

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **February 1, 2017**

EYEGATE PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-36672

(Commission File Number)

98-0443284

(IRS Employer Identification No.)

**271 Waverley Oaks Road
Suite 108
Waltham, MA**

(Address of principal executive offices)

02452

(Zip Code)

(781) 788-9043

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective as of February 1, 2017, (the "Effective Date"), the Compensation Committee of the Board of Directors (the "Committee") of EyeGate Pharmaceuticals, Inc. (the "Company") appointed Sarah M. Romano, the Company's Corporate Controller, as Interim Chief Financial Officer of the Company. Following her appointment, Ms. Romano serves as the Company's principal financial officer and principal accounting officer.

Ms. Romano joined the Company as Corporate Controller in 2016, and has been responsible for the Company's accounting, tax, financial reporting, and internal controls. Prior to joining the Company, Ms. Romano served as Assistant Controller at TechTarget from June 2015 through August 2016 and Corporate Controller at Bowdoin Group, a healthcare-focused executive recruiting firm, from September 2013 through May 2015. Previously, she held financial reporting positions of increasing responsibility at SoundBite Communications from 2008 until its acquisition by Genesys in 2013, serving as Senior Financial Reporting Analyst from 2008 to 2010, as Financial Reporting Supervisor from 2010 to 2011 and as Financial Reporting Manager from 2011 to 2013. Ms. Romano also served as a Senior Financial Reporting Analyst at Cognex Corporation, a publicly-traded manufacturer of machine vision systems, software and sensors, from 2004 through 2008. Ms. Romano began her career as an Auditor in the Boston office of PricewaterhouseCoopers. A licensed CPA in Massachusetts, she holds a Bachelor of Arts in Accounting from College of the Holy Cross and Masters of Accounting from Boston College.

On the Effective Date, the Company entered into an offer letter with Ms. Romano. Pursuant to this letter, Ms. Romano will receive an annual base salary of \$160,000 and is entitled to receive a bonus of up to 20% of her annual base salary for the applicable fiscal year.

The foregoing description of Ms. Romano's offer letter is a summary and does not purport to be complete. Such description is qualified in its entirety by reference to the text of the offer letter, which is filed as Exhibit 10.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

There are no related party transactions between the Company and Ms. Romano, and Ms. Romano is neither related to, nor does he have any relationship with, any existing member of the Board or any executive officer of the Company.

Item 8.01. Other Events.

On February 6, 2017, the Company issued a press release announcing the promotion of Ms. Romano to Interim Chief Financial Officer and the promotion of certain other employees. A copy of the press release is filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The Company hereby files the following exhibits:

- 10.1 Offer Letter between the Company and Sarah Romano, dated as of February 1, 2017.
- 99.1 Press Release of the Company.

Exhibit Index

- 10.1 Offer Letter between the Company and Sarah Romano, dated as of February 1, 2017.
- 99.1 Press Release of the Company.



271 Waverly Oaks Road, Suite 108
Waltham, MA 02452

February 1, 2017

Sarah Romano, CPA
6 Anthony Road
Newton, MA 02460

Dear Sarah:

EyeGate Pharmaceuticals, Inc. (the "**Company**") is pleased to offer you a promotion to the Company's Interim Chief Financial Officer effective as of the date of this letter (the "**Effective Date**"). This letter is intended to summarize some of the terms of your employment, and amends and restates in its entirety the letter agreement between you and the Company dated as of July 20, 2016. We refer you to the policies, plans and practices of the Company for more details on the terms and conditions of your employment.

Your employment is considered "at will"; both you and the Company have the right to terminate your employment at any time for any reason. This letter does not constitute, and shall not be construed as, creating a contract or promise of employment for any set period of time.

