
**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): **January 1, 2018**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective as of January 1, 2018, (the “Effective Date”), the Compensation Committee of the Board of Directors (the “Committee”) of EyeGate Pharmaceuticals, Inc. (the “Company”) promoted Sarah M. Romano, CPA to Chief Financial Officer of the Company. Prior to her promotion, Ms. Romano served as the Company’s Interim Chief Financial Officer since February 1, 2017.

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 a new offer letter with Ms. Romano. Pursuant to this letter, Ms. Romano will receive an annual base salary of \$200,000 and is entitled to receive a bonus of up to 25% 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 she have any relationship with, any existing member of the Board or any executive officer of the Company.

Item 8.01. Other Events.

On January 4, 2018, the Company issued a press release announcing the promotion of Ms. Romano to Chief Financial Officer. 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 January 1, 2018.](#)

[99.1 Press Release of the Company.](#)

Management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EYEGATE PHARMACEUTICALS, INC.

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

Date: January 4, 2018

Exhibit Index

10.1# Offer Letter between the Company and Sarah Romano, dated as of January 1, 2018.

99.1 Press Release of the Company.

Management contract or compensatory plan or arrangement.



271 Waverly Oaks Road, Suite 108
Waltham, MA 02452

January 1, 2018

Sarah Romano, CPA

Dear Sarah:

EyeGate Pharmaceuticals, Inc. (the "**Company**") is pleased to offer you a promotion to the Company's 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 February 1, 2017. 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 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 \$7,692.31 every two weeks (which annualizes to \$200,000), less applicable withholdings and deductions. In addition, you will be eligible to earn an incentive bonus based on goals set by the Company after the Effective Date, with an annual target of up to twenty-five percent (25%) 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, and compliance with, 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.

[Remainder of page left blank intentionally]

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

Sincerely,

EYEGATE PHARMACEUTICALS, INC.

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

Receipt Acknowledged and Terms Agreed To:

/s/ Sarah Romano, CPA
Name: Sarah Romano, CPA

1/2/2018
Date

EyeGate Promotes Sarah Romano to Chief Financial Officer

Sarah Romano, elevated from Interim CFO, will lead finance effort during transition to commercialization phase

WALTHAM, Mass., January 04, 2018 — EyeGate Pharmaceuticals, Inc. (NASDAQ: EYEG) (“EyeGate” or the “Company”), a clinical-stage, specialty pharmaceutical company with two platform technologies for treating diseases and disorders of the eye, today announced the promotion of Sarah Romano from Interim Chief Financial Officer to Chief Financial Officer, effective January 1, 2018.

“I am pleased to announce Sarah’s promotion to Chief Financial Officer. Since joining EyeGate nearly two years ago, Sarah has been actively involved in the development of our financial systems and processes, and she has been responsible for all corporate finance and accounting activities of the Company since becoming Interim Chief Financial Officer last year. Sound financial planning and implementation are increasingly important as our pipeline advances through the clinic and into commercialization. With her deep understanding of our business, Sarah is well suited to lead our finance team,” commented Stephen From, President and Chief Executive Officer of EyeGate.

Ms. Romano joined EyeGate in 2016 serving as Corporate Controller. She was promoted to Interim Chief Financial Officer on February 1, 2017.

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.

“I am truly excited and grateful to be promoted to this position, especially at such a critical time in EyeGate’s corporate development. I look forward to continue working with Stephen and our talented team as we focus on executing our growth strategy and driving value for our shareholders,” added Sarah Romano, Chief Financial Officer of EyeGate.

About EyeGate

EyeGate is a clinical-stage specialty pharmaceutical company focused on developing and commercializing products using its two proprietary platform technologies for treating diseases and disorders of the eye.

EyeGate’s CMHA-S platform is based on cross-linking thiolated carboxymethyl hyaluronic acid, a modified form of the natural polymer hyaluronic acid (“HA”). This is a gel that possesses unique physical and chemical properties such as hydrating and healing when applied to the ocular surface. 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.

EGP-437, EyeGate’s other 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. www.EyeGatePharma.com.

EyeGate Social Media

EyeGate uses its website (www.EyeGatePharma.com), Facebook page, corporate Twitter account, and LinkedIn page as channels of distribution of information about EyeGate and its product candidates. Such information may be deemed material information, and EyeGate may use these channels to comply with its disclosure obligations under Regulation FD. Therefore, investors should monitor EyeGate's website and its social media accounts in addition to following its press releases, SEC filings, public conference calls, and webcasts. The social media channels that EyeGate intends to use as a means of disclosing the information described above may be updated from time to time as listed on EyeGate's investor relations website.

Forward-looking Statements

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 Therapeutics, Inc., 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 February 23, 2017 or described in EyeGate's other public filings. EyeGate's results may also be affected by factors of which EyeGate is 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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