

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>ARMISTICE CAPITAL, LLC</u> (Last) (First) (Middle) <u>510 MADISON AVENUE, 7TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EYEGATE PHARMACEUTICALS INC [EYEG]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/29/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/29/2019		P		600,000	A	\$3.125 ⁽²⁾	1,787,499	D ⁽¹⁾	
Common Stock	09/29/2019		P		0	A	\$0	1,787,499	I	See Footnote ⁽¹⁾
Common Stock	09/30/2019		P		4,001	A	\$3.11	1,791,500	D ⁽¹⁾	
Common Stock	09/30/2019		P		0	A	\$0	1,791,500	I	See Footnote ⁽¹⁾
Common Stock	09/30/2019		P		1,000	A	\$3.17	1,792,500	D ⁽¹⁾	
Common Stock	09/30/2019		P		0	A	\$0	1,792,500	I	See Footnote ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$3.125	09/29/2019		p ⁽²⁾		600,000		04/02/2020	10/02/2024	Common Stock	600,000	⁽²⁾	600,000	D ⁽¹⁾	
Warrants	\$3.125	09/29/2019		p ⁽²⁾		0		04/02/2020	10/02/2024	Common Stock	600,000	⁽²⁾	600,000	I	See Footnote ⁽¹⁾
Warrants	\$0.32							04/17/2018 ⁽⁴⁾	04/17/2023	Common Stock	41,666		41,666	D ⁽¹⁾	
Warrants	\$0.32							04/17/2018 ⁽⁴⁾	04/17/2023	Common Stock	41,666		41,666	I	See Footnote ⁽¹⁾
Warrants	\$0.32							04/17/2018 ⁽³⁾	04/17/2023	Common Stock	364,583		364,583	D ⁽¹⁾	
Warrants	\$0.32							04/17/2018 ⁽³⁾	04/17/2023	Common Stock	364,583		364,583	I	See Footnote ⁽¹⁾
Warrants	\$1.5							06/14/2017 ⁽⁴⁾	06/14/2022	Common Stock	133,333		133,333	D ⁽¹⁾	
Warrants	\$1.5							06/14/2017 ⁽⁴⁾	06/14/2022	Common Stock	133,333		133,333	I	See Footnote ⁽¹⁾
Warrants	\$0.32							04/17/2018 ⁽³⁾	04/17/2023	Common Stock	1,062,500		1,062,500	D ⁽¹⁾	
Warrants	\$0.32							04/17/2018 ⁽³⁾	04/17/2023	Common Stock	1,062,500		1,062,500	I	See Footnote ⁽¹⁾
Series C Convertible Preferred Stock	\$0.32							04/17/2018 ⁽⁵⁾	⁽⁵⁾	Common Stock	852,500		852,500	D ⁽¹⁾	
Series C Convertible Preferred Stock	\$0.32							04/17/2018 ⁽⁵⁾	⁽⁵⁾	Common Stock	852,500		852,500	I	See Footnote ⁽¹⁾

1. Name and Address of Reporting Person*

ARMISTICE CAPITAL, LLC

(Last) (First) (Middle)
510 MADISON AVENUE, 7TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Armistice Capital Master Fund Ltd.

(Last) (First) (Middle)
C/O DMS CORPORATE SERVICES LTD.
20 GENESIS CLOSE, P.O. BOX 314

(Street)
GRAND CAYMAN E9 KY1-1104

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Boyd Steven

(Last) (First) (Middle)
C/O ARMISTICE CAPITAL, LLC
510 MADISON AVENUE, 7TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

Explanation of Responses:

1. The reported securities are directly owned by Armistice Capital Master Fund Ltd., a Cayman Islands exempted company (the "Master Fund"). The reported securities may be deemed to be indirectly beneficially owned by Armistice Capital, LLC, as the investment manager of the Master Fund. The reported securities may also be deemed to be indirectly beneficially owned by Steven Boyd as Managing Member of Armistice Capital, LLC. Armistice Capital, LLC and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
2. On September 29, 2019, the Issuer and the Master Fund entered into a securities purchase agreement pursuant to which the Master Fund acquired from the Issuer in a private placement: (i) 600,000 Shares at a purchase price of \$3.125 per Share; and (ii) warrants to purchase up to 600,000 Shares at an exercise price of \$3.125 per Share (collectively, the "Warrants"), subject to adjustments as provided under the terms of the Warrants. The aggregate subscription amount paid by the Master Fund for the shares of common stock of the Issuer (collectively, the "Shares") and Warrants acquired by it pursuant to the Securities Purchase Agreement was \$1,875,000.
3. These warrants are currently exercisable, subject to a blocker provision that prevents the Master Fund from exercising the warrants if it would be more than a 9.99% beneficial owner of the Shares following such exercise.
4. These warrants are currently exercisable, subject to a blocker provision that prevents the Master Fund from exercising the warrants if it would be more than a 4.99% beneficial owner of the Shares following such exercise.
5. The Series C Convertible Preferred Stock has no expiration date and is convertible at any time at the option of the Master Fund, subject to a blocker provision that prevents the Master Fund from converting the Series C Convertible Preferred Stock into Shares if it would be more than a 4.99% beneficial owner of the Shares following such conversion.

Remarks:

The number of securities reported as being beneficially owned by the Reporting Persons reflects the Issuer's reverse stock split at a ratio of 15-to-1 that occurred on August 30, 2019.

Armistice Capital, LLC, By: /s/
Steven Boyd, Managing Member 10/01/2019
Armistice Capital Master Fund,
Ltd., By:/s/ Steven Boyd, Director 10/01/2019
/s/ Steven Boyd 10/01/2019
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.