

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

**POST-EFFECTIVE  
AMENDMENT NO. 1 TO  
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.  
Michael J. Lerner, 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.

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.  File No. 333-223887

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  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

This post-effective amendment shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) promulgated under the Securities Act of 1933, as amended.

#### **EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 (this "Amendment") relates to the Registration Statement on Form S-1 (File No. 333-223887) of EyeGate Pharmaceuticals, Inc. (the "Registrant"), as amended, declared effective on April 12, 2018 by the Securities and Exchange Commission. The Registrant is filing this Amendment for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Amendment does not modify any provision of Part I or Part II of the Registration Statement other than Item 16(a) of Part II as set forth below.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits.

Exhibit Number	Description of Exhibit
<u>5.1*</u>	<u>Opinion of Burns &amp; Levinson LLP.</u>
<u>23.1*</u>	<u>Consent of Burns &amp; Levinson LLP (included in Exhibit 5.1).</u>
<u>24.1</u>	<u>Power of Attorney (incorporated by reference to the signature page of the Registrant's Registration Statement on Form S-1, filed with the SEC on March 23, 2018).</u>

\*Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, Commonwealth of Massachusetts, on this 13th day of April, 2018.

**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 Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Stephen From</u> Stephen From	President, Chief Executive Officer and Director (principal executive officer)	April 13, 2018
<u>/s/ Sarah Romano</u> Sarah Romano	Chief Financial Officer (principal financial and accounting officer)	April 13, 2018
<u>*</u> Paul Chaney	Chairman	April 13, 2018
<u>*</u> Morton Goldberg	Director	April 13, 2018
<u>*</u> Praveen Tyle	Director	April 13, 2018
<u>*</u> Thomas E. Hancock	Director	April 13, 2018
<u>*</u> Bernard Malfroy-Camine	Director	April 13, 2018

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

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EXHIBIT INDEX

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\*Filed herewith.

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[Letterhead of Burns &amp; Levinson LLP]

April 13, 2018

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 (Registration No. 333-223887) (the “Registration Statement”) filed by the Company with the U.S. Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), on March 23, 2018, as amended on April 9, 2018, with respect to the offer and sale of (a) 14,730,000 shares (the “Common Shares”) of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), (b) 6,536.4 shares (the “Preferred Shares”) of the Company’s Series C Convertible Preferred Stock, par value \$0.01 per share (the “Series C Preferred Stock”), which are convertible into an aggregate of 20,426,250 shares of the Company’s Common Stock (the “Conversion Shares”) and (c) warrants (the “Warrants”) to purchase an aggregate of 35,156,250 shares of Common Stock (the “Warrant Shares”). The Common Shares, Preferred Shares, Conversion Shares, Warrants and Warrant Shares are referred to herein collectively as the “Securities.”

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 March 15, 2018 (the “Engagement Letter”), which have been filed as Exhibit 10.26 to the Registration Statement.

In connection with this opinion, we have examined and relied upon the 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 C 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 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

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