

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): January 23, 2023

EyePoint Pharmaceuticals, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-51122
(Commission File Number)

26-2774444
(IRS Employer
Identification No.)

480 Pleasant Street
Watertown, Massachusetts
(Address of Principal Executive Offices)

02472
(Zip Code)

Registrant's Telephone Number, Including Area Code: (617) 926-5000

(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:

- Written communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications 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 Global Market

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

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 1.01 Entry into a Material Definitive Agreement.

On January 23, 2023, EyePoint Pharmaceuticals, Inc. (the “Company”) and V.E. Properties IX, LLC (the “Landlord”) entered into a lease agreement (the “Lease”) relating to the lease by the Company of a to-be-constructed build-to-suit stand-alone commercial manufacturing facility, which will contain approximately 40,000 rentable square feet of space and will be located at 600 Commerce Park Drive, Northbridge, MA, 01534 (the “Premises”). The new facility will be constructed and managed by the Landlord. The Lease specifies that the Landlord will form a condominium structure and will assign the Lease to a separate legal entity within approximately 3 months of execution of the Lease. The Company has retained the right to review and comment on the condominium documents prior to recording. The Landlord is expected to perform the base building work and build out of the Premises subject to certain remedies if the Landlord fails to substantially complete such work in accordance with an agreed upon schedule, including termination of the Lease if the Premises is not substantially completed by December 31, 2024. The Company retains the right to take over construction responsibilities in the event the Landlord stops work for 15 consecutive days at any point during construction (subject to reimbursement by the Landlord for any out of pocket costs incurred to complete the Landlord’s work through rent offsets).

The term of the Lease is currently estimated to commence in the second half of 2024, when construction of the Premises has been completed (the “Lease Commencement Date”). Upon the Lease Commencement Date, the Lease will have an initial term of 15 years and four months (the “Initial Term”). The Company has two options (each, an “Option Term”) to extend the term of the Lease, for either five years or ten years, on the same terms, covenants and conditions, except that the minimum rent during an Option Term shall equal 95% of fair market rent. Each Option Term may be elected at the Company’s option with notice at least 9 months prior to the end of the Initial Term or the current option period (if applicable).

The Company’s obligation to pay base rent will begin four months following the Lease Commencement Date (the “Rent Commencement Date”). The aggregate base rent due over the Initial Term is approximately \$41 million. Under the Lease, the Company will pay, beginning on the Rent Commencement Date, an approximate annual base rent of \$2,440,000, or \$61.00 per rentable square foot, in equal monthly installments. The annual base rent will escalate at \$1 per rentable square foot for the Initial Term of the Lease up to a maximum annual base rent of approximately \$3,000,000, or \$75.00 per rentable square foot, for the final year of the Initial Term. The Company will also be required to pay its proportionate share of certain operating costs and property taxes applicable to the Premises.

The Company has the right to expand the Premises by not greater than 20,000 rentable square feet upon notice to the Landlord. If the Landlord receives notice of such expansion within five years of the expiration of the Initial Term, then the Term will be extended by five years.

The foregoing description of the Lease does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Lease, which will be filed as an exhibit to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth in Item 1.01 above is incorporated by reference herein.

Item 8.01 Other Events.

On January 23, 2023, the Company issued a press release announcing entry into the Lease. The full text of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Cautionary Note on Forward-Looking Statements

This report and the accompanying press release contain forward-looking statements, including, but not limited to, statements related to the Lease Commencement Date and completion of construction of the Premises. These forward-looking statements are based on the Company’s current expectations and inherently involve significant risks and uncertainties. The Company’s actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks, uncertainties and contingencies related to the construction of the Premises. A further description of the risks and uncertainties relating to the business of the Company is contained in the Company’s most recent annual report on Form 10-K and the Company’s quarterly reports on Form 10-Q, as well as any amendments thereto reflected in subsequent filings with the SEC. The Company undertakes no duty or obligation to update any forward-looking statements contained in this report as a result of new information, future events or changes in its expectations.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of EyePoint Pharmaceuticals, Inc. dated January 23, 2023
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: January 23, 2023

By: /s/ George O. Elston
George O. Elston
Chief Financial Officer

EyePoint Pharmaceuticals Enters Lease Agreement for the Construction of a Commercial Manufacturing Facility for Global Product Supply of EYP-1901 and YUTIQ

- State-of-the-art cGMP manufacturing facility to be built in Northbridge, Massachusetts –
- Awarded \$1.9 million of state and local grants with rent commencing in second half of 2024 –

WATERTOWN, Mass, January 23, 2023 (GLOBE NEWSWIRE) – EyePoint Pharmaceuticals, Inc. (NASDAQ: EYPT), a pharmaceutical company committed to developing and commercializing therapeutics to help improve the lives of patients with serious eye disorders, today announced that it has entered into a lease agreement to design and construct a 40,000-square-foot manufacturing facility in Northbridge, Massachusetts to support the global manufacturing of programs, including EYP-1901 and YUTIQ.

