensation committee.

[TABLE OF CONTENTS](#)

REPORT OF THE AUDIT COMMITTEE

Notwithstanding anything to the contrary set forth in any of the Company's previous or future filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that might incorporate this Proxy Statement or any future filing with the Securities and Exchange Commission, in whole or in part, the following report shall not be deemed incorporated by reference into any such filing.

The undersigned members of the audit committee of the board of directors of the Company submit this report in connection with the committee's review of the financial reports of the Company for the fiscal year ended December 31, 2015 as follows:

1. The audit committee has reviewed and discussed with management the audited financial statements of the Company for the fiscal year ended December 31, 2015.
2. The audit committee has discussed with representatives of EisnerAmper LLP the matters required to be discussed with them by applicable requirements of Public Company Accounting Oversight Board Auditing Standard No. 16.
3. The audit committee has received the written disclosures and the letter from the independent accountant required by the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and has discussed with the independent accountant the independent accountant's independence.

Based on the review and discussions referred to above, the audit committee recommended to the board of directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 for filing with the Securities and Exchange Commission.

Submitted by the audit committee:

Thomas E. Hancock, Chairman
Mounia Chaoui
Thomas Balland*

* Mr. Balland resigned from the audit committee as of January 25, 2016.

[TABLE OF CONTENTS](#)

EXECUTIVE OFFICERS

Biographical information regarding our executive officers is set forth below. Each executive officer is elected annually by our board and serves until his or her successor is appointed and qualified, or until such individual's earlier resignation or removal.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Stephen From	52	Chief Executive Officer and President
Michael Manzo	55	Vice President of Engineering

Stephen From, President and Chief Executive Officer — Please refer to “Proposal No. 1 — Election of Directors” section of this proxy statement for Mr. From’s biographical information.

Michael Manzo, Vice President of Engineering, has been with us since October 2006 and has served as Vice President of Engineering for the last seven years. Mr. Manzo has over 30 years of experience in product development and manufacturing in the medical device industry. Prior to working at EyeGate, Mr. Manzo held positions of President and Chief Operating Officer (2002 – 2006) at Jenline Industries, Ltd., which is now part of Helix Medical, LLC. He has been part of multiple start-up companies over the years, ranging in medical specialties from cardiology, radiology, urology and laproscopic surgery. Mr. Manzo holds a Masters in Business Administration Degree from Suffolk University and a Bachelor of Science Degree in engineering from University of Massachusetts, Lowell.

EXECUTIVE COMPENSATION

We are an “emerging growth company” within the meaning of the Jumpstart Our Business Startups Act of 2012. As a result, we have elected to comply with the reduced disclosure requirements applicable to emerging growth companies in accordance with SEC rules. We had only two executive officers during the fiscal year ended December 31, 2015, Stephen From, our President and Chief Executive Officer, and Michael Manzo, our Vice President of Engineering, who are our named executive officers.

Summary Compensation Table

The following table sets forth information concerning the compensation of our named executive officers during our fiscal years ended December 31, 2014 and December 31, 2015.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary (\$)</u>	<u>Bonus (\$)⁽¹⁾</u>	<u>Option Awards⁽²⁾ (\$)</u>	<u>All Other Compensation (\$)</u>	<u>Total (\$)</u>
Stephen From, President and Chief Executive Officer	2015	400,000	—	643,774	—	1,043,774
	2014	275,078	130,000	—	281,480 ⁽³⁾	686,558
Michael Manzo, Vice President of Engineering	2015	250,000	—	195,323	—	445,323
	2014	175,049	—	—	—	175,049

- (1) The amounts in this column represent discretionary bonus payments granted by the board in the applicable fiscal year.
- (2) The amounts in this column represent the aggregate grant date fair value of option awards or stock awards granted to the officer in the applicable fiscal year, computed in accordance with FASB ASC Topic 718. See Note 11 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for a discussion of the assumptions made by us in determining the grant date fair value of our equity awards. In accordance with SEC rules, the grant date fair value of an award subject to performance conditions is based on the probable outcome of the conditions.
- (3) Represents (i) the forgiveness of two loans to Mr. From in January 2014 with an aggregate principle value of \$136,176 and aggregate accrued interest of \$74,546 and (ii) a tax gross-up payment made to Mr. From equal to \$70,758.

Narrative Disclosure to Compensation Tables

Employment Agreements

We originally entered into an amended and restated employment agreement with our President and Chief Executive Officer, Stephen From, effective as of April 28, 2006. Pursuant to this agreement, Mr. From received an annual base salary of \$275,078 and he was entitled to receive a bonus of up to 50% of his annual base salary for the applicable fiscal year, and which was \$130,000 for the year ended December 31, 2014.

In July 2014, our board of directors approved a second amended and restated employment agreement with Mr. From that became effective upon our listing on the NASDAQ Capital Market on July 31, 2015. Pursuant to this agreement, Mr. From currently receives an annual base salary of \$400,000 and is entitled to receive a bonus of up to 50% of his annual base salary for the applicable fiscal year. This agreement supersedes in its entirety any prior employment agreements we had with Mr. From.

We originally entered into an offer letter with our Vice President of Engineering, Michael Manzo, effective as of August 24, 2006. Pursuant to this agreement, Mr. Manzo received an annual base salary of \$200,000, which was increased from \$175,049 by an amendment following our initial public offering, and he is entitled to receive a bonus of up to 15% of his annual base salary for the applicable fiscal year. Mr. Manzo did not receive a bonus for the year ended December 31, 2014.

In July 2014, our board of directors approved an amended and restated offer letter with Mr. Manzo that became effective upon our listing on the NASDAQ Capital Market on July 31, 2015. Pursuant to this letter, Mr. Manzo currently receives an annual base salary of \$250,000 and is entitled to receive a bonus of up to 30% of his annual base salary for the applicable fiscal year. This agreement supersedes in its entirety any prior offer letters we had with Mr. Manzo.

TABLE OF CONTENTS

Each of our named executive officers is eligible to receive certain benefits in the event of a change in control or if his employment is terminated under certain circumstances, as described under “Potential Payments Upon Termination or Change in Control” below.

