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**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): **March 12, 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.

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**Item 7.01 Regulation FD Disclosure.**

EyeGate Pharmaceuticals, Inc. (the “Company”) hereby furnishes the updated investor presentation attached as Exhibit 99.1 to this Current Report on Form 8-K, which the Company may use in presentations to investors from time to time, including at the 30<sup>th</sup> Annual ROTH Conference, being held March 11-13, 2018, at the Ritz-Carlton, Laguna Niguel, California, at which Stephen From, President and Chief Executive Officer of the Company, will be presenting at approximately 3:30 p.m. Pacific Time on March 12, 2018.

The information furnished pursuant to Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

The information furnished in this report, including Exhibit 99.1, shall not be deemed to constitute an admission that such information or exhibit is required to be furnished pursuant to Regulation FD or that such information or exhibit contains material information that is not otherwise publicly available. In addition, the Company does not assume any obligation to update such information or exhibit in the future.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The Company hereby furnishes the following exhibit:

[99.1 Presentation of the Company, dated as of March 12, 2018.](#)



**Exhibit Index**

[99.1](#)      [Presentation of the Company, dated as of March 12, 2018.](#)



*Two Versatile Platforms  
Moving Towards  
Commercialization*

**NASDAQ: EYEG**

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EyeGate Pharmaceuticals, Inc.  
271 Waverley Oaks Road, Suite 108 Waltham, MA 02452  
www.eyegatepharma.com

*Some of the matters discussed in this presentation contain forward-looking statements that involve significant risks and uncertainties, including statements relating to the prospects for the Company's lead product EGP-437, for the timing and outcome of the Company's clinical trials, the potential approval to market EGP-437, and the Company's capital needs. Actual events could differ materially from those projected in this presentation and the Company cautions investors not to rely on the forward-looking statements contained in, or made in connection with, the presentation.*

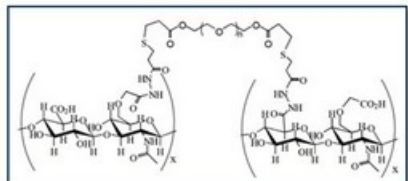
*Among other things, the Company's clinical trials may be delayed or may eventually be unsuccessful. The Company may consume more cash than it currently anticipates and faster than projected. Competitive products may reduce or eliminate the commercial opportunities of the Company's product candidates. If the U.S. Food and Drug Administration or foreign regulatory agencies determine that the Company's product candidates do not meet safety or efficacy endpoints in clinical evaluations, they will not receive regulatory approval and the Company will not be able to market them. Operating expense and cash flow projections involve a high degree of uncertainty, including variances in future spending rate due to changes in corporate priorities, the timing and outcomes of clinical trials, regulatory and developments and the impact on expenditures and available capital from licensing and strategic collaboration opportunities. If the Company is unable to raise additional capital when required or on acceptable terms, it may have to significantly alter, delay, scale back or discontinue operations.*

*Additional risks and uncertainties relating to the Company and its business can be found in the "Risk Factors" section of the Company's Annual Report on Form 10-K filed with the SEC on March 02, 2018. The Company undertakes no duty or obligation to update any forward-looking statements contained in this presentation as a result of new information, future events or changes in the Company's expectations, except as required by applicable law.*

*The Company uses its website ([www.EyeGatePharma.com](http://www.EyeGatePharma.com)), Facebook page (<https://www.facebook.com/EyeGatePharma/>), corporate Twitter account (<https://twitter.com/EyeGatePharma>), and LinkedIn page (<https://www.linkedin.com/company/135892/>) as channels of distribution of information about the Company and its product candidates. Such information may be deemed material information, and the Company may use these channels to comply with its disclosure obligations under Regulation FD. Therefore, investors should monitor the Company'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 the Company intends to use as a means of disclosing the information described above may be updated from time to time as listed on the Company's investor relations website.*

Two platforms in the clinic with two FDA filings expected in first half 2019

## Ocular Bandage Gel (OBG) Eye Drop: Disrupting Dry Eye and Corneal Wound Market



Disease Area	Preclin	POC	Pilot	Pivotal
Large Corneal Wounds Photorefractive Keratectomy	█	█	█	
Punctate Epitheliopathies Focus: Moderate Dry Eye	█	█	█	
Punctate Epitheliopathies OBG + Active	█			

