

Ocugen, Inc.  
5 Great Valley Parkway, Suite 160  
Malvern, Pennsylvania 19355

November 1, 2019

VIA EDGAR

Securities and Exchange Commission  
Division of Corporation Finance  
100 F. Street, N.E.  
Washington, D.C. 20549  
Attention: Gregory Dundas  
Attorney Advisor

Re: Ocugen, Inc.  
Registration Statement on Form S-3  
Filed October 7, 2019  
File No. 333-234127

Dear Mr. Dundas:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, Ocugen, Inc. (the "Company") hereby respectfully requests that the effectiveness of the above-referenced Registration Statement on Form S-3 be accelerated so that it will become effective at 4:30 p.m. Eastern Time on November 5, 2019 or as soon thereafter as practicable. There are no underwriters for this proposed offering, which is an offering of the Company's common stock by selling stockholders.

The Company hereby confirms that it is aware of its responsibilities under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, as they relate to the proposed offering of the securities specified in the above-referenced Registration Statement.

Please contact James W. McKenzie, Jr. of Morgan, Lewis & Bockius LLP at (215) 963-5134 with any questions you may have. The Company hereby authorizes Mr. McKenzie to orally modify or withdraw this request for acceleration. In addition, please notify Mr. McKenzie if and when this request for acceleration has been granted.

Very truly yours,

Ocugen, Inc.

By: /s/ Shankar Musunuri, Ph.D., MBA  
Shankar Musunuri, Ph.D., MBA  
Chief Executive Officer

cc: James W. McKenzie, Jr., Morgan, Lewis & Bockius LLP  
Jacquelynne M. Hamilton, Morgan, Lewis & Bockius LLP

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