Equity Compensation

We grant stock options and restricted shares to our named executive officers as the long-term incentive component of our compensation program. Stock options allow employees to purchase shares of our Common Stock at a price per share equal to the fair market value of our Common Stock on the date of grant and may or may not be intended to qualify as “incentive stock options” for United States federal income tax purposes. In the past, our board of directors has determined the fair market value of our Common Stock based upon inputs including valuation reports prepared by third-party valuation firms. Generally, one third of the equity awards we grant vest on the first year anniversary, with the remainder vesting in equal monthly installments over 24 months, subject to the employee’s continued employment with us on the vesting date and our board of directors has discretion to provide that granted options will vest on an accelerated basis if a change of control of our company occurs, either at the time such award is granted or afterward.

Potential Payments Upon Termination or Change in Control

Stephen From

Pursuant to his employment agreement, if we terminate the employment of Stephen From without Cause or if he resigns for Good Reason, then he will be eligible to receive:

- continued payment of base salary for 1 year;
- a lump-sum cash payment equal to his target bonus payment for the year in which the termination occurs; and
- payment by us of the monthly premiums under COBRA for Mr. From for up to 1 year following the termination.

“Cause” means the officer’s unlawful or dishonest conduct, or a breach of any of his obligations made under his employment agreement, including, but to limited to, the confidentiality provisions.

“Good Reason” means a resignation after one of the following conditions has come into existence without the officer’s consent: (i) a material reduction in duties, authority or responsibility; (ii) a material reduction in annual base salary; (iii) a relocation of principal place of employment that increases his one-way commute by more than 50 miles; or (iv) a material breach by us of his employment agreement.

Upon a Change in Control, as defined in Mr. From’s employment agreement, all outstanding unvested options held by Mr. From accelerate and vest in full.

Michael Manzo

Pursuant to his offer letter, if we terminate the employment of Michael Manzo without Cause or if he resigns for Good Reason, then he will be eligible to receive:

- continued payment of base salary for six months; and
- a lump-sum cash payment equal to his target bonus payment for the year in which the termination occurs.

“Cause” means the officer’s unlawful or dishonest conduct, or a breach of any of his obligations made under his offer letter, including, but to limited to, obligations under a separate agreement relating to inventions, non-competition and non-solicitation.

“Good Reason” means a resignation after one of the following conditions has come into existence without the officer’s consent: (i) a material reduction in duties, authority or responsibility; (ii) a material reduction in annual base salary; (iii) a relocation of principal place of employment that increases his one-way commute by more than 50 miles; or (iv) a material breach by us of his offer letter.

[TABLE OF CONTENTS](#)

Employee Benefits and Perquisites

Our named executive officers are eligible to participate in our health and welfare plans to the same extent as all full-time employees. We do not provide our named executive officers with perquisites or other personal benefits other than reimbursement of their healthcare premiums (prior to our offering health plans), as described in the Summary Compensation Table.

Outstanding Equity Awards at 2015 Fiscal Year-End

The following table shows certain information regarding outstanding equity awards held by our named executive officers as of December 31, 2015.

Generally, one-third of the options granted to our named executive officers vest on the one year anniversary of grant, with the remaining options vesting monthly for two years thereafter, subject to our repurchase right in the event that the executive's service terminates before vesting in such shares. For information regarding the vesting acceleration provisions applicable to the options held by our named executive officers, please see "Potential Payments Upon Termination or Change in Control" above.

Option Awards

Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Vested	Number of Securities Underlying Unexercised Options (#) Unvested	Option Exercise Price (\$)	Option Expiration Date	
Stephen From	25-Jul-06	52,990	—	0.65	25-Jul-16	
	10-Jan-07	22,803	—	0.65	10-Jan-17	
	15-Apr-08	27,803	—	0.65	15-Apr-18	
	23-Jan-09	2,157	—	0.65	23-Jan-19	
	23-Jan-09	278	—	0.65	23-Jan-19	
	29-Jan-10	54,009	—	0.65	29-Jan-20	
	25-Jun-10	34,672	—	0.65	25-Jun-20	
	14-Jan-11	4,554	—	0.65	14-Jan-21	
	14-Jan-11	47,439	—	0.65	14-Jan-21	
	23-Dec-12	10,929	—	0.65	23-Dec-22	
	19-Feb-15	2,023	1,619 ⁽¹⁾	6.00	19-Feb-25	
	24-Feb-15	43,750	131,250 ⁽²⁾	5.75	24-Feb-25	
	28-Aug-15	12,500	37,500 ⁽²⁾	3.59	28-Aug-25	
	Michael Manzo	16-Oct-06	7,286	—	0.65	16-Oct-16
		16-May-07	7,286	—	0.65	16-May-17
15-Apr-08		3,436	—	0.65	15-Apr-18	
23-Jan-09		268	—	0.65	23-Jan-19	
23-Jan-09		1,366	—	0.65	23-Jan-19	
29-Jan-10		6,885	—	0.65	29-Jan-20	
25-Jun-10		4,567	—	0.65	25-Jun-20	
14-Jan-11		1,366	—	0.65	14-Jan-21	
14-Jan-11		6,400	—	0.65	14-Jan-21	
23-Dec-12		10,929	—	0.65	23-Dec-22	
19-Feb-15		1,771	1,416 ⁽¹⁾	6.00	19-Feb-25	
24-Feb-15		12,500	37,500 ⁽²⁾	5.75	24-Feb-25	
28-Aug-15		2,500	7,500 ⁽²⁾	3.59	28-Aug-25	

(1) One-third of these options vest on April 24, 2015, with the remainder vesting in equal monthly installments over two years.

(2) One-quarter of these options vest as of the grant date, one-quarter vest on the one year anniversary of the grant, with the remainder vesting in equal monthly installments over two years.

TABLE OF CONTENTS

All option awards were granted under our 2005 Equity Incentive Plan, or the 2005 Plan, and our 2014 Employee Stock Purchase Plan, or the 2014 Plan.

Limitations of Liability and Indemnification Matters

Our amended and restated certificate of incorporation and our amended and restated bylaws provide that we will indemnify our directors and officers to the fullest extent permitted by the Delaware General Corporation Law, which prohibits our amended and restated certificate of incorporation from limiting the liability of our directors for the following:

- any breach of the director's duty of loyalty to us or our stockholders;
- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- unlawful payment of dividends or unlawful stock repurchases or redemptions; or
- any transaction from which the director derived an improper personal benefit.