## EyeGate II Iontophoresis Delivery System: Delivering a Corticosteroid (EGP-437)



Disease Area	Preclin	Ph 1b/2a	Ph 2	Ph 3
Anterior Uveitis	█	█	█	█
Cataract Surgery	█	█	█	
Contact Lens Macular Edema	█			

## Ocular Bandage Gel (OBG) Eye Drop

- A crosslinked hyaluronic acid (CMHA-S) for corneal wounds and epitheliopathies
- 
-



## Hyaluronic acid (HA) is a naturally occurring compound in the body

- ~15 grams of HA in an adult human body
- Possesses unique properties such as hydration (synovial fluid) and promotion of wound healing (skin): ideal for ocular surface
- Issue: rapidly degrades, one-third is naturally turned-over (degraded and synthesized) every day

### Properties

High-molecular weight HA is non-immunogenic

High-molecular weight HA binds up to 1,000 times its volume in water weight

HA provides: hydration, lubrication of joints, and a meshwork for cell migration

### Regulatory Approvals

#### U.S. – Dermatology & Osteoarthritis

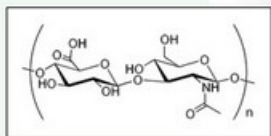
- HA approved in the U.S. as a device for wound and burn management and injections to treat knee pain caused by osteoarthritis

#### Ex-U.S. – Dry Eye & Wound Healing

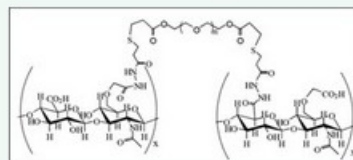
- Low concentration formulations of HA eye drops (0.1% to 0.4%) are the standard of care in Europe and Asia for ocular wound healing, dry eye and ocular surface damage

## First and Only Eye Drop in the U.S. Targeting Acceleration of Re-Epithelialization

### Hyaluronic Acid (HA)



### Crosslinked HA



### Crosslinking - Prevents Degradation and Increases Ocular Surface Retention

- Crosslinking creates a 3D structure that stabilizes the molecule → **Resists degradation**
- Prolonged residency time on the ocular surface → **90 to 120 minutes**
- Higher viscosity/shear rate → **Thins with blinking and is non-blurring**
- Scaffolding matrix → **Protects the ocular surface**
- Preservative-Free, 100% pure HA → **Natural product, safe, well tolerated, well known to physicians**

**A high concentration HA eye drop (0.75%) for potentially treating a wide variety of ocular surface pathologies from dry eye to wound healing**

## Demonstrated efficacy and safety in animals



### Commercially available as a veterinary device

- Manufactured by SentrX Animal Care
- Sold in the U.S. and certain European countries by Bayer Animal Health as Remend® Corneal Repair<sup>1</sup>
- 5 years in thousands of dogs, cats and horses, with an excellent efficacy/safety profile

### Efficacy of CMHA-S has been demonstrated in various animal pathologic conditions

- Post traumatic corneal stromal ulcers (real world dogs and cats)
- Corneal abrasion and alkali burn injuries (rabbit models)
- Dry eye (veterinary dogs who failed topical cyclosporine)

### Molly: 12 year old cat with a non-healing corneal defect



A. Non-healing at 42 days



B. Ulcer healing after 12 days of using 0.75% CMHA-S

<sup>1</sup> EyeGate has human ophthalmic rights only. Visit <http://www.bayerdvm.com/show.aspx/remend-cross-linking-video>

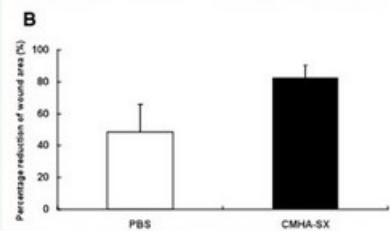
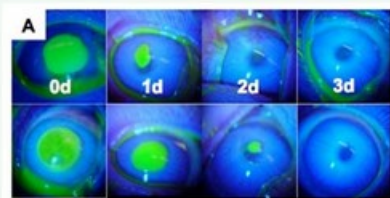
# Healing Corneal Abrasions and Alkali Burns

