

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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|--|---------|----------|---|--|---|---|--|
| 1. Name and Address of Reporting Person* <u>WHITTINGTON MARNA C</u> | | | 2. Date of Event Requiring Statement (Month/Day/Year) <u>03/21/2022</u> | | 3. Issuer Name and Ticker or Trading Symbol <u>Ocugen, Inc. [OCGN]</u> | | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director Officer (give title below) | | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | |
| C/O OCUGEN, INC. 263 GREAT VALLEY PARKWAY | | | 10% Owner Other (specify below) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | |
| (Street) | (City) | (State) | (Zip) | | | | |
| MALVERN | PA | | 19355 | | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,000 | I | By: Marna C. Whittington Revocable Trust ⁽¹⁾ |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Explanation of Responses:

1. The reporting person is the trustee and sole beneficiary of the Marna C. Whittington Revocable Trust.

Remarks:

Exhibit List: Exhibit 24.1 - Power of Attorney

/s/ Marna Whittington by Jessica Crespo, 03/23/2022
her attorney-in-fact

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

OCUGEN, INC.**POWER OF ATTORNEY**

Know all by these present, that I, the undersigned director and/or officer of the Company (the "Company"), hereby constitute and appoint Shankar Musunuri as my lawful attorneys-in-fact and agents, with full power to act, together or each without substitution and resubstitution, for me and in my name, place and stead, in any and

- (i) to execute and file for and on behalf of the undersigned any registration statement (including any amendments thereto and any successors to such registration statement) for the acquisition or disposition of securities of the Company that the undersigned is required to file with the U.S. Securities and Exchange Commission (the "SEC") pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and any rules promulgated thereunder;
- (ii) to execute and file for and on behalf of the undersigned any voluntary registration statement pursuant to Section 16(a) of the Exchange Act;
- (iii) to request electronic filing codes from the SEC by filing the Form 1592 (together with the Form 1592 thereto) and any other documents necessary or appropriate to obtain such codes, and to execute and file for and on behalf of the undersigned to file such reports electronically;
- (iv) to prepare, file, and submit any documents or reports that may be required to register the Company's securities under the Securities Act of 1933, as amended (the "Securities Act") in reliance on Rule 144 thereunder at any time; or
- (v) take any other action of any type whatsoever in connection with the registration of the Company's securities under the Securities Act, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interests of, and for the benefit of, the undersigned, it being understood that the documents executed and filed on behalf of the undersigned pursuant to this Power of Attorney shall contain such terms and conditions as such attorneys-in-fact may determine in their sole discretion.

The undersigned acknowledges that the foregoing attorneys-in-fact, in seeking to register the Company's securities under the Securities Act on behalf of the undersigned, is not assuming, nor is the Company assuming, any of the obligations of the undersigned to comply with Section 16(a) of the Exchange Act or the Securities Act. The Company shall be responsible to apprise the undersigned of applicable filing requirements for purposes of the Securities Act.

This Power of Attorney shall remain in full force and effect until the und

file Forms 3, 4 and 5 with respect to the undersigned's holdings and transactions in the Company, unless earlier revoked by the undersigned in a signed writing delivered to the undersigned. This Power of Attorney revokes and replaces any prior Power of Attorney executed by the undersigned to the ownership, acquisition or disposition of securities of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be signed and dated this 21st day of February, 2022.

/s/ Marna Whittington,
Name: Marna Whittington