Our amended and restated certificate of incorporation and our amended and restated bylaws also provide that if Delaware law is amended to authorize corporate action further eliminating or limiting the personal liability of a director, then the liability of our directors will be eliminated or limited to the fullest extent permitted by Delaware law, as so amended. This limitation of liability does not apply to liabilities arising under the federal securities laws and does not affect the availability of equitable remedies such as injunctive relief or rescission.

Our amended and restated certificate of incorporation and our amended and restated bylaws also provide that we shall have the power to indemnify our employees and agents to the fullest extent permitted by law. Our amended and restated bylaws also permit us to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in this capacity, regardless of whether our amended and restated bylaws would permit indemnification. We have obtained directors' and officers' liability insurance.

We entered into separate indemnification agreements with our directors and executive officers, in addition to indemnification provided for in our amended and restated certificate of incorporation and amended and restated bylaws. These agreements, among other things, provide for indemnification of our directors and executive officers for certain expenses, judgments, fines and settlement amounts, among others, incurred by such person in any action or proceeding arising out of such person's services as a director or executive officer in any capacity with respect to any employee benefit plan or as a director, partner, trustee or agent of another entity at our request. We believe that these provisions in our amended and restated certificate of incorporation and amended and restated bylaws and indemnification agreements are necessary to attract and retain qualified persons as directors and executive officers.

The above description of the indemnification provisions of our amended and restated certificate of incorporation, our amended and restated bylaws and our indemnification agreements is not complete and is qualified in its entirety by reference to these documents.

The limitation of liability and indemnification provisions in our amended and restated certificate of incorporation and amended and restated bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against directors and officers, even though an action, if successful, might benefit us and our stockholders. A stockholder's investment may be harmed to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. Insofar as indemnification for liabilities under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. There is no pending litigation or proceeding naming any of our directors or officers as to which indemnification is being sought, nor are we aware of any pending or threatened litigation that may result in claims for indemnification by any director or officer.

[TABLE OF CONTENTS](#)

REPORT OF THE COMPENSATION COMMITTEE

Under rules of the Securities and Exchange Commission, as a Smaller Reporting Company, we are not required to provide a report of the Compensation Committee.

DIRECTOR COMPENSATION

We use a combination of cash and stock-based incentive compensation to attract and retain qualified candidates to serve on our board of directors. In setting director compensation, the board of directors and the compensation committee consider the significant amount of time that directors expend in fulfilling their duties to the Company as well as the skill-level required by the Company of members of the board of directors.

Prior to our initial public offering, we generally did not provide any cash compensation to our non-employee directors for their service on our board of directors or committees of our board of directors. Stephen From, our President and CEO, receives no compensation for his service as a director.

Upon the closing of our initial public offering, each of our non-employee directors was granted an option to purchase shares of our Common Stock with an exercise price per share equal to the IPO price of \$6.00. Each of these options vest in three equal annual installments following the date of the grant.

On May 1, 2015, each of our non-employee directors was granted shares of restricted Common Stock under the 2014 Plan with a fair market value on the grant date, determined in accordance with the provisions of the 2014 Plan, of \$3.50 per share, in lieu of cash compensation for their services rendered as directors. 13% of these shares of restricted Common Stock vested as of the grant date, with 29% vesting on each of June 30, 2015, September 30, 2015, and December 31, 2015. Vesting of these restricted shares ceased when we became listed on The NASDAQ Capital Market on July 31, 2015, such that all unvested shares at such time were forfeited. On August 28, 2015, each of our non-employee directors was granted (i) shares of Common Stock equal to the amount that was forfeited as a result of our listing on the NASDAQ Capital Market on July 31, 2015 and (ii) an option to purchase shares of our Common Stock with an exercise price per share equal to \$3.59, 25% of which were exercisable upon grant, 25% of which will become exercisable on August 28, 2016 and the remainder of which will vest monthly for 24 months thereafter.

Each member of our board of directors who is not our employee is entitled to receive the following cash compensation for board services, as applicable:

- \$35,000 per year for service as a board of directors member;
- \$62,500 per year for service as chairman of the board of directors;
- \$15,000 per year for service as chairman of the audit committee;
- \$10,000 per year for service as chairman of the compensation committee;
- \$7,000 per year for service as chairman of the nominating and corporate governance committee;
- \$7,500 per year for service as non-chairman member of the audit committee;
- \$5,000 per year for service as non-chairman member of the compensation committee; and
- \$3,500 per year for service as non-chairman member of the nominating and corporate governance committee.

Each new non-employee member of our board of directors that is elected to our board of directors will receive an automatic grant of non-statutory stock options under the 2014 Plan. Such option will be granted following his or her initial election to the board of directors and will be a non-statutory stock option to purchase shares of Common Stock with an exercise price equal to the fair market value of our Common Stock on the grant date. These initial option grants will vest with respect to one-third (1/3) of the underlying shares on the first anniversary of the applicable grant date and ratably in monthly installments over the following 24 months. For purposes of our automatic director grant program, a non-employee director is a director who is not employed by us and who does not receive compensation from us (excluding the non-employee director compensation described above) or have a business relationship with us that would require disclosure under certain SEC rules.

TABLE OF CONTENTS

In addition, on the date of each annual meeting of our stockholders, each non-employee director will be eligible to receive a non-statutory stock option to purchase shares of our Common Stock with an exercise price equal to the fair market value of our Common Stock on the grant date. A non-employee director who receives an initial award will not receive the additional annual award in the same calendar year. Automatic annual grants vest in full on the one-year anniversary of the grant date.

All options granted to the non-employee directors as described above will have a maximum term of ten years.

We also reimburse our non-employee directors for their reasonable out-of-pocket expenses incurred in attending board of directors and committee meetings.

Director Compensation Table

The following table presents the compensation provided by us to the non-employee directors who served during the fiscal year ended December 31, 2015.