Efficacy Study: Rabbits<sup>1</sup>

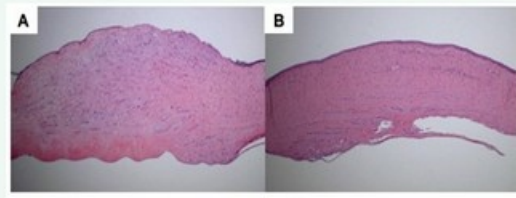


CMHA-S treated central corneal epithelium exhibited a faster wound closure

CMHA-S treated cornea exhibited "more normal" epithelial and stromal organization



A. Fluorescein staining of corneal epithelial abrasions  
B. Quantitative analysis at 24 hours; 49% vs 83% complete



## Histology of alkali burn healing

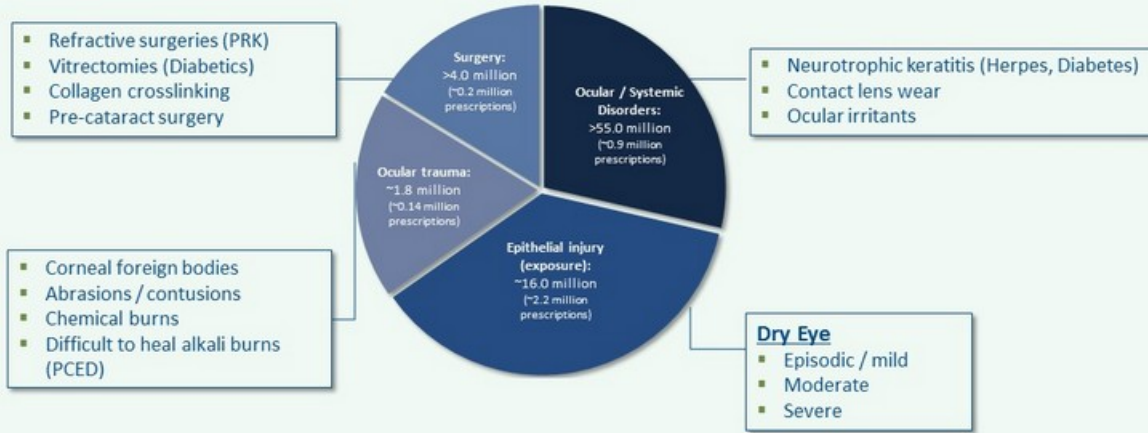
A. Control at Day 12 central wound with unhealed corneal epithelium  
B. CMHA-S treated central epithelium and corneal stroma showing a better organization than control

- **Abrasion:** Wound closure complete by 48 hours with CMHA-S
- **Burns:** Complete re-epithelization at Day 12 for CMHA-S but not for control

1. Guanghui Yang, Ladan Espandar, Nick Mamalis and Glenn D. Prestwich, Veterinary Ophthalmology 2010

EyeGate's proprietary crosslinking has potential to address millions of patients in multiple conditions

**Corneal Wounds and Epitheliopathies: U.S. Numbers**



1. Source: American Academy of Ophthalmology (<https://www.aaopt.org/newsroom/eye-health-statistics>)

### Initial Indications: PRK & Punctate Epitheliopathies

#### Focus At launch

- Dry Eye – patients not controlled on OTC treatments
  - With or without concomitant use in patients on Restasis or Xiidra
- Wound: Post Surgical healing in PRK (strategic)

#### Clinical program to expand the label

- Cataract surgery – surface improvement to optimize biometry measurements and outcomes

#### Additional areas of interest from physician research

- Acute corneal wounds
- Chronic corneal wounds and ulcers
- Post LASIK

CMHA-S a device combined with a therapeutic expands upon wound and dry eye franchises

### EyeGate Research Labs currently developing:

- CMHA-S + corticosteroid (loteprednol etabonate or dexamethasone)
- CMHA-S + antibiotic (fluoroquinolone)
- Leveraging the 505(b)(2) regulatory pathway for rapid and economical development
- Longer residence time improves upon efficacy and drug uptake

### Meeting with FDA (Nov 2016) Confirms *de novo* 510(k) Filing Path

- **No predicate device – label determined by clinical trials demonstrating superiority**
- **Initial superiority claim discussed: acceleration of re-epithelization of corneal wounds/defects**
  - PRK is an excellent homogenous model for measuring time to corneal wound repair
- **Current development plan includes additional clinical studies beyond PRK**
  - Punctate Epitheliopathies: focus is on moderate dry eye
  - Superiority claim: reduction in corneal staining
- **Broadening indication for use (IFU) post initial *de novo* clearance (PRK and PE)**
  - Subsequent filings reviewed in approximately 4 months (i.e. 510(k) clearance)
  - Similar to PE, claims can be based on size of defect, not a specific indication

