

**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): December 5, 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, 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:

- 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 8.01. Other Events.

EyePoint Pharmaceuticals, Inc. (the “Company”) issued press releases announcing the launch, pricing and closing of its previously announced underwritten public offering of 13,529,411 shares of the Company’s common stock, par value \$0.001 per share, at a public offering price of \$17.00 per share, on December 4, 2023, December 5, 2023 and December 8, 2023, respectively. Copies of these press releases are attached hereto as Exhibits 99.1, 99.2 and 99.3, respectively, and are each incorporated herein by reference.

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by the Company announcing the launch of the offering on December 4, 2023
99.2	Press Release issued by the Company announcing the pricing of the offering on December 5, 2023
99.3	Press Release issued by the Company announcing the closing of the offering on December 8, 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: December 8, 2023

/s/ George O. Elston

George O. Elston

Executive Vice President and Chief Financial Officer



EyePoint Pharmaceuticals Announces Proposed Public Offering of Common Stock

WATERTOWN, Mass., December 4, 2023 (GLOBE NEWSWIRE) – EyePoint Pharmaceuticals, Inc. (NASDAQ: EYPT), a company committed to developing and commercializing therapeutics to improve the lives of patients with serious retinal diseases, today announced that it has commenced an underwritten public offering of \$175 million of shares of its common stock. All of the shares are being offered by EyePoint. In addition, EyePoint intends to grant the underwriters an option for a period of 30 days to purchase up to an additional \$26.25 million of shares of EyePoint’s common stock at the public offering price, less the underwriting discount.

J.P. Morgan, TD Cowen and Guggenheim Securities are acting as joint book running managers for the offering. The offering is subject to market conditions and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

EyePoint intends to use the net proceeds that it will receive from the offering to advance clinical development of EYP-1901 for wet age related macular degeneration through the initiation of and reporting of topline data from two pivotal Phase 3 clinical trials, as well as support its earlier stage pipeline development initiatives, and for general corporate purposes.

The securities described above to be issued and sold are being offered by the Company pursuant to a shelf registration statement on Form S-3 (No. 333-275125) previously filed with the Securities and Exchange Commission (SEC) on October 20, 2023 and declared effective by the SEC on October 30, 2023.

The securities will be offered by means of a prospectus supplement and accompanying prospectus relating to the offering that form a part of the applicable registration statements. A preliminary prospectus supplement and the accompanying prospectus relating to and describing the terms of the offering will be filed with the SEC and will be available on the SEC’s website at www.sec.gov. Copies of the preliminary prospectus supplement, when available, and accompanying prospectus relating to the offering may be obtained from J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by telephone at (866) 803-9204, or by email at prospectus-req_fi@jpmchase.com; Cowen and Company, LLC, 599 Lexington Avenue, New York, NY 10022, by email at Prospectus_ECM@cowen.com or by telephone at (833) 297-2926; or Guggenheim Securities, LLC, Attention: Equity Syndicate Department, 330 Madison Avenue, 8th Floor, New York, NY 10017, or by telephone at (212) 518-9544, or by email at GSEquityProspectusDelivery@guggenheimpartners.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About EyePoint Pharmaceuticals

EyePoint Pharmaceuticals (Nasdaq: EYPT) is a clinical-stage company committed to developing and commercializing therapeutics to help improve the lives of patients with serious retinal diseases. The Company’s pipeline leverages its proprietary bioerodible Durasert E™ technology for sustained intraocular drug delivery. The company’s lead product candidate, EYP-1901, is an investigational sustained delivery

treatment for VEGF-mediated retinal diseases combining vorolanib, a selective and patent-protected tyrosine kinase inhibitor (TKI) with Durasert E™. Vorolanib is licensed to EyePoint exclusively by Equinox Sciences for the localized treatment of all ophthalmic diseases. Additional pipeline programs include EYP-2301, a promising Tie-2 activator, razuprotafib, f/k/a AKB-9778, formulated in Durasert E™ to potentially improve outcomes in wet AMD and diabetic eye disease. The proven Durasert® drug delivery platform has been safely administered to over thousands of patient eyes across four U.S. FDA approved products. 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 timing and success of the proposed offering, as well as the anticipated use of proceeds for the proposed 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 satisfaction of the customary closing conditions of the offering, delays in obtaining required stock exchange or other regulatory approvals, stock price volatility and uncertainties relating to the financial markets, the medical community and the global economy, and the impact of instability in general business and economic conditions, including changes in inflation, interest rates and the labor market. More detailed information on these and additional factors that could affect EyePoint’s actual results are described in EyePoint’s filings with the SEC, including its Annual Report on Form 10-K for the fiscal year ended December 31, 2022, as revised or supplemented by its Quarterly Reports on Form 10-Q and other documents filed with the SEC. All forward-looking statements in this news release speak only as of the date of this news release. EyePoint undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Investors:

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Media Contact

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Green Room Communications
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EyePoint Pharmaceuticals Announces Pricing of Upsized Public Offering

WATERTOWN, Mass., December 5, 2023 (GLOBE NEWSWIRE) – EyePoint Pharmaceuticals, Inc. (NASDAQ: EYPT), a company committed to developing and commercializing therapeutics to improve the lives of patients with serious retinal diseases, today announced the pricing of an underwritten public offering of 11,764,706 shares of its common stock at a public offering price of \$17.00 per share. The aggregate gross proceeds from this offering are expected to be approximately \$200.0 million, before deducting underwriting discounts and commissions and other offering expenses payable by EyePoint. All of the shares of common stock are being sold by EyePoint. The closing of the offering is expected to occur on or about December 8, 2023, subject to the satisfaction of customary closing conditions. In addition, EyePoint has granted the underwriters an option for a period of 30 days to purchase up to an additional 1,764,705 shares of EyePoint’s common stock at the public offering price, less underwriting discounts and commissions.