<u>Name⁽¹⁾</u>	<u>Fees earned or paid in cash (\$)</u>	<u>Option awards (\$)⁽²⁾⁽³⁾</u>	<u>Total (\$)</u>
<i>Paul Chaney</i>	\$ 25,514	118,028	\$ 143,542
<i>Morton Goldberg</i>	\$ 15,716	97,174	\$ 112,890
<i>Praveen Tyle</i>	\$ 19,799	105,863	\$ 125,662
<i>Thomas Balland</i>	\$ 17,349	68,424	\$ 85,773
<i>Thomas E. Hancock</i>	\$ 22,542	77,266	\$ 99,808
<i>Bernard Malfroy-Camine</i>	\$ 19,183	87,039	\$ 106,222
<i>Mounia Chaoui</i>	\$ 17,349	68,424	\$ 85,773

- (1) Stephen From, our President and Chief Executive Officer is not included in this table as he is our employee and thus receives no compensation for his service as a director. The compensation received by Mr. From as an employee of the Company is shown in the Summary Compensation Table earlier in this proxy statement.
- (2) Based on the aggregate grant date fair value computed awards in accordance with the provisions of FASB ASC 718, "Compensation — Stock Compensation" excluding the impact of estimated forfeitures. Assumptions used in the calculation of this amount are included under "Summary of Significant Accounting Policies — Stock-Based Compensation" in Note 2 to our audited financial statements for the fiscal year ended December 31, 2015, included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 30, 2016.
- (3) The aggregate number of option awards outstanding at our 2015 fiscal year end and held by the non-employee directors were as follows: 92,243 for Mr. Chaney, 42,735 for Mr. Goldberg, 42,735 for Mr. Tyle, 5,085 for Mr. Balland, 5,085 for Mr. Hancock, 15,315 for Mr. Malfroy-Camine and 5,085 for Ms. Chaoui.

[TABLE OF CONTENTS](#)

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information with respect to the beneficial ownership of our Common Stock as of March 30, 2016, by:

- each of our named executive officers;
- each of our directors;
- all of our directors and current executive officers as a group; and
- each person or group of affiliated persons known by us to beneficially own more than 5% of our Common Stock.

Beneficial ownership is determined in accordance with the rules and regulations of the SEC. In general, a person is deemed to be the beneficial owner of (i) any shares of our Common Stock over which such person has sole or shared voting power or investment power, plus (ii) any shares which such person has the right to acquire beneficial ownership of within 60 days of March 30, 2016, whether through the exercise of options, warrants or otherwise.

<u>Name of Beneficial Owner⁽¹⁾</u>	<u>Common Stock Beneficially Owned</u>	
	<u>Shares</u>	<u>Percent⁽²⁾</u>
5% or Greater Stockholders		
Entities affiliated with Ventech SA ⁽³⁾ 47, avenue de l'Opéra Paris, France 75002	2,839,178	33.1%
Entities affiliated with IPSA ⁽⁴⁾ 10 rue de la Paix, Paris, France 75002	1,549,650	18.4%
Natixis Private Equity ⁽⁵⁾ 5 – 7, rue de Monttessuy 75340 Paris cedex 07 France	737,647	8.8%
Executive Officers and Directors		
Stephen From ⁽⁶⁾	443,076	5.1%
Michael Manzo ⁽⁷⁾	94,888	1.1%
Paul Chaney ⁽⁸⁾	124,773	1.5%
Morton Goldberg ⁽⁹⁾	58,050	*
Praveen Tyle ⁽¹⁰⁾	60,502	*
Thomas Balland ⁽¹¹⁾	1,567,903	18.6%
Thomas E. Hancock ⁽¹²⁾	21,318	*
Bernard Malfroy-Camine ⁽¹³⁾	31,149	*
Mounia Chaoui ⁽¹⁴⁾	18,253	*
All current executive officers and directors as a group (total 9 persons) ⁽¹⁵⁾	2,419,912	26.5%

* Represents beneficial ownership of less than one percent (1%) of our outstanding Common Stock.

(1) Unless otherwise indicated, the address of each beneficial owner listed below is c/o EyeGate Pharmaceuticals, Inc., 271 Waverley Oaks Road, Suite 108, Waltham, MA 02452.

(2) Based on 8,346,444 shares of Common Stock outstanding on March 30, 2016, together with the applicable options for each stockholder that become exercisable within 60 days.

(3) This information is based solely upon a Schedule 13D filed jointly by FCPR Ventech A, FCPR Ventech B, FCRP Ventech Coinvest and FCPR Ventech Capital II with the Securities and Exchange Commission on March 3, 2015 reporting beneficial ownership as of February 19, 2015. Consists of:

- (a) 576,302 shares held by FCPR Ventech A;
- (b) 610,371 shares held by FCPR Ventech B;
- (c) 965 shares held by FCPR Ventech Coinvest; and
- (d) 1,651,540 shares held by FCPR Ventech Capital II.

TABLE OF CONTENTS

Alain Caffi and Jean Bourcereau, as directors of Ventech SA, have voting and investment power with respect to the shares held by all of the foregoing entities. Includes 235,359 shares of Common Stock issuable upon exercise of warrants.

- (4) This information is based solely upon a Schedule 13D filed jointly by Innoven Partenaires S.A. and the affiliated entities listed below with Securities and Exchange Commission on March 2, 2015 reporting beneficial ownership as of February 19, 2015. Consists of:

- (a) 5,791 shares held by Innoven 2002 FCPI N°6;
- (b) 11,387 shares held by Innoven 2003 FCPI N°7;
- (c) 39,437 shares held by FCPI Innoven Europe;
- (d) 72,694 shares held by FCPI Innoven Europe 2;
- (e) 39,160 shares held by FCPI Innoven Europe 3;
- (f) 32,943 shares held by FCPI Innoven Capital;
- (g) 20,102 shares held by FCPI Innoven Capital 2;
- (h) 230,238 shares held by FCPI Poste Innovation;
- (i) 149,680 shares held by FCPI Poste Innovation 2;
- (j) 193,633 shares held by FCPI Poste Innovation 3;
- (k) 325,945 shares held by FCPI Poste Innovation 5;
- (l) 250,663 shares held by FCPI Poste Innovation 6;
- (m) 80,706 shares held by FCPI Poste Innovation 9; and
- (n) 97,271 shares held by FCPI La Banque Postale Innovation 1.

