



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

February 19, 2020

Sanjay Subramanian  
Chief Financial Officer  
Ocugen, Inc.  
5 Great Valley Parkway, Suite 160  
Malvern, PA 19355

**Re: Ocugen, Inc.  
Form 10-Q  
Exhibit No. 10.2 - Co-Development and Commercialization Agreement, dated as of  
September 27, 2019, by and among the Registrant and CanSino Biologics Inc.  
Filed November 12, 2019  
File No. 001-36751**

Dear Mr. Subramanian:

We have concluded our assessment of your redacted exhibit for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance