UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2020

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File No. 001-36672

EYEGATE PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**98-0443284**
(State or other jurisdiction of Incorporation or organization)	(I.R.S. Employer Identification No.)

271 Waverley Oaks Road
Suite 108
Waltham, MA 02452
(Address of Principal Executive Offices, including zip code)

(781) 788-8869
(Registrant's telephone number, including area code)

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, $0.01 par value	EYEG	The Nasdaq Capital Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		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. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)
☐ Yes ☒ No

At August 4, 2020, there were 4,626,755 shares of the registrant's common stock outstanding.

EYEGATE PHARMACEUTICALS, INC.
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QUARTERLY REPORT ON FORM 10-Q
For the Period Ended June 30, 2020

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FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains statements that are not statements of historical fact and are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. The forward-looking statements are principally, but not exclusively, contained in "Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations." These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements include, but are not limited to, statements about management's confidence or expectations, and our plans, objectives, expectations and intentions that are not historical facts. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "could," "would," "expects," "plans," "anticipates," "believes," "goals," "sees," "estimates," "projects," "predicts," "intends," "think," "potential," "objectives," "optimistic," "strategy," and similar expressions intended to identify forward-looking statements. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Given these uncertainties, you should not place undue reliance on these forward-looking statements. We discuss many of these risks in detail under the heading "Item 1A. Risk Factors" beginning on page 21 of our Annual Report on Form 10-K, as filed with the Securities and Exchange Commission, or the SEC, on March 4, 2020, or the Annual Report. You should carefully review all of these factors, as well as other risks described in our public filings, and you should be aware that there may be other factors, including factors of which we are not currently aware, that could cause these differences. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this report. We may not update these forward-looking statements, even though our situation may change in the future, unless we have obligations under the federal securities laws to update and disclose material developments related to previously disclosed information.

EyeGate Pharmaceuticals, Inc. is referred to herein as "we," "our," "us," and "the Company."

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

EYEGATE PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2020 (unaudited)	December 31, 2019
ASSETS		
Current Assets:		
Cash and Cash Equivalents	$ 4,688,961	$ 3,776,712
Prepaid Expenses and Other Current Assets	404,398	458,810
Right-of-Use Assets	102,579	83,926
Current Portion of Refundable Tax Credit Receivable	1,521	4,857
Total Current Assets	5,197,459	4,324,305
Property and Equipment, Net	13,641	16,846
Restricted Cash	45,000	45,000
Goodwill	1,525,896	1,525,896
Intangible Assets and In-Process R&D, Net	4,118,564	4,131,064
Other Assets	66,342	69,403
Total Assets	$ 10,966,902	$ 10,112,514
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts Payable	$ 94,295	$ 210,289
Accrued Expenses	618,870	1,120,480
Lease Liabilities	102,579	83,926
Total Current Liabilities	815,744	1,414,695
Non-Current Liabilities:		
Contingent Consideration	1,710,000	1,710,000
Deferred Tax Liability	365,364	365,364
Paycheck Protection Program Loan	278,190	-
Total Non-Current Liabilities	2,353,554	2,075,364
Total Liabilities	3,169,298	3,490,059
Commitments and Contingencies (Note 10)		
Stockholders' Equity:		
Preferred Stock, $0.01 Par Value: 9,994,184 shares authorized; 3,750 designated Series A, 0 shares issued and outstanding at June 30, 2020 and December 31, 2019; 10,000 designated Series B, 0 shares issued and outstanding at June 30, 2020 and December 31, 2019; 10,000 shares designated Series C, 4,092 shares issued and outstanding at June 30, 2020 and December 31, 2019	41	41
Common Stock, $0.01 Par Value: 50,000,000 and 120,000,000 shares authorized at June 30, 2020 and December 31, 2019, respectively; 4,626,755 and 4,077,755 shares issued and outstanding at June 30, 2020 and December 31, 2019, respectively	46,268	40,778
Additional Paid-In Capital	111,527,859	106,689,065
Accumulated Deficit	(103,916,195)	(100,246,894)
Accumulated Other Comprehensive Income	139,631	139,465
Total Stockholders' Equity	7,797,604	6,622,455
Total Liabilities and Stockholders' Equity	$ 10,966,902	$ 10,112,514

See Accompanying Notes to the Condensed Consolidated Financial Statements.