Jean-Michel Paulhac and Thomas Balland, as directors of Innoven Partenaires S.A., have voting and investment power with respect to the shares held by all of the foregoing entities. Includes 89,172 shares of Common Stock issuable upon exercise of warrants.

- (5) This information is based solely upon a Schedule 13G filed jointly by Natixis Private Equity and NPE Coinvest 1 with the Securities and Exchange Commission on February 16, 2016 reporting beneficial ownership as of December 31, 2015. Dominique Sabassier, as general manager of Natixis Private Equity, has voting and investment power with respect to the shares held by Natixis Private Equity. Includes 63,442 shares of Common Stock issuable upon exercise of warrants.
- (6) Consists of 71,975 shares held and 371,101 shares issuable pursuant to stock options exercisable within 60 days of March 30, 2016.
- (7) Consists of 12,261 shares held and 82,627 shares issuable pursuant to stock options exercisable within 60 days of March 30, 2016.
- (8) Consists of 23,659 shares held and 101,114 shares issuable pursuant to stock options exercisable within 60 days of March 30, 2016.
- (9) Consists of 9,441 shares held and 48,609 shares issuable pursuant to stock options exercisable within 60 days of March 30, 2016.
- (10) Consists of 11,893 shares held and 48,609 shares issuable pursuant to stock options exercisable within 60 days of March 30, 2016.
- (11) Consists of 1,549,650 shares beneficially owned as a director of IPSA (including 89,172 shares issuable upon exercise of warrants exercisable within 60 days of March 30, 2016 beneficially owned as a director of IPSA), 10,422 shares held individually and 7,831 shares issuable pursuant to stock options exercisable within 60 days of March 30, 2016.
- (12) Consists of 13,487 shares held and 7,831 shares issuable pursuant to stock options exercisable within 60 days of March 30, 2016.
- (13) Consists of 11,525 shares held and 19,624 shares issuable pursuant to stock options exercisable within 60 days of March 30, 2016.
- (14) Consists of 10,422 shares held and 7,831 shares issuable pursuant to stock options exercisable within 60 days of March 30, 2016.
- (15) Consists of 1,635,563 shares held, 89,172 shares issuable upon exercise of warrants exercisable within 60 days of March 30, 2016 and 695,177 shares issuable pursuant to stock options exercisable within 60 days of March 30, 2016.

[TABLE OF CONTENTS](#)

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information as of December 31, 2015 concerning the number of shares of Common Stock issuable under our existing equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Restricted Stock Units, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants, and Rights	Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders ⁽¹⁾	1,619,818	\$ 2.84	116,637
Equity compensation plans not approved by security holders	—	—	—
Total	1,619,818	\$ 2.84	116,637

(1) Consists of our 2014 Plan and our 2005 Plan.

[TABLE OF CONTENTS](#)

TRANSACTIONS WITH RELATED PERSONS

The following is a description of transactions since January 1, 2014 to which we have been a party, in which the amount involved exceeded or will exceed the average of 1% of our total assets as of December 31, 2014 and December 31, 2015, and in which any of our directors, executive officers or beneficial owners of more than 5% of our Common Stock, or an affiliate or immediate family member thereof, had or will have a direct or indirect material interest, other than compensation, termination and change-in-control arrangements, which are described under “Executive Compensation.” We also describe below certain other transactions with our directors, executive officers and stockholders.

All of the transactions set forth below were approved by a majority of our board of directors, including a majority of the independent and disinterested members of our board of directors. We believe that we have executed all of the transactions set forth below on terms no less favorable to us than we could have obtained from unaffiliated third parties. It is our intention to ensure that all future transactions between us and our officers, directors and principal stockholders and their affiliates are approved by the audit committee and a majority of the members of our board of directors, including a majority of the independent and disinterested members of our board of directors, and are on terms no less favorable to us than those that we could obtain from unaffiliated third parties.

Some of our directors have previously been or are currently associated with our principal stockholders as indicated in the following table:

<u>Director</u>	<u>Principal Stockholder</u>
Thomas Balland	Entities affiliated with IPSA
Mounia Chaoui	Entities affiliated with Ventech SA
Bernard Malfroy-Camine	Entities affiliated with Ventech SA

Voting Agreement

In connection with the closing of our Series D Preferred Stock financing, along with certain holders of our Common Stock and certain holders of our convertible preferred stock, we entered into an amended and restated voting agreement. Under the terms of such voting agreement as amended, the parties agreed, subject to certain conditions, to vote their shares so as to elect as directors the nominees designated by certain of our investors, including Ventech SA, which designated Mounia Chaoui, following the amendment and restatement of the voting agreement, IPSA, which designated Thomas Balland, following the amendment and restatement of the voting agreement, and Nexus Medical, which designated Thomas E. Hancock, following the amendment and restatement of the voting agreement. In addition, the parties to the voting agreement agreed to vote their shares so as to elect to our Chief Executive Officer, who is currently Stephen From. Three additional directors were designated by the majority vote of our board of directors, so long as such majority vote includes the vote of the directors nominated by the representative of IPSA and Ventech, which designated Praveen Tyle, Paul Chaney and Morton Goldberg to these board seats. The holders of our outstanding shares of capital stock voting together as a single class, by majority vote, shall designate one independent nominee as director, currently such designee is Bernard Malfroy-Camine. The voting agreement terminated immediately prior to our initial public offering and is no longer of any force or effect.

Stockholders Agreement

In connection with the closing of our Series D Preferred Stock financing, we entered into an amended and restated stockholders agreement with our significant stockholders, including entities affiliated with Ventech SA and IPSA. Pursuant to this agreement, we granted such stockholders a right of first offer with respect to future issuances of our securities. This agreement also provided for rights of first refusal and co-sale relating to the shares of our Common Stock and Common Stock issuable upon conversion of the shares of convertible preferred stock held by the parties thereto. The stockholders agreement terminated immediately prior to our initial public offering and is no longer of any force or effect.

