
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): December 8, 2020

EyePoint Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-51122
(Commission
File Number)

26-2774444
(I.R.S. Employer
Identification No.)

**480 Pleasant Street
Watertown, MA 02472**
(Address of Principal Executive Offices, and Zip Code)

(617) 926-5000
Registrant's Telephone Number, Including Area Code
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	EYPT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 8, 2020, EyePoint Pharmaceuticals, Inc. (the “Company”) announced that it filed a Certificate of Amendment of the Company’s certificate of incorporation, as amended (the “Certificate of Amendment”), with the Secretary of State of the State of Delaware, to effect a one-for-10 reverse stock split (the “reverse split”) of the Company’s issued and outstanding shares of common stock, par value \$0.001 per share (the “Common Stock”), at 5:00 p.m. Eastern Time on that date. Beginning with the opening of trading on December 9, 2020, the Company’s Common Stock will trade on the Nasdaq Global Market on a split-adjusted basis under a new CUSIP number 30233G209.

As a result of the reverse split, every 10 shares of the Company’s Common Stock issued and outstanding will be converted into one share of Common Stock. No fractional shares will be issued in connection with the reverse split. Stockholders who would otherwise be entitled to a fractional share of Common Stock will instead receive cash in lieu of fractional shares based on the closing sales price of the Company’s Common Stock as quoted on the Nasdaq Global Market on December 8, 2020.

The reverse split will not reduce the number of authorized shares of the Common Stock or preferred stock (the “Preferred Stock”), or change the par values of the Company’s Common Stock or Preferred Stock. The reverse split will affect all stockholders uniformly and will not affect any stockholder’s ownership percentage of the Company’s shares of Common Stock (except to the extent that the reverse split would result in some of the stockholders receiving cash in lieu of fractional shares). All outstanding options, warrants, restricted stock units and deferred stock units entitling their holders to receive or purchase shares of the Company’s Common Stock will be adjusted as a result of the reverse split, as required by the terms of each security. The number of shares reserved for future issuance pursuant to the Company’s 2016 Long-Term Incentive Plan and the number of shares reserved for future issuance pursuant to the Company’s 2019 Employee Stock Purchase Plan will also be appropriately adjusted.

The foregoing description of the Certificate of Amendment is a summary of the material terms thereof, does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed with this report as Exhibit 3.1 and is incorporated herein by reference.

As a result of the reverse split, the number of issued and outstanding shares of Common Stock will be adjusted from 151.3 million shares to approximately 15.13 million shares.

On December 8, 2020, the Company issued a press release announcing the reverse split. A copy of the press release is filed herewith as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Certificate of Amendment of the Certificate of Incorporation of EyePoint Pharmaceuticals, Inc. effective December 8, 2020</u>
99.1	<u>Press Release of EyePoint Pharmaceuticals, Inc., dated December 8, 2020</u>
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EYEPOINT PHARMACEUTICALS, INC.

Date: December 8, 2020

By: /s/ George O. Elston
Name: George O. Elston
Title Chief Financial Officer and Head of Corporate Development

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
OF
EYEPOINT PHARMACEUTICALS, INC.

EyePoint Pharmaceuticals, Inc. (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”), for the purpose of amending its Certificate of Incorporation, as amended (the “Certificate of Incorporation”), in accordance with the DGCL, does hereby make and execute this Certificate of Amendment to the Certificate of Incorporation, and does hereby certify that:

1. The name of the Corporation is EyePoint Pharmaceuticals, Inc.

2. The Board of Directors of the Corporation (the “Board”), acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), so that effective upon the effective time of this Certificate of Amendment (the “Effective Time”) to the Certificate of Incorporation with the Secretary of State of the State of Delaware, every ten shares of the Corporation’s common stock, par value \$0.001 per share (hereinafter the “Common Stock”), issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one share of Common Stock without increasing or decreasing the par value of each share of Common Stock (the “Reverse Stock Split”) and without increasing or decreasing the authorized number of shares of Common Stock or the Corporation’s preferred stock, par value \$0.001 per share (hereinafter the “Preferred Stock”). No fractional shares of Common Stock shall be issued as a result of the Reverse Stock Split and, in lieu thereof, upon surrender after the Effective Time of a certificate or book entry position which formerly represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time, any person who would otherwise be entitled to a fractional share of Common Stock as a result of the Reverse Stock Split, following the Effective Time, shall be entitled to receive a cash payment equal to the fraction of a share of Common Stock to which such holder would otherwise be entitled multiplied by the closing price per share of the Common Stock on The Nasdaq Global Market at the close of business on the date of the Effective Time. The Reverse Stock Split shall occur whether or not the certificates representing such shares of Common Stock are surrendered to the Corporation or its transfer agent.

3. This Certificate of Amendment has been duly adopted by the Board of Directors and stockholders of the Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.

4. This Certificate of Amendment shall become effective as of 5:00 pm, Eastern Time on December 8, 2020.

[Signature page follows]

IN WITNESS WHEREOF, I have signed this Certificate this 8th day of December, 2020.

