SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>NATIXIS PRIVATE EQUITY</u>	2. Date of Even Requiring State (Month/Day/Yea 02/12/2015	ment	3. Issuer Name and Ticker or Trading Symbol <u>EYEGATE PHARMACEUTICALS INC</u> [EYEG]					
(Last) (First) (Middle) 5-7 RUE DE MONTTESSUY			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)		
			Officer (give title below)	Other (spe below)		6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street))	,	2	Form filed by	y One Reporting Person	
PARIS I0 75007						Form filed by Reporting P	y More than One erson	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			. Amount of Securities eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securiti Underlying Derivative Security		4. Conversion or Exercise	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Series D Preferred Stock	(1)	(1)	Common Stock	576,564	(2)	I	See Footnote ⁽³⁾	
Common Stock Warrants (right to buy)	01/01/2015	06/06/2019	Common Stock	63,442	(4)	Ι	See Footnote ⁽³⁾	

Explanation of Responses:

1. The Issuer's Preferred Stock is convertible into Common Stock at any time at the holder's election. There is no expiration date for any series of Preferred Stock.

2. All outstanding shares of the Issuer's Series D Preferred Stock will automatically convert on a 10.96-for-one basis into Common Stock as shown in column 3 immediately upon the closing of the Issuer's initial public offering, for no additional consideration.

3. Represents shares and warrants held by NPE Coinvest ("NC"). Natixis Private Equity ("NPE") owns 100% of NC. NPE disclaims beneficial ownership of these securities and this report shall not be deemed an admission that NPE is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Voting and investment power over the shares held by NC may be deemed to be shared with NPE due to its parent relationship. Each of Dominique Sabassier ("Sabassier") and Cyrille Marcilhacy ("Marcilhacy ") are officers of NPE. Each of Sabassier and Marcilhacy disclaims beneficial owner of such securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.

4. The per-share exercise price will be equal to the price per share at which shares of Common Stock are sold to the public pursuant to the Company's initial public offering.

Remarks:

*Signed under power of attorney on behalf of Reporting Person

/s/ Authorized Signatory*

02/12/2015 Date

** Signature of Reporting Person

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 5 (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.