EYEGATE PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2020	**June 30, 2019**	**June 30, 2020**	**June 30, 2019**
Collaboration Revenue	$ -	$ -	$ -	$ 2,686,000
Operating Expenses:				
Research and Development	631,114	763,896	1,569,155	1,485,373
General and Administrative	1,090,327	1,105,904	2,122,930	2,241,787
Total Operating Expenses	1,721,441	1,869,800	3,692,085	3,727,160
Operating Loss Before Other Expense	(1,721,441)	(1,869,800)	(3,692,085)	(1,041,160)
Other Income, Net:				
Interest Income	4,340	32,636	22,784	74,913
Interest Expense	-	(108)	-	(216)
Total Other Income, Net	4,340	32,528	22,784	74,697
Net Loss	$ (1,717,101)	$ (1,837,272)	$ (3,669,301)	$ (966,463)
Net Loss per Common Share- Basic and Diluted	$ (0.38)	$ (0.63)	$ (0.81)	$ (0.33)
Weighted Average Shares Outstanding- Basic and Diluted	4,539,659	2,920,019	4,530,234	2,919,031
Net Loss	$ (1,717,101)	$ (1,837,272)	$ (3,669,301)	$ (966,463)
Other Comprehensive Loss:				
Foreign Currency Translation Adjustments	(22)	1,355	166	857
Comprehensive Loss	$ (1,717,123)	$ (1,835,917)	$ (3,669,135)	$ (965,606)

See Accompanying Notes to the Condensed Consolidated Financial Statements.

EYEGATE PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
Three Months Ended June 30, 2020 and 2019
(unaudited)

	Series C Preferred Stock		Common Stock		Additional Paid-In	Accumulated Other Comprehensive	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Income	Deficit	Equity
Balance at March 31, 2020	4,092	$ 41	**4,626,755**	**$ 46,268**	**$ 111,330,808**	**$ 139,653**	**$ (102,199,094)**	**$9,317,676**
Stock-Based Compensation					197,051			197,051
Foreign Currency Translation Adjustment						(22)		(22)
Net Loss							(1,717,101)	(1,717,101)
Balance at June 30, 2020	4,092	$ 41	**4,626,755**	**$ 46,268**	**$ 111,527,859**	**$ 139,631**	**$ (103,916,195)**	**$7.797,604**

	Series C Preferred Stock		Common Stock		Additional Paid-In	Accumulated Other Comprehensive	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Income	Deficit	Equity
Balance at March 31, 2019	**4,092**	**$ 41**	**3,038,383**	**$ 30,384**	**$ 102,154,615**	**$ 133,833**	**$ (92,279,389)**	**$ 10,039,484**
Stock-Based Compensation					236,190			236,190
Issuance of Shares of Common Stock from Warrant Exercises			6,666	67	31,933			32,000
Foreign Currency Translation Adjustment						1,355		1,355
Net Loss							(1,837,272)	(1,837,272)
Balance at June 30, 2019	**4,092**	**$ 41**	**3,045,049**	**$ 30,451**	**$ 102,422,738**	**$ 135,188**	**$ (94,116,661)**	**$ 8,471,757**

See Accompanying Notes to the Condensed Consolidated Financial Statements.