J.P. Morgan, TD Cowen and Guggenheim Securities are acting as joint book running managers for the offering. Cantor is also acting as a book running manager for the offering. Mizuho and Laidlaw & Company (UK) Ltd. are acting as co-managers for the offering.

EyePoint intends to use the net proceeds that it will receive from the offering to advance clinical development of EYP-1901 for wet age related macular degeneration through the initiation of and reporting of topline data from two pivotal Phase 3 clinical trials, as well as support its earlier stage pipeline development initiatives, and for general corporate purposes.

The securities described above are being offered by the Company pursuant to a shelf registration statement on Form S-3 (No. 333-275125) previously filed with the Securities and Exchange Commission (SEC) on October 20, 2023 and declared effective by the SEC on October 30, 2023.

The securities are being offered by means of a prospectus supplement and accompanying prospectus relating to the offering that form a part of the registration statement. A preliminary prospectus supplement relating to the offering was filed with the SEC on December 4, 2023 and is available on the SEC’s website at www.sec.gov. The final prospectus supplement relating to and describing the terms of the offering will be filed with the SEC and also will be available on the SEC’s website at www.sec.gov. Before investing in the offering, you should read each of the prospectus supplement and the accompanying prospectus relating to the offering in their entirety as well as the other documents that EyePoint has filed with the SEC that are incorporated by reference in the prospectus supplement and the accompanying prospectus relating to the offering, which provide more information about EyePoint and the offering. Copies of the final prospectus supplement, when available, and accompanying prospectus relating to the offering may be obtained from J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by telephone at (866) 803-9204, or by email at prospectus-efi@jpmchase.com; Cowen and Company, LLC, 599 Lexington Avenue, New York, NY 10022, by email at Prospectus_ECM@cowen.com or by telephone at (833) 297-2926; Guggenheim Securities, LLC, Attention: Equity Syndicate Department, 330 Madison Avenue, 8th Floor, New York, NY 10017, or by telephone at (212) 518-9544, or by email at GSEquityProspectusDelivery@guggenheimpartners.com; or Cantor Fitzgerald & Co., Attention: Capital Markets, 110 East 59th Street, 6th Floor, New York, New York 10022, or by e-mail at prospectus@cantor.com.



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EyePoint Pharmaceuticals Announces Closing of Upsized Public Offering and Full Exercise of Option to Purchase Additional Shares

WATERTOWN, Mass., December 8, 2023 (GLOBE NEWSWIRE) – EyePoint Pharmaceuticals, Inc. (NASDAQ: EYPT), a company committed to developing and commercializing therapeutics to improve the lives of patients with serious retinal diseases, today announced the closing of its previously announced underwritten public offering of 13,529,411 shares of its common stock, which includes the exercise in full by the underwriters of their option to purchase an additional 1,764,705 shares of common stock, at the public offering price of \$17.00 per share. Gross proceeds to EyePoint in the offering, before underwriting discounts and estimated expenses of the offering, were approximately \$230.0 million.

J.P. Morgan, TD Cowen and Guggenheim Securities acted as joint book running managers for the offering. Cantor also acted as a book running manager for the offering. Mizuho and Laidlaw & Company (UK) Ltd. acted as co-managers for the offering.

EyePoint intends to use the net proceeds from the offering to advance clinical development of EYP-1901 for wet age related macular degeneration through the initiation of and reporting of topline data from two pivotal Phase 3 clinical trials, as well as support its earlier stage pipeline development initiatives, and for general corporate purposes.

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The securities were offered by means of a prospectus supplement and accompanying prospectus relating to the offering that form a part of the registration statement. A final prospectus supplement relating to and describing the terms of the offering has been filed with the SEC and is available on the SEC's website at www.sec.gov. Copies of the final prospectus supplement and accompanying prospectus relating to the offering may be obtained from J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by telephone at (866) 803-9204, or by email at prospectus-efi@jpmchase.com; Cowen and Company, LLC, 599 Lexington Avenue, New York, NY 10022, by email at Prospectus_ECM@cowen.com or by telephone at (833) 297-2926; Guggenheim Securities, LLC, Attention: Equity Syndicate Department, 330 Madison Avenue, 8th Floor, New York, NY 10017, or by telephone at (212) 518-9544, or by email at GSEquityProspectusDelivery@guggenheimpartners.com; or Cantor Fitzgerald & Co., Attention: Capital Markets, 110 East 59th Street, 6th Floor, New York, New York 10022, or by e-mail at prospectus@cantor.com.

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