/s/ Nancy S. Lurker

Nancy S. Lurker
President and Chief Executive Officer

[Signature Page to Certificate of Amendment]



EyePoint Pharmaceuticals Announces 1-for-10 Reverse Stock Split

WATERTOWN, Mass., December 8, 2020 - EyePoint Pharmaceuticals, Inc. (NASDAQ: EYPT), a pharmaceutical company committed to developing and commercializing innovative ophthalmic products, today announced that it will effect a 1-for-10 reverse stock split at 5:00 p.m. Eastern Time today. Beginning with the opening of trading on December 9, 2020, EyePoint's common stock will trade on the Nasdaq Global Market on a split-adjusted basis under a new CUSIP number 30233G209.

The reverse stock split is intended to enable EyePoint to regain compliance with the \$1.00 minimum closing bid price required for continued listing on the Nasdaq Global Market.

At EyePoint's special meeting of stockholders on December 1, 2020, EyePoint's stockholders approved the proposal to authorize EyePoint's Board of Directors to file an amendment to EyePoint's certificate of incorporation to effect the reverse split at a ratio to be determined by the Board, ranging from 1-for-10 to 1-for-25. The specific 1-for-10 ratio was subsequently approved by EyePoint's Board of Directors and the reverse stock split was effected by filing a Certificate of Amendment to EyePoint's certificate of incorporation with the Secretary of State of the State of Delaware.

The reverse split will affect all issued and outstanding shares of EyePoint's common stock. At the effective time of the reverse stock split the number of shares of common stock issued and outstanding will be reduced from approximately 151.3 million shares to approximately 15.13 million shares. All outstanding options, warrants, restricted stock units and deferred stock units entitling their holders to receive or purchase shares of EyePoint's common stock will be adjusted as a result of the reverse split, as required by the terms of each security. The number of shares reserved for future issuance pursuant to EyePoint's 2016 Long-Term Incentive Plan and the number of shares reserved for future issuance pursuant to EyePoint's 2019 Employee Stock Purchase Plan will also be appropriately adjusted. The reverse stock split will affect all stockholders uniformly and will not affect any stockholder's ownership percentage of EyePoint's shares (except to the extent that the reverse stock split would result in some of the stockholders receiving cash in lieu of fractional shares). Stockholders will receive cash in lieu of fractional shares based on today's closing sales price of EyePoint's common stock as quoted on the Nasdaq Global Market. The reverse stock split will not reduce the number of authorized shares of common stock, or preferred stock, or change the par values of EyePoint common stock (which will remain at \$0.001 per share) or preferred stock (which will remain at \$0.001 per share).

Computershare Trust Company, N.A. (Computershare) is acting as the exchange agent and transfer agent for the reverse stock split. Computershare will provide instructions to stockholders with physical certificates regarding the process for exchanging their pre-split stock certificates for post-split shares in book-entry form and receiving payment for any fractional shares.

About EyePoint Pharmaceuticals

EyePoint Pharmaceuticals, Inc. (www.eyepointpharma.com) is a pharmaceutical company committed to developing and commercializing innovative ophthalmic products in indications with high unmet medical need to help improve the lives of patients with serious eye disorders. The Company currently has two commercial products: DEXYCU®, the first approved intraocular product for the treatment of postoperative inflammation, and YUTIQ®, a three-year treatment of chronic non-infectious uveitis affecting the posterior segment of the eye. The Company's pipeline leverages its proprietary bioerodible Durasert® technology for extended intraocular drug delivery including EYP-1901, a potential six-month sustained delivery intravitreal anti-VEGF treatment initially targeting wet age-related macular degeneration. EyePoint Pharmaceuticals is headquartered in Watertown, Massachusetts with offices in Basking Ridge, New Jersey. To learn more about the Company, please visit www.eyepointpharma.com and connect on Twitter and LinkedIn.

SAFE HARBOR STATEMENTS UNDER THE PRIVATE SECURITIES LITIGATION ACT OF 1995: Various statements made in this release are forward-looking, and are inherently subject to risks, uncertainties and potentially inaccurate assumptions. All statements that address activities, events or developments that we intend, expect, plan or believe may occur in the future are described in our filings with the Securities and Exchange Commission. Examples of forward-looking statements contained in this press release include, among others, statements regarding the timing and effectiveness of the reverse stock split. We cannot guarantee that the results and other expectations expressed, anticipated or implied in any forward-looking statement will be realized. A variety of factors, including these risks, could cause our actual results and other expectations to differ materially from the anticipated results or other expectations expressed, anticipated or implied in our forward-looking statements. Should known or unknown risks materialize, or should underlying assumptions prove inaccurate, actual results could differ materially from past results and those anticipated, estimated or projected in the forward-looking statements. You should bear this in mind as you consider any forward-looking statements. Our forward-looking statements speak only as of the dates on which they are made. We do not undertake any obligation to publicly update or revise our forward-looking statements even if experience or future changes makes it clear that any projected results expressed or implied in such statements will not be realized.

Contacts

Investors:

Argot Partners

Sam Martin or Joe Rayne

212-600-1902

eyepoint@argotpartners.com

Media:

Thomas Gibson

201-476-0322

tom@tomgibsoncommunications.com