**Initial Two Indications: Photorefractive Keratectomy and Punctate Epitheliopathies**





## Clinical Development

**Completed First Human Clinical Trial in PRK Patients**

- ✓ **PRK surgery provides several advantages as indication to evaluate the Ocular Liquid Bandage Gel (OBG)**
  - A homogenous patient population with large epithelial defects of the same size
- ✓ **39 subjects randomized to one of three groups: both eyes received the same treatment**
  - (i) OBG alone (ii) OBG + Bandage Contact Lens (BCL) (iii) Standard of care (BCL + Artificial Tears)
  - OBG alone demonstrates accelerated wound healing vs. standard of care
    - 55% more patients healed by Day 3
    - Wound size up to ~36% smaller by Day 1 (24 hr. post-op), 83.3% smaller by Day 3 with OBG alone

	# Subjects per arm	Closed Wound: Day 3		Length in mm			
				Day 1		Day 3	
				Horizontal	Vertical	Horizontal	Vertical
Arm 1: OBG	12	10	83.3%	4.1	4.5	0.10	0.20
Arm 2: OBG + BCL	14	9	64.3%	6.3	6.50	0.30	0.30
Arm 3: BCL + AT <sup>†</sup>	13	7	53.8%	6.4	6.20	0.60	0.60
<b>Total Subjects Enrolled</b>	<b>39</b>						
<b>OBG: % better than BCL</b>			<b>54.8%</b>	<b>35.9%</b>	<b>27.4%</b>	<b>83.3%</b>	<b>66.7%</b>

**Moving to formal pilot trials in PRK and Dry Eye Patients with Top-line Data expected Q3-2018\***

15 \* Assumes FDA allows clinical studies to begin following their review of the IDE amendment (review period ends April 08, 2018)

## OBG vs bandage contact lens for acceleration of re-epithelialization of large corneal epithelial defects

- **Randomized, masked, controlled 2 week study in subjects that have undergone bilateral PRK**
  - Epithelial removal using alcohol in a 9 mm well
- **45 subjects for 3 arm trial: 15 subjects per arm**
  - Arm 1: OBG every 2 hrs (8x/day) for 3 days then QID for additional 11 days
  - Arm 2: OBG QID for 2 weeks
  - Arm 3: BCL (Acuvue Oasys plano lens) + artificial tears (Refresh Tears – preservative free) QID for 2 weeks
  - Safety will include both eyes (N = 90)
- **Primary performance outcomes based on fluorescein staining:**
  - Time to corneal re-epithelization and
  - Proportion of subjects with complete corneal re-epithelization of epithelial defect on day 3
  - Evaluated by a masked reading center (Tufts) using digital photography of fluorescein stained slit lamp photos and image analysis

\* Assumes FDA allows clinical studies to begin following their review of the IDE amendment (review period ends April 08, 2018)

## Targeting Moderate Dry Eye Patients with Top-line Data expected Q3 2018\*

- **PE as defined by fluorescein staining of cornea: NEI scale**
  - Randomization: NEI score  $\geq 4$
- **30 subjects for 2 arm trial: 15 subjects per arm**
  - Safety will include both eyes (N = 60)
- **42 Day trial: 2 week wash-out/run-in followed by 4 weeks of two arms**
  - Day -14 screening: all subjects stop all topicals and take Refresh PF artificial tears QID OU for 14 days
  - Day 0 randomization: OBG QID for 28 days vs Refresh PF artificial tears QID OU for 28 days
- **Primary performance outcome:**
  - Change in NEI corneal staining score from baseline to Day 28 between OBG arm and artificial tears arm for the study eye

\* Assumes FDA allows clinical studies to begin following their review of the IDE amendment (review period ends April 08, 2018)

Over 76M patients with corneal wounds or epitheliopathies in US but only 3.5M Rx's of current treatment options

**Primary focus on punctate epitheliopathy/moderate dry eye market**

- Patients not adequately managed on artificial tears
  - And/or adjunctive to Restasis / Xiidra
- Physician research supports need for additional treatment options & strong support for OBG profile in dry eye and wound management

**Payer research, which anticipates generic Restasis, supports WAC in the range of \$125-\$225 with Nets of \$105 - \$165 in Commercial plans where patient OOP is ~\$35**