TABLE OF CONTENTS

Convertible Promissory Note Financings

Effective as of December 21, 2012, we issued convertible promissory notes, or the 2012 Notes, to certain investors, including Ventech, S.A. and IPSA in the aggregate principal amount of \$1,058,270, pertaining to loans in the aggregate principal amount of \$525,000 provided to us. The 2012 Notes accrued interest at a rate of 8% per annum on the \$525,000 received by us. The initial maturity date of the 2012 Notes was December 10, 2013, which was subsequently extended until June 10, 2014.

Effective as of July 29, 2013 we issued convertible promissory notes, or the 2013 Notes, to certain investors, including Ventech S.A. and IPSA in the aggregate principal amount of \$968,970. A second tranche of the 2013 Notes was closed as of February 28, 2014, in which we issued convertible promissory notes to substantially the same investors in the aggregate principal amount of \$446,151. In April 2014, we received additional proceeds of \$16,667. The 2013 Notes accrued interest at a rate of 8% per annum and have an initial maturity date of July 29, 2014. The 2012 Notes and the 2013 Notes were amended and restated in connection with the 2014 Private Placement discussed below. Following such amendment and restatement the 2012 Notes and the 2013 Notes accrued interest at a rate of 12% per annum. The 2012 Notes and the 2013 Notes converted into shares of our Common Stock upon the closing of our initial public offering.

On June 6, 2014 and July 17, 2014, we consummated two closings of a private placement, comprising the first tranche of a bridge financing, or the 2014 Private Placement, in which we issued convertible promissory notes in the aggregate principal amount of approximately \$995,000 to certain investors, including Ventech, S.A. and IPSA; and in December 2014, we closed the second tranche of the 2014 Private Placement, in which we issued convertible promissory notes in the aggregate principle amount of approximately \$288,000 to certain investors, including Ventech, S.A. and IPSA, all of such convertible promissory notes referred to as the 2014 Notes. The 2014 Notes accrued interest at a rate of 12% per annum and have a maturity date of June 6, 2015. We also issued warrants to purchase that number of shares of our Common Stock equal to the aggregate amount of principal and interest outstanding under the 2012 Notes, the 2013 Notes and the 2014 Notes divided by \$6.00, which was the price of our Common Stock in our initial public offering. The 2014 Notes converted into shares of our Common Stock upon the closing of our initial public offering.

Loans to Officers and Directors

On December 1, 2005, we made a loan to our Stephen From, our President, Chief Executive Officer and director, in connection with his purchase of restricted stock, in the original principal amount of \$132,341, which had an original maturity date of October 1, 2010. On September 3, 2010, our board extended the maturity date of this note to October 1, 2012 and on September 28, 2012, our board further extended the maturity date of this note to October 1, 2016. In January 2014, we entered into an agreement with Mr. From to terminate this note and forgive any obligation for payment thereof.

On September 23, 2006, we made an additional loan to Mr. From in connection with his purchase of restricted stock, in the original principal amount of \$3,835, which had an original maturity date of May 23, 2011. On September 3, 2010, our board extended the maturity date of this note to September 23, 2013 and on September 28, 2012, our board further extended the maturity date of this note to May 23, 2017 and reduced the interest rate to 0.93% compounded semi-annually. In January 2014, we and Mr. From entered into an agreement to terminate this note and forgive any obligation for payment thereof.

Indemnification Agreements

We have entered into separate indemnification agreements with our directors and executive officers, in addition to indemnification provided for in our restated certificate of incorporation and amended and restated bylaws. These agreements, among other things, provide for indemnification of our directors and executive officers for certain expenses, judgments, fines and settlement amounts, among others, incurred by such person in any action or proceeding arising out of such person's services as a director or executive officer in any capacity with respect to any employee benefit plan or as a director, partner, trustee or agent of another entity at our request. We believe that these provisions in our restated certificate of incorporation and amended and restated bylaws and indemnification agreements are necessary to attract and retain qualified persons as directors and executive officers.

[TABLE OF CONTENTS](#)

Participation in our Initial Public Offering

Certain of our existing stockholders, as well as certain of our directors, purchased an aggregate of approximately \$3.4 million of shares of our Common Stock in the IPO.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Our executive officers, directors and beneficial owners of more than 10% of our Common Stock are required under Section 16(a) of the Securities Exchange Act of 1934 to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Copies of those reports must also be furnished to us.

Based solely on a review of the copies of the reports furnished to us, and written representations from certain reporting persons that no other reports were required, we believe that during the year ended December 31, 2015, the reporting persons complied on a timely basis with all Section 16(a) filing requirements applicable to them.

EXPENSES OF SOLICITATION

We will pay the entire expense of soliciting proxies for the Annual Meeting. In addition to solicitations by mail, certain of our directors, officers and employees (who will receive no compensation for their services other than their regular compensation) may solicit proxies by telephone, telegram, personal interview, facsimile, e-mail or other means of electronic communication. Banks, brokerage houses, custodians, nominees and other fiduciaries have been requested to forward proxy materials to the beneficial owners of shares of Common Stock held of record by them as of the Record Date, and such custodians will be reimbursed for their expenses.

SUBMISSION OF STOCKHOLDER PROPOSALS FOR THE 2017 ANNUAL MEETING

Stockholder proposals intended to be presented at our 2017 annual meeting of stockholders must be received by us on or before December 29, 2016 in order to be considered for inclusion in our proxy statement and form of proxy for that meeting. These proposals must also comply with the rules of the Securities and Exchange Commission governing the form and content of proposals in order to be included in our proxy statement and form of proxy and should be mailed to: Secretary, EyeGate Pharmaceuticals, Inc., 271 Waverley Oaks Road, Suite 108, Waltham, MA 02452.

Our By-laws provide that any stockholder of record wishing to have a stockholder proposal that is not included in our proxy statement considered at an annual meeting must provide written notice of such proposal and appropriate supporting documentation, as set forth in the By-laws, to our Secretary at our principal executive office not less than 45 days or not more than 75 days prior to the first anniversary of the date when we first mailed proxy materials for the preceding year's annual meeting to stockholders. In the event, however, that the annual meeting is scheduled to be held more than 30 days before the first anniversary of the preceding year's annual meeting or more than 30 days after such anniversary date, notice must be delivered not later than the later of (i) 10 days following the date of public announcement of the date of such meeting or (ii) 90 days prior to the date of such meeting. Proxies solicited by the board of directors will confer discretionary voting authority on the proxy holders with respect to these proposals, subject to rules of the SEC governing the exercise of this authority.

