

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

**FORM S-1
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)

2834
(Primary Standard Industrial
Classification Code Number)

98-0443284
(I.R.S. Employer
Identification No.)

271 Waverley Oaks Road, Suite 108, Waltham, MA 02452
(781) 788-9043

(Address, including zip code, and telephone number, including area code, of registrant's principal executive office)

Stephen From
President and Chief Executive Officer
EyeGate Pharmaceuticals, Inc.
271 Waverley Oaks Road, Suite 108, Waltham, MA 02452
(781) 788-9043

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

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

Steven M. Skolnick, Esq.
Lowenstein Sandler LLP
1251 Avenue of the Americas
New York, New York 10020
(212) 262-6700

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-217418

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth 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"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, par value \$0.01 per share (2)	\$ 1,164,059	—
Series B Convertible Preferred Stock, par value \$0.01 per share (2)	\$ 388,395	—

Common Stock issuable upon conversion of Preferred Stock (2)		—	—
Warrants to purchase Common Stock (2)	\$	10,420	—
Common Stock issuable upon exercise of Warrants (2)	\$	1,562,874	—
Total	\$	3,125,748	\$ 363(3)

- (1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
- (2) Pursuant to Rule 416 under the Securities Act, the securities being registered hereunder include such indeterminate number of additional shares of common stock as may be issued after the date hereof as a result of stock splits, stock dividends or similar transactions.
- (3) Calculated in accordance with Rule 457(o) of the Securities Act based on an estimate of the proposed maximum aggregate offering price at the statutory rate of \$115.90 per \$1,000,000 of securities registered.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-1 (Registration No. 333-217418), which was declared effective by the Commission on June 8, 2017, and is being filed solely for the purpose of registering an increase in the maximum aggregate offering price of \$3,125,748. The required opinions and consents are listed on the Exhibit Index attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 8th day of June, 2017.

EYEGATE PHARMACEUTICALS, INC.

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

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.

Signature	Title	Date
<u>/s/ Stephen From</u> Stephen From	President, Chief Executive Officer and Director (principal executive officer)	June 8, 2017
<u>/s/ Sarah Romano</u> Sarah Romano	Interim Chief Financial Officer (principal financial and accounting officer)	June 8, 2017
<u>*</u> Paul Chaney	Director	June 8, 2017
<u>*</u> Morton Goldberg	Director	June 8, 2017
<u>*</u> Praveen Tyle	Director	June 8, 2017
<u>*</u> Thomas Balland	Director	June 8, 2017
<u>*</u> Thomas E. Hancock	Director	June 8, 2017
<u>*</u> Bernard Malfroy-Camine	Director	June 8, 2017

*By: /s/ Stephen From
Stephen From
Attorney-in-Fact

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1*	Opinion of Burns & Levinson LLP.
23.1*	Consent of EisnerAmper LLP.
23.2*	Consent of Burns & Levinson LLP (included in Exhibit 5.1).
24.1	Power of Attorney (incorporated by reference to the signature page of the Registrant's Registration Statement on Form S-1 (File No. 333-217418), filed with the SEC on April 21, 2017).

* Filed herewith.

[Letterhead of Burns & Levinson LLP]

June 8, 2017

Board of Directors
EyeGate Pharmaceuticals, Inc.
271 Waverley Oaks Road, Suite 108
Waltham, MA 02452

Ladies and Gentlemen:

We have acted as counsel to EyeGate Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-1 (the "Registration Statement") filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") under Rule 462(b) the Securities Act of 1933, as amended (the "Securities Act"), on the date hereof, with respect to the offer and sale of (a) \$1,171,874 of shares (the "Common Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock"), (b) \$391,000 of shares (the "Preferred Shares") of the Company's Series B Convertible Preferred Stock, par value \$0.01 per share (the "Series B Preferred Stock"), which are convertible into shares of the Company's Common Stock (the "Conversion Shares") and (c) warrants (the "Warrants") to purchase shares of Common Stock with an aggregate exercise price of \$1,562,874 (the "Warrant Shares"). The Common Shares, Preferred Shares, Conversion Shares, Warrants and Warrant Shares are referred to herein collectively as the "Securities." The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-217418), which was declared effective on June 8, 2017, including the prospectus which forms part of the Registration Statement (the "Prospectus").

The Securities are to be sold by the Company pursuant to an engagement letter entered into by and between the Company and H.C. Wainwright & Co., LLC, as placement agent (the "Placement Agent"), dated as of June 2, 2017 (the "Engagement Letter").

In connection with this opinion, we have examined and relied upon the Registration Statement, the Prior Registration Statement, the Prospectus, the Company's Restated Certificate of Incorporation, the Company's Amended and Restated By-Laws, the Engagement Letter, the Warrants, the Certificate of Designation designating the Series B Preferred Stock, the securities purchase agreement pursuant to which certain of the Securities are to be sold (together with the Engagement Letter, the "Agreements"), and such instruments, documents, certificates and records that we have deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed; and (iv) the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

Based upon the foregoing, we are of the opinion that:

1. The Common Shares, when issued and sold in accordance with the terms set forth in the Agreements and the Registration Statement against payment therefor, will be duly authorized, validly issued, fully paid and non-assessable.
 2. The Preferred Shares, when issued and sold in accordance with the terms set forth in the Agreements and the Registration Statement against payment therefor, will be duly authorized, validly issued, fully paid and non-assessable.
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3. Provided that the Warrants have been duly executed and delivered by the Company and duly delivered to the purchasers thereof against payment therefor, then the Warrants, when issued and sold in accordance with the terms set forth in the Agreements and the Registration Statement, will constitute the valid and legally binding obligations of the Company.

4. The Conversion Shares have been duly authorized for issuance and, when issued upon the conversion of the Preferred Shares in accordance with the terms thereof, will be validly issued, fully paid and non-assessable.

5. The Warrant Shares have been duly authorized for issuance and, when issued and delivered against payment therefor in accordance with the provisions of the Warrants, including the payment of the exercise price therefor, will be validly issued, fully paid and non-assessable.

This opinion is limited to the General Corporate Laws of the State of Delaware, the laws of the State of New York and the United States federal laws, and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or foreign jurisdiction.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to this firm under the caption "Legal Matters" in the Prior Registration Statement, which is incorporated by reference into the Registration Statement.

In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission.

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 this Registration Statement of EyeGate Pharmaceuticals, Inc. on Form S-1 to be filed pursuant to Rule 462(b) of the Securities Act of 1933 on or about June 8, 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 then ended, which report was included in the Annual Report on Form 10-K filed on February 23, 2017. 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
June 8, 2017
