

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EyeGate Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

98-0443284
(IRS Employer
Identification No.)

271 Waverley Oaks Road
Suite 108
Waltham, MA
(Address of Principal Executive Offices)

02452
(Zip Code)

EyeGate Pharmaceuticals, Inc. 2014 Equity Incentive Plan
(Full title of the plan)

Stephen From
President and Chief Executive Officer
EyeGate Pharmaceuticals, Inc.
271 Waverley Oaks Road
Suite 108
Waltham, MA 02452
(Name and address of agent for service)

(781) 788-9043
(Telephone number, including area code, of agent for service)

Copies to:

Stephen D. Brook
Robert A. Pettit
Burns & Levinson LLP
125 Summer Street
Boston, MA 02110
Telephone: (617) 345-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, \$0.01 par value per share	405,235(2)	\$ 1.64(3)	\$ 664,586(3)	\$ 77

- (1) This Registration Statement relates to an automatic increase of 405,235 shares of the Registrant's common stock, par value \$0.01 per share (the "Common Stock") to the number of shares of Common Stock available for issuance on January 1, 2017 pursuant to an "evergreen" provision under the Registrant's 2014 Equity Incentive Plan (the "2014 Plan"); plus such indeterminate number of additional shares of Common Stock as may be required pursuant to the 2014 Plan in the event of a stock dividend, stock split other similar event.
- (2) The Company previously filed a Registration Statement on Form S-8 on February 20, 2015 (SEC File No. 333-202207), registering the issuance of 728,597 shares of Common Stock under the 2014 Plan, and a Registration Statement on Form S-8 on February 9, 2016 (SEC File No. 333-209441), registering the issuance of 306,291 additional shares under the 2014 Plan.

- (3) Estimated in accordance with Rule 457(c) and (h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee. Such computation is based on the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Capital Market on February 17, 2017 with respect to trading under the ticker symbol "EYEG".
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INCORPORATION BY REFERENCE OF PRIOR REGISTRATION STATEMENT

This Registration Statement on Form S-8 is filed by EyeGate Pharmaceuticals, Inc., a Delaware corporation (the “**Registrant**”), relating to 405,235 shares of its common stock, par value \$0.01 per share (the “**Common Stock**”), issuable under the Registrant’s 2014 Equity Incentive Plan (the “**2014 Plan**”) that have become reserved for issuance as a result of the operation of the “evergreen” provision of the 2014 Plan, which provides that the total number of shares subject to such plan will be increased on January 1 of each of the ten (10) calendar years during the term of the 2014 Plan pursuant to a specified formula. The shares of Common Stock included on this Registration Statement are in addition to the shares of Common Stock relating to the 2014 Plan that were registered on the Registrant’s Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “**Commission**”) on February 20, 2015 (SEC File No. 333-202207) and on February 9, 2016 (SEC File No. 333-209441) (together, the “**Prior Registration Statements**”).

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding the Registration of Additional Securities. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as supplemented by the information set forth below.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and in accordance therewith files reports, proxy statements and other information with the Commission. The following documents, which are on file with the Commission, are incorporated in this Registration Statement by reference:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016 filed with the Commission on February 23, 2017 pursuant to Section 13 of the Exchange Act;
- (b) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above; and
- (c) The description of the Registrant’s Common Stock contained in the Registrant’s Amendment No. 1 to Registration Statement on Form 8-A (File No. 001-36672) filed with the Commission on July 30, 2015 under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of the filing of such documents, except as to documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, Commonwealth of Massachusetts, on this 24th day of February, 2017.

EYEGATE PHARMACEUTICALS, INC.

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

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Stephen From, as his true and lawful attorney in fact and agent with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney in fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney in fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephen From</u> Stephen From	President, Chief Executive Officer and Director (principal executive officer)	February 24, 2017
<u>/s/ Sarah Romano</u> Sarah Romano	Interim Chief Financial Officer (principal financial and accounting officer)	February 24, 2017
<u>/s/ Paul Chaney</u> Paul Chaney	Director	February 24, 2017
<u>/s/ Morton Goldberg</u> Morton Goldberg	Director	February 24, 2017
<u>/s/ Praveen Tyle</u> Praveen Tyle	Director	February 24, 2017
<u>/s/ Thomas Balland</u> Thomas Balland	Director	February 24, 2017
<u>/s/ Thomas E. Hancock</u> Thomas E. Hancock	Director	February 24, 2017
<u>/s/ Bernard Malfroy-Camine</u> Bernard Malfroy-Camine	Director	February 24, 2017

INDEX TO EXHIBITS

Exhibit Number	Description
4.1(1)	Restated Certificate of Incorporation of Registrant
4.2(2)	Amended and Restated Bylaws of Registrant
4.3(3)	Specimen common stock certificate of Registrant
4.4(4)	2014 Equity Incentive Plan
5.1	Opinion of Burns & Levinson LLP
23.1	Consent of Independent Registered Accounting Firm
23.2	Consent of Burns & Levinson LLP (contained in Exhibit 5.1 hereto)
24.1	Power of Attorney (contained on signature page hereto)
(1)	Incorporated by reference to Exhibit 3.1 filed with the Registrant's Current Report on Form 8-K filed with the SEC on February 20, 2015.
(2)	Incorporated by reference to Exhibit 3.2 filed with the Registrant's Current Report on Form 8-K filed with the SEC on February 20, 2015.
(3)	Incorporated by reference to Exhibit 4.1 filed with the Registrant's Amendment No. 2 to Form S-1 Registration Statement (Registration No. 333-197725) filed with the SEC on August 29, 2014.
(4)	Incorporated by reference to Exhibit 10.2 filed with the Registrant's Amendment No. 7 to Form S-1 Registration Statement (Registration No. 333-197725) filed with the SEC on December 24, 2014.

[Letterhead of Burns & Levinson LLP]

February 24, 2017

Eyegate Pharmaceuticals, Inc.
271 Waverley Oaks Road
Suite 108
Waltham, MA 02452

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Eyegate Pharmaceuticals, Inc., a Delaware corporation (the **Company**), of a Registration Statement on Form S-8 (the **Registration Statement**) with the Securities and Exchange Commission covering the offering of up to an aggregate of 405,235 shares (the **Shares**) of the Company's Common Stock, par value \$0.01 per share (**Common Stock**), pursuant to the Company's 2014 Equity Incentive Plan (the **Plan**).

In connection with this opinion, we have examined and relied upon our review of (a) the Registration Statement and related prospectuses, (b) the Plan, (c) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and (d) such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

For purposes of the opinion expressed below, we have assumed that a sufficient number of authorized but unissued shares of Common Stock will be available for issuance when the Shares are issued.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, and the Registration Statement and related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Burns & Levinson LLP

Burns & Levinson LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement of EyeGate Pharmaceuticals, Inc. and Subsidiaries on Form S-8 to be filed on or about February 24, 2017 of our report dated February 23, 2017, on our audits of the consolidated financial statements as of December 31, 2016 and 2015 and for each of the years in the two-year period ended December 31, 2016. Our report includes an explanatory paragraph about the existence of substantial doubt concerning the Company's ability to continue as a going concern.

/S/ EISNERAMPER LLP

New York, New York
February 23, 2017