TABLE OF CONTENTS

SUBMISSION OF SECURITYHOLDER RECOMMENDATIONS FOR DIRECTOR CANDIDATES

Our nominating and corporate governance committee identifies, evaluates and recommends director candidates to our board of directors for nomination. The process followed by the nominating and corporate governance committee to identify and evaluate director candidates includes requests to current directors and others for recommendations, meetings to evaluate potential candidates and interviews of selected candidates. The Company does not pay any fees to third parties to identify or evaluate potential nominees.

Our nominating and corporate governance committee will evaluate all such proposed director candidates, including those recommended by securityholders in compliance with the procedures established by our nominating and corporate governance committee, in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate. When considering a potential candidate for membership on the board of directors, our nominating and corporate governance committee may consider, in addition to the minimum qualifications and other criteria for board membership approved by the board of directors, all facts and circumstances that the nominating and corporate governance committee deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her availability, depth and breadth of business experience or other background characteristics, his or her independence and the needs of the board of directors. At a minimum, each nominee must have high personal and professional integrity, have demonstrated ability and judgment, and be effective, in conjunction with the other directors and nominees, in collectively serving the long-term interests of the stockholders. In addition, the nominating and corporate governance committee will recommend that the board select persons for nomination to help ensure that a majority of the board shall be "independent" in accordance with NASDAQ rules and each of its audit, compensation and nominating and corporate governance committees shall be comprised entirely of independent directors; provided, however, in accordance with NASDAQ rules, under exceptional and limited circumstances, if a committee has at least three members, the board may appoint one individual to such committee who does not satisfy the independence standards. Although there is no specific policy regarding the consideration of diversity in identifying director nominees, the nominating and corporate governance committee may consider whether the nominee, if elected, assists in achieving a mix of board members that represents a diversity of background and experience. The nominating and corporate governance committee also may consider whether the nominee has direct experience in the biotechnology, pharmaceutical and/or life sciences industries or in the markets in which the Company operates.

All securityholder recommendations for director candidates must be submitted in writing to our Secretary at EyeGate Pharmaceuticals, Inc., 271 Waverley Oaks Road, Suite 108, Waltham, MA 02452, who will forward all recommendations to the nominating and corporate governance committee. All securityholder recommendations for director candidates must be submitted to us not less than 120 calendar days prior to the anniversary of the date on which our proxy statement was released to securityholders in connection with the previous year's annual meeting. All securityholder recommendations for director candidates must include:

- the name and address of record of the securityholder,
- a representation that the securityholder is a record holder of our securities, or if the securityholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934,
- the name, age, business and residential address, educational background, public company directorships, current principal occupation or employment, and principal occupation or employment for the preceding five full fiscal years of the proposed director candidate,
- a description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for board membership approved by the board of directors and set forth in the nominating and corporate governance committee charter,
- a description of all arrangements or understandings between the securityholder and the proposed director candidate,

TABLE OF CONTENTS

- the consent of the proposed director candidate to be named in the proxy statement, to have all required information regarding such director candidate included in the proxy statement, and to serve as a director if elected, and
- any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the SEC.

STOCKHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Stockholders wishing to communicate with the board of directors may do so by sending a written communication to any director at the following address: EyeGate Pharmaceuticals, Inc., 271 Waverley Oaks Road, Suite 108, Waltham, MA 02452. The mailing envelope should contain a notation indicating that the enclosed letter is a "Stockholder-Board Communication". All such letters should clearly state whether the intended recipients are all members of the board of directors or certain specified individual directors. Our Secretary or his designee will make a copy of any stockholder communication so received and promptly forward it to the director or directors to whom it is addressed.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Fees for professional services provided by EisnerAmper LLP, our independent registered public accounting firm, during the fiscal years ended December 31, 2014 and December 31, 2015, in each of the following categories is as set forth in the table below.

	<u>2014</u>	<u>2015</u>
Audit Fees⁽¹⁾	\$ 58,500	\$ 255,100
Audit-Related Fees⁽²⁾	\$ —	\$ 7,000
Tax Fees⁽³⁾	\$ —	\$ —
All Other Fees⁽⁴⁾	\$ —	\$ —
Total Fees	\$ 58,500	\$ 262,100

- (1) *Audit Fees* include fees for services rendered for the audit of our annual consolidated financial statements, the review of financial statements included in our quarterly reports on Form 10-Q, assistance with and review of documents filed with the SEC and consents and other services normally provided in connection with statutory and regulatory filings or engagements.
- (2) *Audit-Related Fees* would principally include fees incurred for due diligence in connection with potential transactions and accounting consultations. For 2015, such fees were incurred in connection with the Valeant Licensing Agreement. There were no audit-related fees incurred in 2014.
- (3) *Tax Fees* would include fees for services rendered for tax compliance, tax advice, and tax planning. There were no tax fees incurred with EisnerAmper LLP in 2015 and 2014.
- (4) *All Other Fees* would include fees for all other services rendered to us that do not constitute Audit Fees, Audit-Related Fees, or Tax Fees. There were no other fees incurred with EisnerAmper LLP in 2015 and 2014.

All of the services performed in the years ended December 31, 2014 and December 31, 2015 were pre-approved by the audit committee. It is the audit committee's policy to pre-approve all audit and permitted non-audit services to be provided to us by the independent registered public accounting firm. The audit committee's authority to pre-approve non-audit services may be delegated to one or more members of the audit committee, who shall present all decisions to pre-approve an activity to the full audit committee at its first meeting following such decision. In addition, the audit committee has considered whether the provision of the non-audit services above is compatible with maintaining the independent registered public accounting firm's independence.