EYEGATE PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
Six Months Ended June 30, 2020 and 2019
(unaudited)

	Series C Preferred Stock		Common Stock		Additional Paid-In	Accumulated Other Comprehensive	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Income	Deficit	Equity
Balance at December 31, 2019	**4,092**	**$ 41**	**4,077,755**	**$ 40,778**	**$ 106,689,065**	**$ 139,465**	**$ (100,246,894)**	**$ 6,622,455**
Stock-Based Compensation					342,971			342,971
Issuance of Common Stock in Offerings, Net of Offering Costs of $498,687			500,000	5,000	4,496,313			4,501,313
Issuance of Common Stock from Restricted Stock Award Grants			49,000	490	(490)			-
Foreign Currency Translation Adjustment						166		166
Net Loss							(3,669,301)	(3,669,301)
Balance at June 30, 2020	**4,092**	**$ 41**	**4,626,755**	**$ 46,268**	**$ 111,527,859**	**$ 139,631**	**$ (103, 916,195)**	**$ 7.797,604**

	Series C Preferred Stock		Common Stock		Additional Paid-In	Accumulated Other Comprehensive	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Income	Deficit	Equity
Balance at December 31, 2018	**4,092**	**$ 41**	**3,038,592**	**$ 30,386**	**$ 101,921,707**	**$ 134,331**	**$ (93,150,198)**	**$ 8,936,267**
Stock-Based Compensation					469,096			469,096
Cancellation of Restricted Stock			(209)	(2)	2			-
Issuance of Shares of Common Stock from Warrant Exercises			6,666	67	31,933			32,000
Foreign Currency Translation Adjustment						857		857
Net Loss							(966,463)	(966,463)
Balance at June 30, 2019	**4,092**	**$ 41**	**3,045,049**	**$ 30,451**	**$ 102,422,738**	**$ 135,188**	**$ (94,116,661)**	**$ 8,471,757**

See Accompanying Notes to the Condensed Consolidated Financial Statements.

EYEGATE PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Six Months Ended June 30,	
	2020	**2019**
Operating Activities:		
Net Loss	$ (3,669,301)	$ (966,463)
Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:		
Depreciation and Amortization of Intangible Assets	15,705	25,836
Reduction of Right-of-Use Assets	83,926	79,641
Stock-Based Compensation	342,971	469,096
Expiration of Prepaid Agreement	159,848	-
Changes in Operating Assets and Liabilities:		
Prepaid Expenses and Other Current Assets	(105,436)	(95,893)
Refundable Tax Credit Receivable	3,342	16,672
Other Assets	3,061	8,695
Accounts Payable	(115,995)	32,927
Lease Liabilities	(83,926)	(79,641)
Deferred Revenue	-	(2,686,000)
Accrued Expenses	(501,610)	(373,860)
Net Cash Used in Operating Activities	(3,867,415)	(3,568,990)
Financing Activities:		
Proceeds from Stock Offerings, Net of Offering Costs	4,501,313	-
Paycheck Protection Program Loan Proceeds	278,190	-
Exercise of Warrants	-	32,000
Equipment Financing Payments	-	(3,143)
Net Cash Provided by Financing Activities	4,779,503	28,857
Effect of Exchange Rate Changes on Cash	161	982
Net Increase (Decrease) in Cash	912,249	(3,539,151)
Cash, Including Restricted Cash, Beginning of Period	3,821,712	8,049,237
Cash, Including Restricted Cash, End of Period	$ 4,733,961	$ 4,510,086
Supplemental Disclosures of Noncash Operating and Financing Activities		
Creation of Right-of-Use Assets and Related Lease Liabilities Upon Adoption of ASU 2016-02	$ -	$ 136,675
Creation of Right-of-Use Assets and Related Lease Liabilities	$ 102,579	$ 52,478
Cancellation of Restricted Stock Par Value	$ -	$ 2
Issuance of Restricted Stock Awards	$ 490	$ -

See Accompanying Notes to the Condensed Consolidated Financial Statements.

1. Organization, Business

EyeGate Pharmaceuticals, Inc. ("EyeGate" or the "Company"), a Delaware corporation, began operations in December 2004 and is a clinical-stage pharmaceutical company focused on developing products for treating disorders of the eye. The Company's lead product in clinical development is the EyeGate Ocular Bandage Gel ("OBG"), a topically applied eye drop formulation of modified hyaluronic acid ("HA"). HA is a naturally occurring polymer that is important in many physiological processes, including wound healing, hydration, tissue homeostasis, and joint lubrication. EyeGate uniquely modifies the HA through chemical cross-linking, which allows it to adhere longer to the ocular surface providing protection and lubrication for the treatment of corneal wounds, defects, and epitheliopathies. As the Company expects OBG to be the first prescription HA eye drop in the United States, it is being developed under the *de novo* pathway for devices.

