

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)

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

98-0443284
(IRS Employer
Identification No.)

02452
(Zip Code)

EyeGate Pharmaceuticals, Inc. 2014 Equity Incentive Plan
EyeGate Pharmaceuticals, Inc. Employee Stock Purchase 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. Pettitt
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, 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 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				
—Reserved for future issuance under the 2014 Equity Incentive Plan	600,000(2)	\$ 0.59(3)	\$ 354,000(3)	\$ 44.07
—Reserved for future issuance under the Employee Stock Purchase Plan	100,000(4)	\$ 0.59(3)	\$ 59,000(3)	\$ 7.35

- (1) This Registration Statement relates to (i) an automatic increase of 350,000 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, 2018 pursuant to an “evergreen” provision under the Registrant’s 2014 Equity Incentive Plan (the “2014 Plan”); (ii) an increase of 250,000 shares of Common Stock to the number of shares of Common Stock available for issuance under the 2014 Plan pursuant to stockholder approval obtained on June 21, 2017; 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, 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 and a Registration Statement on Form S-8 on February 24, 2017 (SEC File No. 333-216227), registering the issuance of 405,235 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 28, 2018 with respect to trading under the ticker symbol “EYEG”.
- (4) The Company previously filed a Registration Statement on Form S-8 on February 20, 2015 (SEC File No. 333-202207), registering the issuance of 70,567 shares of Common Stock under the Employee Stock Purchase Plan.

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**”), relates to 600,000 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 (i) 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, and (ii) an increase of 250,000 shares of Common Stock to the number of shares of Common Stock available for issuance under the 2014 Plan pursuant to stockholder approval obtained on June 21, 2017.

This Registration Statement also relates to 100,000 shares of Common Stock issuable under the Registrant’s Employee Stock Purchase Plan (the “**ESPP**”) that have become reserved for issuance as a result of an increase of 100,000 shares of Common Stock to the number of shares of Common Stock available for issuance under the ESPP pursuant to stockholder approval obtained on June 21, 2017.

The shares of Common Stock included on this Registration Statement are in addition to the shares of Common Stock relating to the 2014 Plan and the ESPP 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), on February 9, 2016 (SEC File No. 333-209441) and on February 24, 2017 (SEC File No. 333-216227) (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, 2017 filed with the Commission on March 2, 2018 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 2nd day of March, 2018.

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)	March 2, 2018
<u>/s/ Sarah Romano</u> Sarah Romano	Chief Financial Officer (principal financial and accounting officer)	March 2, 2018
<u>/s/ Paul Chaney</u> Paul Chaney	Director	March 2, 2018
<u>/s/ Morton Goldberg</u> Morton Goldberg	Director	March 2, 2018
<u>/s/ Praveen Tyle</u> Praveen Tyle	Director	March 2, 2018
<u>/s/ Thomas E. Hancock</u> Thomas E. Hancock	Director	March 2, 2018
<u>/s/ Bernard Malfroy-Camine</u> Bernard Malfroy-Camine	Director	March 2, 2018

INDEX TO EXHIBITS

Exhibit Number	Description
<u>4.1(1)</u>	<u>Restated Certificate of Incorporation of Registrant</u>
<u>4.2(2)</u>	<u>Amended and Restated Bylaws of Registrant</u>
<u>4.3(3)</u>	<u>Specimen common stock certificate of Registrant</u>
<u>4.4(4)</u>	<u>2014 Equity Incentive Plan</u>
<u>5.1</u>	<u>Opinion of Burns & Levinson LLP</u>
<u>23.1</u>	<u>Consent of Independent Registered Public Accounting Firm</u>
<u>23.2</u>	<u>Consent of Burns & Levinson LLP (contained in Exhibit 5.1 hereto)</u>
<u>24.1</u>	<u>Power of Attorney (contained on signature page hereto)</u>

- (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 Appendix B included in the Registrant's definitive proxy statement filed with the SEC on April 28, 2017.
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[Letterhead of Burns & Levinson LLP]

March 2, 2018

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 (i) up to an aggregate of 600,000 shares (the **2014 Plan 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 **2014 Plan**), and (ii) up to an aggregate of 100,000 shares (the **ESPP Shares**) and, together with the 2014 Plan Shares, the **Shares**) of Common Stock pursuant to the Company's Employee Stock Purchase Plan (the **ESPP**).

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 ESPP, (d) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and (e) 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:

1. The 2014 Plan 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).
2. The ESPP Shares, when sold and issued in accordance with the ESPP, and the Registration Statement and related prospectus, will be validly issued, fully paid, and nonassessable.

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 this Registration Statement of EyeGate Pharmaceuticals, Inc. on Form S-8 to be filed on or about March 2, 2018 of our report dated March 2, 2018, on our audits of the consolidated financial statements as of December 31, 2017 and 2016 and for each of the years then ended, which report was included in the Annual Report on Form 10-K filed on March 2, 2018. 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

EISNERAMPER LLP
New York, New York
March 2, 2018