PROPOSAL 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The audit committee of the board of directors has appointed EisnerAmper LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016. EisnerAmper LLP has served as our independent registered public accounting firm since 2014. The audit committee is responsible for the appointment, retention, termination, compensation and oversight of the work of our independent registered public accounting firm for the purpose of preparing or issuing an audit report or related work. Although ratification of the appointment of our independent registered public accounting firm is not required by our By-laws or otherwise, the board is submitting the appointment of EisnerAmper LLP to our stockholders for ratification because we value the views of our stockholders. In the event that our stockholders fail to ratify the appointment of EisnerAmper LLP, the audit committee will reconsider the appointment of EisnerAmper LLP. Even if the appointment is ratified, the ratification is not binding and the audit committee may in its discretion select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our stockholders.

A representative of EisnerAmper LLP is expected to be present at the Annual Meeting. He or she will have an opportunity to make a statement, if he or she desires to do so, and will be available to respond to appropriate questions.

Vote Required

The affirmative vote of a majority of the votes cast by holders of shares of Common Stock present or represented by proxy and entitled to vote on the matter at the Annual Meeting is required for the ratification of the appointment of EisnerAmper LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016.

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF EISNERAMPER LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. PROPERLY AUTHORIZED PROXIES SOLICITED BY THE BOARD OF DIRECTORS WILL BE VOTED “FOR” THE RATIFICATION OF THE APPOINTMENT OF EISNERAMPER LLP UNLESS INSTRUCTIONS TO THE CONTRARY ARE GIVEN.

MULTIPLE STOCKHOLDERS SHARING THE SAME ADDRESS

Owners of Common Stock in street name may receive a notice from their broker or bank stating that only one notice of internet availability of proxy materials, annual report or proxy statement will be delivered to multiple stockholders sharing an address. This practice, known as “householding,” is designed to reduce printing and postage costs. However, if any stockholder residing at such an address wishes to receive a separate notice of internet availability of proxy materials, annual report or proxy statement, we will promptly deliver a separate copy to any stockholder upon written or oral request to our investor relations department at EyeGate Pharmaceuticals, Inc., 271 Waverley Oaks Road, Suite 108, Waltham, MA 02452 or by telephone at (781) 788-8869. In addition, any stockholder who receives multiple copies at the same address can request delivery of a single copy by notifying our investor relations department pursuant to the contact information provided above.

[TABLE OF CONTENTS](#)

OTHER MATTERS

The board of directors does not know of any matters, other than those described in this Proxy Statement that will be presented for action at the Annual Meeting. If other matters are duly presented, proxies will be voted in accordance with the best judgment of the proxy holders.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE CAST YOUR VOTE ONLINE, BY TELEPHONE OR BY COMPLETING, DATING, SIGNING AND PROMPTLY RETURNING YOUR PROXY CARD OR VOTING INSTRUCTIONS CARD IN THE POSTAGE-PAID ENVELOPE (WHICH WILL BE PROVIDED TO THOSE STOCKHOLDERS WHO REQUEST PAPER COPIES OF THESE MATERIALS BY MAIL) BEFORE THE ANNUAL MEETING SO THAT YOUR SHARES ARE REPRESENTED AT THE ANNUAL MEETING.

THIS PROXY STATEMENT IS ACCOMPANIED BY THE COMPANY'S ANNUAL REPORT TO STOCKHOLDERS FOR THE YEAR ENDED DECEMBER 31, 2015. THE COMPANY WILL FURNISH, WITHOUT CHARGE, A COPY OF ITS ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2015 AND ANY EXHIBITS THERETO TO ANY STOCKHOLDER, UPON WRITTEN REQUEST TO EYEGATE PHARMACEUTICALS, INC., 271 WAVERLEY OAKS ROAD, SUITE 108, WALTHAM, MA 02452. A LIST OF STOCKHOLDERS ENTITLED TO VOTE AT THE ANNUAL MEETING WILL BE AVAILABLE FOR INSPECTION BY STOCKHOLDERS DURING REGULAR BUSINESS HOURS AT OUR OFFICES AND THE OFFICES OF OUR TRANSFER AGENT DURING THE TEN DAYS PRIOR TO THE ANNUAL MEETING AS WELL AS AT THE ANNUAL MEETING.

TABLE OF CONTENTS

EYEGATE PHARMACEUTICALS, INC.
271 WAVERLEY OAKS ROAD, SUITE 108
WALTHAM, MA 02452

Investor Address Line 1
Investor Address Line 2
Investor Address Line 3
Investor Address Line 4
Investor Address Line 5
John Sample
1234 ANYWHERE STREET
ANY CITY, ON A1A 1A1

VOTE BY INTERNET - www.proxyvote.com
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

NAME

THE COMPANY NAME INC. - COMMON
THE COMPANY NAME INC. - CLASS A
THE COMPANY NAME INC. - CLASS B
THE COMPANY NAME INC. - CLASS C
THE COMPANY NAME INC. - CLASS D
THE COMPANY NAME INC. - CLASS E
THE COMPANY NAME INC. - CLASS F
THE COMPANY NAME INC. - 401 K

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PAGE 1 OF 2

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends you vote FOR the following Class I directors to hold office until the annual meeting of stockholders in 2019:

	For All	Withhold All	For All Except
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

1. Election of Directors

Nominees

01 Paul Chaney 02 Bernard Malfroy-Camine

The Board of Directors recommends you vote FOR the following proposal:

2 The ratification of the appointment of EisnerAmper LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016

	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTE: Such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Investor Address Line 1
Investor Address Line 2
Investor Address Line 3
Investor Address Line 4
Investor Address Line 5
John Sample
1234 ANYWHERE STREET
ANY CITY, ON A1A 1A1

Signature [PLEASE SIGN WITHIN BOX] Date JOB # Signature (Joint Owners) Date SHARES CUSIP # SEQUENCE #

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TABLE OF CONTENTS



Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Form 10-K and Notice & Proxy Statement are available at www.proxyvote.com

EYEGATE PHARMACEUTICALS, INC.
Annual Meeting of Stockholders
June 21, 2016 1:00 PM
This proxy is solicited by the Board of Directors

The shareholder(s) hereby appoint(s) (Appointee) and (Appointee), or either of them, as proxies, each with the power to appoint (his/her) substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of EYEGATE PHARMACEUTICALS, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholder(s) to be held at 1:00 PM, EST on June 21, 2016, at the offices of Burns & Levinson LLP, 125 Summer Street, Boston, Massachusetts 02110, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side

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