“As EyePoint continues to advance our retinal disease-focused pipeline and commercial business, the ability to efficiently and reliably manufacture our products is key to our mission of bringing innovative treatment options to patients living with serious eye disorders,” said Nancy Lurker, Chief Executive Officer of EyePoint Pharmaceuticals. “This new facility provides us with significant manufacturing capacity to accelerate the clinical development and future commercial production for EYP-1901, as well as support global demand for our U.S. FDA and China NMPA approved therapy, YUTIQ. This strategic investment in a commercial scale facility reflects our commitment to EYP-1901, YUTIQ and the focus on building a strong pipeline for long-term shareholder value.”

The 40,000 square-foot standalone manufacturing facility will be Good Manufacturing Practice (GMP) compliant to meet U.S. FDA and European Medicines Agency (EMA) standards and support EYP-1901’s clinical supply and commercial readiness upon regulatory approval. In addition, the building will have the capacity and capabilities to support EyePoint’s commercial business and expanding pipeline. The new facility, customized for EyePoint’s requirements, will be constructed and managed by V.E. Properties IX, LLC and is expected to be operational in the second half of 2024. EyePoint was represented by Jones Lang LaSalle throughout the property search, selection, and lease negotiation process.

“This agreement allows EyePoint to meet anticipated global clinical and commercial demand for our products and product candidates with only a modest financial upfront requirement, as rent obligations do not begin until we occupy the facility in the second half of 2024,” said George Elston, Chief Financial Officer of EyePoint Pharmaceuticals. “Additionally, in connection with this agreement, EyePoint will be receiving approximately \$1.9 million in state and local tax incentives as part of our commitment to this facility and the local jobs that it will create. We look forward to working with V.E. Properties IX, as they build this new facility to our specifications.”

About EyePoint Pharmaceuticals

EyePoint Pharmaceuticals (Nasdaq: EYPT) is a pharmaceutical company committed to developing and commercializing therapeutics to help improve the lives of patients with serious eye disorders. The Company's pipeline leverages its proprietary Durasert® technology for sustained intraocular drug delivery including EYP-1901, an investigational sustained delivery intravitreal treatment currently in Phase 2 clinical trials. The proven Durasert drug delivery platform has been safely administered to thousands of patients' eyes across four U.S. FDA approved products, including YUTIQ® for the treatment of posterior segment uveitis, which is currently marketed by the Company. EyePoint Pharmaceuticals is headquartered in Watertown, Massachusetts.

SAFE HARBOR STATEMENTS UNDER THE PRIVATE SECURITIES LITIGATION ACT OF 1995: To the extent any statements made in this press release deal with information that is not historical, these are forward-looking statements under the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements regarding the use of proceeds for the offering and other statements identified by words such as “will,” “potential,” “could,” “can,” “believe,” “intends,” “continue,” “plans,” “expects,” “anticipates,” “estimates,” “may,” other words of similar meaning or the use of future dates. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Uncertainties and risks may cause EyePoint’s actual results to be materially different than those expressed in or implied by EyePoint’s forward-looking statements. For EyePoint, this includes uncertainties regarding the timing and clinical development of our product candidates, including EYP-1901; the potential for EYP-1901 as a novel sustained delivery treatment for serious eye diseases, including wet age-related macular degeneration and non-proliferative diabetic retinopathy; the effectiveness and timeliness of clinical trials, and the usefulness of the data; the timeliness of regulatory approvals; the success of current and future license agreements; our dependence on contract research organizations, co-promotion partners, and other outside vendors and service providers; effects of competition and other developments affecting sales of our commercialized products, YUTIQ® and DEXYCU®; the loss of pass-through reimbursement status for DEXYCU as of January 1, 2023; market acceptance of our products; product liability; industry consolidation; compliance with environmental laws; risks and costs of international business operations; volatility of stock price; possible dilution; absence of dividends; the continued impact of the COVID-19 pandemic on EyePoint's business, the medical community and the global economy and the impact of general business and economic conditions; protection of our intellectual property and avoiding intellectual property infringement; retention of key personnel; manufacturing risks; and other factors described in our filings with the Securities and Exchange Commission. 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. EyePoint undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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