You will report to Stephen From, President and Chief Executive Officer of the Company, and will be responsible for all tasks attendant to the role of Interim Chief Financial Officer of an R&D stage specialty pharmaceutical company, including but not limited to managing the financial statements, SEC reporting, audit of the financial statements, internal controls and Sarbanes-Oxley compliance, accounting function management including budgets and forecasts and financial strategy of the Company, and duties assigned to you by the CEO from time to time.

Your starting base salary in your new position will be \$6,153.85 every two weeks (which annualizes to \$160,000), less applicable withholdings and deductions. In addition, you will be eligible to earn an incentive bonus/commission based on goals set by the Company after the Effective Date, with an annual target of up to twenty percent (20%) of your base salary.

In addition to the foregoing, you will be eligible to participate in fringe benefit plans as may be generally available to other Company employees. Policies applicable to other employees of the Company shall also be applicable to you. Initially, this will include eligibility to participate in the Company's group health plan, reimbursement for Company approved travel (in accordance with the Company's expense reimbursement policies), and accrual of up to twenty (20) days per year of paid vacation time (accrued and useable in accordance with the Company's vacation policies). Vacation days stop accruing after reaching the maximum allowable accrual for the year, after which time no vacation time will be accrued until used.

Employment with the Company is contingent on verification of eligibility to work. Due to the Immigration Reform and Control Act of 1986, all employees hired after November 6, 1986, must provide verification of employment eligibility prior to commencement of employment. Your employment is also contingent on your execution of the Company's standard Employee Nondisclosure, Noncompetition, Nonsolicitation and Inventions Agreement.

Additionally, you represent that you are not subject to and will not be subject to any agreements, restriction or obligations, including any noncompetition agreements or restrictions or any nondisclosure or confidentiality agreement or restrictions, which prevent you from performing (or in any other way adversely impact your ability to perform), your employment duties on behalf of the Company. Whether or not you are bound by the terms of any such agreements, you agree that during your employment with the Company, you will not disclose or use, or induce anyone at the Company to use, any confidential, proprietary or trade secret information or material belonging to any former employer or other person or entity.

The terms set forth herein shall not be modified except pursuant to a written agreement signed by both parties. This letter is governed by Massachusetts law.

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We look forward to your contributions towards the growth of the Company.

Sincerely,

EyeGate Pharmaceuticals, Inc.

/s/ Stephen From

By: Stephen From

Its: President and Chief Executive Officer

Receipt Acknowledged and Terms Agreed To:

/s/ Sarah Romano

Sarah Romano, CPA

February 1, 2017

Date

EyeGate Pharmaceuticals Announces Executive Promotions

Sarah Romano named Interim Chief Financial Officer; Lisa Brandano and Carol Assang promoted to Vice President, Clinical Operations and Director, Clinical Operations, respectively

WALTHAM, Mass., February 06, 2017 — EyeGate Pharmaceuticals, Inc. (NASDAQ: EYEG) (“EyeGate” or the “Company”), a specialty pharmaceutical company that focuses on developing and commercializing products for treating diseases and disorders of the eye, today announced the promotion of three Company executives:

- Sarah Romano, Corporate Controller, has been named Interim Chief Financial Officer;
- Lisa Brandano has been promoted from Director, Clinical Operations to Vice President, Clinical Operations; and
- Carol Assang, Associate Director, Clinical Operations has been named Director, Clinical Operations.

“Since joining EyeGate, Sarah has been an integral member of our finance team, while Lisa and Carol have made invaluable contributions to our clinical operations group. Their promotions reflect not only their excellent work to-date, but our confidence in their respective abilities to help lead the Company into the future. We believe that these promotions will allow EyeGate to benefit further from their experience and expertise as we continue to develop our pipeline programs and grow the company,” commented Stephen From, President and Chief Executive Officer of EyeGate.