In addition, the Company previously worked on developing its legacy platform, EGP-437, which incorporated a reformulated topically active corticosteroid, Dexamethasone Phosphate, that was delivered into the ocular tissues through the Company's iontophoresis drug delivery system, the EyeGate® II Delivery System. The Company does not plan to further develop this platform or maintain its intellectual property rights related to it.

As of June 30, 2020, there were 4,626,755 shares of Common Stock outstanding, no shares of Series A Preferred Stock outstanding, no shares of Series B Preferred Stock outstanding, and 4,092 shares of Series C Preferred Stock outstanding.

Since its inception, EyeGate has devoted substantially all of its efforts to business planning, research and development, and raising capital.

The accompanying Condensed Consolidated Financial Statements have been prepared assuming that EyeGate will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At June 30, 2020, EyeGate had unrestricted Cash and Cash Equivalents of $4,688,961, and an Accumulated Deficit of $103,916,195. EyeGate has incurred losses and negative cash flows since inception, and future losses are anticipated. Based on its cash on hand at June 30, 2020, the Company anticipates having sufficient cash to fund planned operations through January 31, 2021, however, the acceleration or reduction of cash outflows by Company management can significantly impact the timing for the need to raise additional capital to complete development of its products. To continue development, EyeGate will need to raise additional capital through equity financing, license agreements, and/or additional U.S. government grants. Although historically the Company has been successful at raising capital, most recently raising gross proceeds of $5.0 million in a registered direct offering that closed on January 3, 2020, additional capital may not be available on terms favorable to EyeGate, if at all. On May 13, 2019, the SEC declared effective EyeGate's registration statement on Form S-3, registering a total of $50,000,000 of its securities for sale to the public from time to time in what is known as a "shelf offering". The Company does not know if any future offerings, including offerings pursuant to its shelf registration statement, will succeed. Accordingly, no assurances can be given that Company management will succeed in these endeavors. The Company's recurring losses from operations have caused management to determine there is substantial doubt about the Company's ability to continue as a going concern. The Condensed Consolidated Financial Statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities or any other adjustments that might be necessary should the Company be unable to continue as a going concern.

2. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The accompanying Condensed Consolidated Financial Statements include the accounts of the Company and its subsidiaries, EyeGate Pharma S.A.S. and Jade Therapeutics, Inc. ("Jade"), collectively referred to as "the Company". All inter-company balances and transactions have been eliminated in consolidation. These Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial information. Certain information and disclosures normally included in consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or eliminated. Accordingly, these unaudited Condensed Consolidated Financial Statements should be read in conjunction with the annual financial statements of the Company as of and for the year ended December 31, 2019.

Unaudited Interim Financial Information

The accompanying interim financial statements and related disclosures are unaudited, have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments, which consist of normal recurring adjustments, necessary for a fair presentation of the results of operations for the periods presented. The year-end balance sheet presented was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. The results of operations for an interim period are not necessarily indicative of the results to be expected for the full year or for any other future year or interim period.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make significant estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements, and the reported amounts of expenses during the reporting periods. The Company makes significant estimates and assumptions in recording the accruals for its clinical trial and research activities, establishing the useful lives of intangible assets and property and equipment, and conducting impairment reviews of long-lived assets. The Company bases its estimates on historical experience and various other assumptions that it believes to be reasonable under the circumstances. Although the Company monitors and regularly assesses these estimates, actual results could differ significantly from these estimates. The Company records changes in estimates in the period that it becomes aware of the change.