- As a medical device OBG will NOT be covered by Medicare Part D
- A device outside of Medicare Part D, however, makes patients eligible for discount programs → Net patient OOP ~\$75

### IDE Amendment Filed March 08, 2018: 30 Day Review Period

- **Received comments back from FDA on filed IDE: can't move into clinic till resolved**
- **Majority of comments relate to manufacturing validation**
  - Evaluate manufacturing process to eliminate sources which contribute to excessive bioburden levels:
    - implement QC procedures
    - repeat bioburden testing to achieve acceptable limits
    - summarize investigative/corrective actions
  - Provide alert and action levels for device components prior to filter sterilization
  - Provide description of validation protocol and bacterial retention results for sterilizing grade filters
  - Provide percent recovery results for bioburden test methods
  - Validate gamma irradiation dose range for device packaging
- **Other**
  - Include validated analytical methods to identify and quantify impurities and degradation products
  - In addition to Ames test conducted provide an additional genotox study

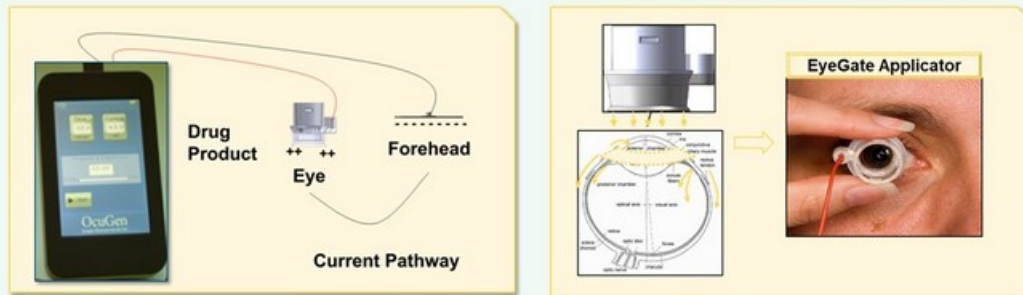
## Iontophoresis Delivery Platform

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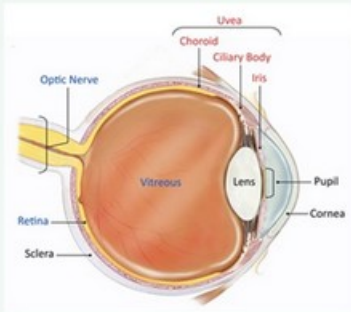


## A non-invasive method of propelling charged active compounds into ocular tissues

- ✓ Small electrical current propels drug into the eye
- ✓ Dose controlled by Current (mA) x application time
- ✓ Improves compliance: **reduces applications by almost 98%** (2 treatments vs ~154 eye drops)
- ✓ **More than 2,400 treatments** performed to date by ophthalmologists and optometrists (<5 minutes)
- ✓ Utilizes **standard of care dexamethasone** steroid as active ingredient



## Dexamethasone: a potent anti-inflammatory corticosteroid



Grade	Cells
0	< 1
0.5	1 to 5
1.0	6 to 15
2.0	16 to 25
3.0	26 to 50
4.0	> 50

- Etiology assault based (cataract surgery) vs primarily auto-immune (anterior uveitis)
- Inflammation of uveal tissue including iris and/or ciliary body
- Inflammation severity determined by number of white blood cells in the anterior chamber of the eye (slit-lamp used)
- Primary end-point is proportion of subjects with zero cells in EGP-437 arm vs control arm

*Non-compliance leads to sight-threatening complications*



# EGP-437: A Highly Differentiated Product

*Dramatically Reduces Patient Burden*



**Corticosteroid eye drops: Standard of care for both indications**

2 to 3 EyeGate treatments



VS

Up to 154 eye drop treatments





- Worldwide exclusive licenses to manufacture, sell, distribute and commercialize EGP-437 delivered with Iontophoresis EG II Delivery System for **Cataract Surgery** and **Uveitis only**
  - **\$135M in potential payments, including up-front, development & commercial milestones**
    - **Cataract : \$4M up-front**, up to \$99M dev. & commercial milestones (February 2017)
    - **Anterior Uveitis: \$1M up-front**, up to \$32.5M dev. & commercial milestones (July 2015)
  - **High single digit royalties based on net sales:** upward adjustment to double-digit based on sales for cataract surgery
- EyeGate responsible for completion of the clinical development and FDA filing for both indications
- Valeant responsible for development outside U.S.
- Valeant has right of last refusal for product outside of licensed fields