Sarah Romano joined EyeGate Pharmaceuticals as Corporate Controller in 2016, and has been responsible for the Company’s accounting, tax, financial reporting, and internal controls. Prior to joining EyeGate, Ms. Romano served as Assistant Controller at TechTarget and Corporate Controller at Bowdoin Group, a healthcare-focused executive recruiting firm. Previously, she held financial reporting positions of increasing responsibility at SoundBite Communications until its acquisition by Genesys in 2013, and was a Senior Financial Reporting Analyst at Cognex Corporation, a publicly-traded manufacturer of machine vision systems, software and sensors. Ms. Romano began her career as an Auditor in the Boston office of PricewaterhouseCoopers. A licensed CPA in Massachusetts, she holds a Bachelor of Arts in Accounting from College of the Holy Cross and Masters of Accounting from Boston College.

Lisa Brandano joined EyeGate in 2011, and has served as Associate Director and Director of Clinical Operations. Prior to joining EyeGate, she served as Assistant Managing Director of the Boston Office and Director of Clinical Trial Operations at CATO Research, an international contract research organization. During her 11 years with CATO, she was involved in the oversight and facilitation of global clinical operations. Previously, she held clinical research coordinator and laboratory science roles at Beth Israel Deaconess Medical Center in Boston. Ms. Brandano holds a BS in biology from Emmanuel College, and since 2003, she has been a certified clinical research associate (CRA) with the Association of Clinical Research Professionals (ACRP).

Carol Assang joined EyeGate in 2010, and has been responsible for all aspects of clinical study planning and the execution of multiple clinical development programs. Prior to joining EyeGate, Ms. Assang served as an Associate Project Director/Senior Clinical Associate at New England Research Institutes, where she was responsible for clinical development and operations of several programs. Previously, Ms. Assang served as Program Manager at Harvard Clinical Research Institute, Clinical Studies Coordinator at Tufts-New England Medical Center, Associate Medical Program Coordinator at Merck and a Consultant at Alliance Pharmaceuticals. She holds a Bachelor's degree in Chemistry and Mathematics from Wesleyan University and Master's Degree in Chemistry from Yale University.

About EyeGate:

EyeGate is a clinical-stage specialty pharmaceutical company that is focused on developing and commercializing products for treating diseases and disorders of the eye. EGP-437, the Company's first product in clinical trials, incorporates a reformulated topically active corticosteroid, Dexamethasone Phosphate that is delivered into the ocular tissues through EyeGate's proprietary innovative drug delivery system, the EyeGate® II Delivery System. In addition, EyeGate is developing, through its wholly-owned Jade subsidiary, products using cross-linked thiolated carboxymethyl hyaluronic acid ("CMHA-S"), a modified form of the natural polymer hyaluronic acid (HA), which possesses unique physical and chemical properties such as hydration and healing properties. The ability of CMHA-S to adhere longer to the ocular surface, resist degradation and protect the ocular surface makes it well-suited for treating various ocular surface injuries. For more information, please visit www.EyeGatePharma.com.

Safe Harbor Statement:

Some of the statements in this press release are "forward-looking" and are made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. These "forward-looking" statements include statements relating to, among other things, the commercialization efforts and other regulatory or marketing approval efforts pertaining to EyeGate's products, including EyeGate's EGP-437 combination product and those of Jade, a wholly owned subsidiary of EyeGate, as well as the success thereof, with such approvals or success may not be obtained or achieved on a timely basis or at all. These statements involve risks and uncertainties that may cause results to differ materially from the statements set forth in this press release, including, among other things, certain risk factors described under the heading "Risk Factors" contained in our Annual Report on Form 10-K filed with the SEC on March 30, 2016, and our Quarterly Report on Form 10-Q, as filed with the SEC on November 02, 2016 or described in our other public filings. Our results may also be affected by factors of which we are not currently aware. The forward-looking statements in this press release speak only as of the date of this press release. EyeGate expressly disclaims any obligation or undertaking to release publicly any updates or revisions to such statements to reflect any change in its expectations with regard thereto or any changes in the events, conditions or circumstances on which any such statement is based.

Contact:

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