

**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): June 23, 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 5.07. Submission of Matters to a Vote of Security Holders.

EyePoint Pharmaceuticals, Inc. (the “Company”) held its 2020 Annual Meeting of Stockholders on June 23, 2020 via live webcast (the “Annual Meeting”). On April 24, 2020, the record date for the Annual Meeting, there were 124,741,832 shares of common stock of the Company (the “Common Stock”) issued and outstanding and entitled to vote on the proposals presented at the Annual Meeting, of which 97,706,349 or 78.33%, were present in person or voted by proxy, which constituted a quorum. The holders of shares of its Common Stock are entitled to one vote for each share held and cumulative voting for directors is not permitted. The final results of the voting for each matter submitted to a vote of stockholders at the meeting are as follows:

Proposal No. 1. Election of Directors

The Company’s stockholders elected the following directors to the Board, each to serve until the Company’s 2021 Annual Meeting or until such person’s successor is duly elected and qualified. The voting on this proposal is set forth below:

	Vote Type	Vote Results
Göran Ando, M.D.	For	72,626,677
	Withheld	2,096,998
	Non Votes	22,982,674
Nancy Lurker	For	72,797,793
	Withheld	1,925,882
	Non Votes	22,982,674
Douglas Godshall	For	72,843,042
	Withheld	1,880,633
	Non Votes	22,982,674
Jay Duker, M.D.	For	72,716,324
	Withheld	2,007,351
	Non Votes	22,982,674
Kristine Peterson	For	64,647,704
	Withheld	10,075,971
	Non Votes	22,982,674
Ronald W. Eastman	For	72,625,644
	Withheld	2,098,031
	Non Votes	22,982,674
John B. Landis, Ph.D.	For	72,850,677
	Withheld	1,872,998
	Non Votes	22,982,674
David Guyer, M.D.	For	67,752,649
	Withheld	6,971,026
	Non Votes	22,982,674
Wendy F. DiCicco	For	72,903,712
	Withheld	1,819,963
	Non Votes	22,982,674

Proposal No. 2. Approval of Amendment to the Certification of Incorporation

The Company’s stockholders approved the adoption of an amendment to the Company’s Certificate of Incorporation to increase the number of shares of Common Stock that are authorized for issuance from 150,000,000 shares to 300,000,000 shares. The voting on this proposal is set forth below:

Vote type	Vote Results
For	88,133,505
Against	8,590,975
Abstain	981,869
Non Votes	0

Proposal No. 3. Non-Binding Advisory Vote on Named Executive Officer Compensation

The Company's stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement. The voting on this proposal is set forth below:

<u>Vote type</u>	<u>Vote Results</u>
For	63,788,233
Against	10,393,776
Abstain	541,666
Non Votes	22,982,674

Proposal No. 4. Ratification of Appointment of Independent Registered Public Accounting Firm

The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020. The voting on this proposal is set forth below:

<u>Vote type</u>	<u>Vote Results</u>
For	96,186,362
Against	934,990
Abstain	584,997
Non Votes	0

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of the Certificate of Incorporation of Eyepoint Pharmaceuticals, Inc.

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: June 23, 2020

By: /s/ Nancy Lurker
Name: Nancy Lurker
Title: President and Chief Executive Officer

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 (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 Board of Directors of the Corporation (the "Board"), acting in accordance with the provisions of Sections 141 and 242 of the DGCL, adopted resolutions amending its Certificate of Incorporation, so that effective upon the effective time of this Certificate of Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware, Article 4 of the Certificate of Incorporation is hereby amended by striking out Article 4 thereof and by substituting in lieu of said Article the following new Article 4:

"4. The corporation shall have two classes of stock, Common Stock, US\$.001 par value per share, and Preferred Stock, US\$.001 par value per share. The total number of shares that the corporation shall have authority to issue is 300,000,000 shares of Common Stock and 5,000,000 shares of Preferred Stock. Subject to the limitations prescribed by law and the provisions of this certificate of incorporation, the board of directors of the corporation is authorized to issue the Preferred Stock from time to time in one or more series, each of such series to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and such qualifications, limitations or restrictions thereof, as shall be determined by the board of directors in a resolution or resolutions providing for the issue of such Preferred Stock. Subject to the powers, preferences and rights of any Preferred Stock, including any series thereof, having any preference or priority over, or rights superior to, the Common Stock and except as otherwise provided by law, the holders of the Common Stock shall have and possess all powers and voting and other rights pertaining to the stock of this corporation and each share of Common Stock shall be entitled to one vote."

2. Thereafter, pursuant to a resolution of the Board, a meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the DGCL at which meeting the necessary number of shares as required by statute were voted in favor of the foregoing amendment.

3. The foregoing amendment has been duly adopted in accordance with the provisions of Section 242 of the DGCL by the vote of a majority of outstanding stock of the Corporation entitled to vote thereon.

4. This Certificate of Amendment of the Certificate of Incorporation shall be effective upon its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, I have signed this Certificate this 23rd day of June, 2020.

/s/Nancy S. Lurker

Nancy S. Lurker
President and Chief Executive Officer