

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

May 4, 2020

VIA EDGAR

U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: Ocugen, Inc.  
Registration Statement on Form S-3  
Filed March 27, 2020 (File No. 333-237456)

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, Ocugen, Inc. (the "**Company**") hereby requests that the effective date of the Company's Registration Statement on Form S-3 (File No. 333-237456) (the "**Registration Statement**") be accelerated so that the Company's Registration Statement will become effective at 4:01 PM, eastern time, on May 5, 2020, or as soon as thereafter as is practicable.

Please contact Thomas Mitchell of Pepper Hamilton LLP, counsel to the Company, at (949) 567-3543 to provide notice of effectiveness, or if you have any questions or comments concerning this request.

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Very truly yours,

**OCUGEN, INC.**

By: /s/ Shankar Musunuri

Name: Shankar Musunuri, Ph.D., MBA

Title: Chief Executive Officer & Chairman

*Ocugen, Inc. — Acceleration Letter*

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