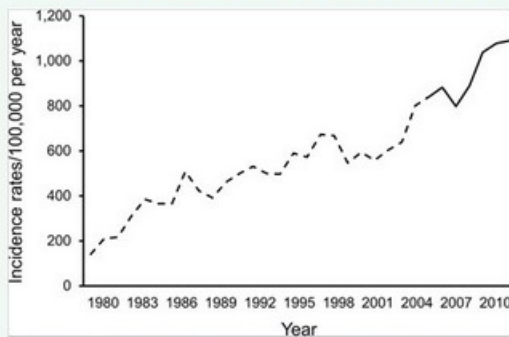
## Cataract Surgery

The most common surgical procedure  
performed by ophthalmic surgeons

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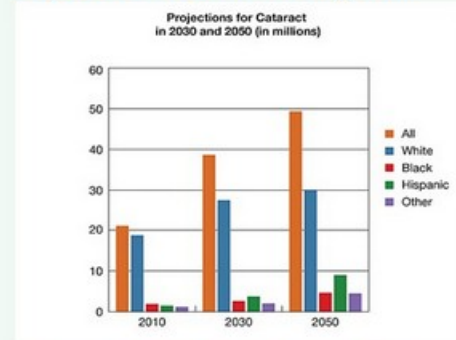
2015 Cataract surgery incidence: ~4M in U.S., ~20M Worldwide<sup>1</sup>

Number of surgeries has increased steadily...



Source: J Cataract Refract Surg. 2013 Sep; 39(9): 1383-1389.

...and could double by 2050 following projected cataract incidence growth.



Source: National Institute of Health - National Eye Institute

Cataract surgery incidence: ~4 million<sup>1</sup> annually in U.S. in 2015  
Likely to double (following incidence rates) by 2050

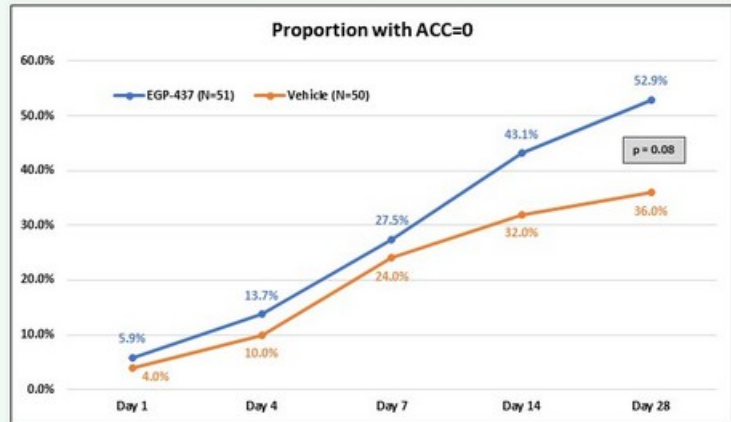
1. Market Scope, 2015 Comprehensive Report on The Global IOL Market, June 2015

▪ **Double-Masked, Placebo-Controlled, Two-arms:**

- 101 subjects from 7 sites
- 51 Randomized to EGP-437 (Iontophoresis with 40 mg/mL Dexamethasone Phosphate)
- 50 Randomized to Placebo (Iontophoresis with 100 mM Sodium Citrate solution)

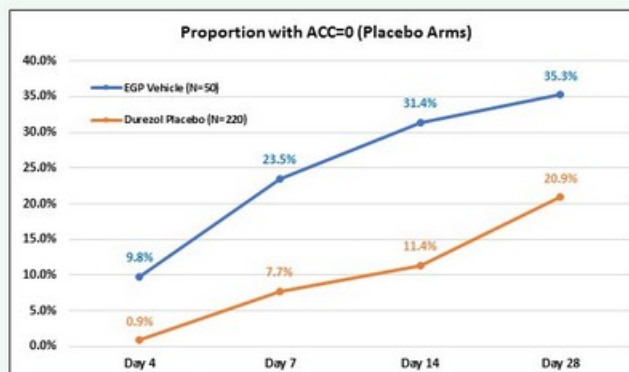
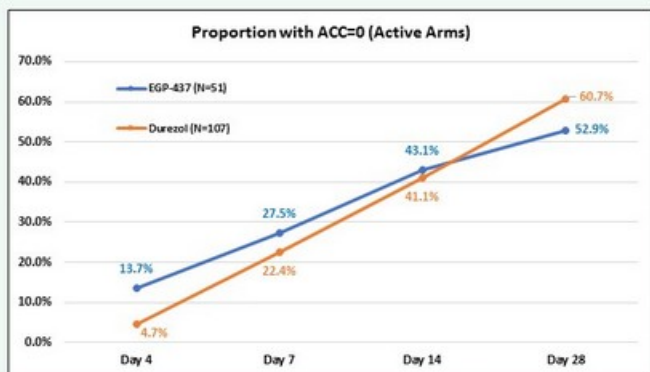
▪ **EGP-437 demonstrated better clinical performance than vehicle control**

- Trending towards statistical significance



- Secondary endpoints: change in mean cell count and change in mean pain score
  - EGP-437 showed statistically significant improvements in both ACC count and pain score
  - ACC count = 0 on Day 7:  $p = 0.0096$
  - Pain Score = 0 on Day 1:  $p = 0.0149$
  
- EGP-437 arm demonstrated a favorable safety profile with no serious adverse events reported.
  
- Greater percentage of subjects in the placebo were rescued: > 50% by Day 14
  - No subjects were rescued after Day 14 in the EGP arm thus demonstrating sustainability of effect out to Day 28





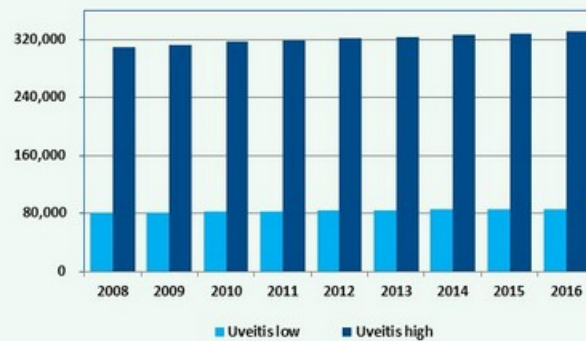
- There was no Durezol arm in our study but we compared to FDA filing material\*
- Compared to Durezol, the EGP arm performed very similar
- EGP vehicle performed significantly better than historical Durezol placebo control

## **Anterior Uveitis**

**Confirmatory Phase 3 Data in 2Q 2018**

2015 Anterior Uveitis incidence: ~26.6 to 102 per 100,000 annually in U.S.

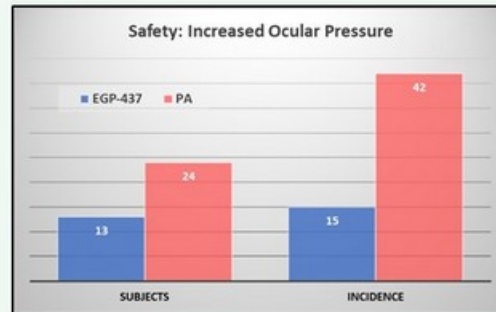
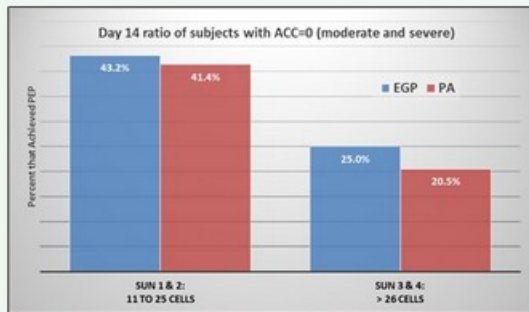
Incidence of Anterior Uveitis in the U.S. 2008-2016



Source: JAMA Ophthalmol. 2016 Nov 1;134(11):1237-1245

EyeGate II Iontophoresis System reduces dosing burden by 98% from standard eye drops

## EGP-437 demonstrated safe and effective in reducing inflammation vs positive control



- ✓ Successfully demonstrated similar response to standard of care (prednisolone acetate 1% eye drops)
- ✓ Lower incidence of increased intraocular pressure (IOP) with EGP-437 treatment

Confirmatory Phase 3 trial ongoing: Top-line data expected Q3 2018

1. ITT = Intent to Treat  
2. Primary End Point (PEP): Total cell clearing (ACC) at Day 14

## Macular Edema

Efficacious Delivery to the Back of the Eye

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**Iontophoresis delivers efficacious quantities of EGP-437 to back of eye**

**Macular Edema (ME):** Abnormal thickening of macula associated with accumulation of excess fluid within the neurosensory retina

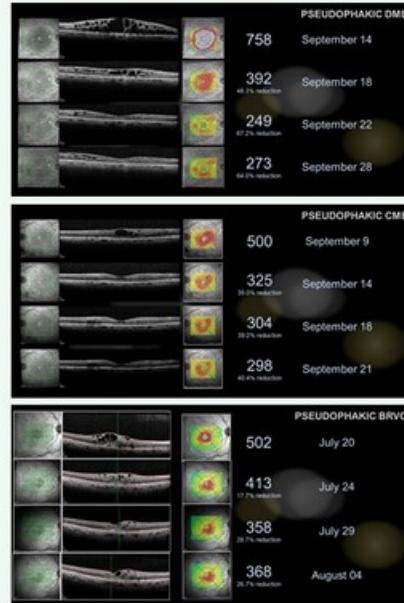
**Efficacy:** one-third of subjects responded

✓ Positive response from all subtypes (DME, RVO, and CME)<sup>1</sup>

**Excellent Safety:** No increase in IOP

**Enrollment completed**

- Under review for further development
- Value in preventing CME post cataract surgery



1. CME: cystoid macular edema, DME: diabetic macular edema, RVO: retinal vein occlusion

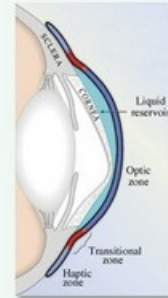
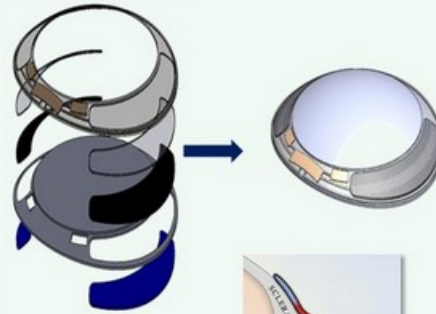
# Drug Embedded Contact Lens

The Future of Ocular Drug Delivery

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## Iontophoresis and Drug Embedded in a Contact Lens

- First indication: dexamethasone for macular edema
- Two layer lens:
  - Layer 1: Sits on surface of eye – loaded with drug
  - Layer 2: Sits on top of Layer 1 – incorporates iontophoresis electronics
- *In vitro* work nearing completion, anticipate proof-of-concept animal data in 2018
- Treating chronic retinal conditions at home
- Potential to revolutionize the treatment of retinal disease by significantly reducing or eliminating dangerous intravitreal injections and frequent office visits!





# Anticipated Inflection Points



Program	Disease Area	Q2 2018	Q3 2018	Q4 2018	Q1 2019
OBG Eye Drop <i>Crosslinked Hyaluronic Acid</i>	Large Corneal Wounds Photorefractive Keratectomy (PRK)*	Initiate 2nd	Top-Line Data 2nd Pilot Trial	Initiate Pivotal Trial	Top-Line Data Pivotal Trial
	Punctate Epitheliopathies Focus: Moderate Dry Eye*	Initiate Exploratory/ Pilot Trial	Top-Line Data Exploratory/ Pilot Trial	Initiate Pilot/ Pivotal Trial	Top-Line Data Pilot/ Pivotal Trial
OBG (+ active) Eye Drop <i>Crosslinked Hyaluronic Acid</i>	Wounds or Punctate Epitheliopathies				IND
Iontophoresis Delivery System <i>EGP-437 (Corticosteroid)</i>	Anterior Uveitis		Top-Line Data Ph 3 Trial		NDA Submitted
	Cataract Surgery			Exploratory Ph 2 Trial Top-Line Date	
Iontophoresis Contact Lens <i>EGP-437 (Corticosteroid)</i>	Macular Edema			Animal Data	

\* Assumes FDA allows clinical studies to begin following their review of the IDE amendment (review period ends April 08, 2018)



***Thank You!***

**NASDAQ: EYEG**

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EyeGate Pharmaceuticals, Inc.  
271 Waverley Oaks Road, Suite 108 Waltham, MA 02452  
[www.eyegatepharma.com](http://www.eyegatepharma.com)