Research and Development Expenses

The Company expenses research and development ("R&D") expenditures as incurred. R&D expenses are comprised of costs incurred in performing R&D activities, including salaries, benefits, facilities, research-related overhead, sponsored research costs, contracted services, license fees, expenses related to generating, filing, and maintaining intellectual property, and other external costs. Because the Company believes that, under its current process for developing its products, the viability of the products is essentially concurrent with the establishment of technological feasibility, no costs have been capitalized to date.

In-process Research and Development

The Company records in-process R&D projects acquired in asset acquisitions that have not reached technological feasibility and which have no alternative future use. For in-process R&D projects acquired in business combinations, the Company capitalizes the in-process R&D project and periodically evaluates this asset for impairment until the R&D process has been completed. Once the R&D process is complete, the Company amortizes the R&D asset over its remaining useful life. At June 30, 2020 and December 31, 2019 there is $3,912,314 of in-process R&D, as part of intangible assets and in-process R&D on the Condensed Consolidated Balance Sheets.

2. Summary of Significant Accounting Policies - (continued)

Intangible Assets

The Company records intangible assets acquired in asset acquisitions of proprietary technology. The Company capitalizes intangible assets, amortizes them over the estimated useful life, and periodically evaluates the assets for impairment. At June 30, 2020 and December 31, 2019 there is $206,250 and $218,750, respectively, of net intangible assets, as part of intangible assets and in-process R&D, net on the Condensed Consolidated Balance Sheets.

Accrued Clinical Expenses

As part of the Company's process of preparing the Condensed Consolidated Financial Statements, the Company is required to estimate its accrued expenses. This process includes reviewing open contracts and purchase orders, communicating with its applicable personnel to identify services that have been performed on its behalf and estimating the level of service performed and the associated costs incurred for the service when the Company has not yet been invoiced or otherwise notified of actual costs. The majority of the Company's service providers invoice monthly in arrears for services performed. The Company makes estimates of its accrued expenses as of each balance sheet date in the financial statements based on facts and circumstances known at the time. The Company periodically confirms the accuracy of these estimates with the service providers and makes adjustments if necessary.

Related Party Transactions

The Company has entered into certain related-party transactions, making payments for services to one vendor, three consultants and one public university for the three months ended June 30, 2020, all of whom also are stockholders of the Company. These transactions generally are ones that involve a stockholder or option holder of the Company to whom we also make payments during the year, typically as a consultant or a service provider. The amounts recorded or paid during the three months ended June 30, 2020 are not material to the accompanying Condensed Consolidated Financial Statements.

Net Loss per Share – Basic and Diluted

Basic and diluted net loss per share is computed by dividing net loss available to common shareholders by the weighted-average number of common shares outstanding for the period, which, for basic net loss per share, does not include the weighted-average unvested restricted common stock that has been issued but is subject to forfeiture of 87,096 and 79,180 shares for the three and six months ended June 30, 2020, respectively, and 120,410 shares for the three and six months ended June 30, 2019.

Dilutive common equivalent shares consist of stock options, warrants, and preferred stock and are calculated using the treasury stock method, which assumes the repurchase of common shares at the average market price during the period. Under the treasury stock method, options and warrants will have a dilutive effect when the average price of common stock during the period exceeds the exercise price of options or warrants. Common equivalent shares do not qualify as participating securities. In periods where the Company records a net loss, unvested restricted common stock and potential common stock equivalents are not included in the calculation of diluted net loss per share as their effect would be anti-dilutive. All shares of Common Stock that may potentially be issued in the future are as follows:

	June 30, 2020 (unaudited)	June 30, 2019 (unaudited)
Common Stock Warrants	2,862,314	2,716,300
Employee Stock Options	246,893	185,081
Preferred Stock	852,500	852,500
Total Shares of Common Stock Issuable	3,961,707	3,753,881

2. Summary of Significant Accounting Policies - (continued)

Fair Value of Financial Instruments

As of June 30, 2020 and December 31, 2019, the fair value of the Company's contingent consideration, measured using Level 3 measurements, was $1,710,000. The Company evaluates the present value of this earn-out payment on a quarterly basis and as a result of the 2019 fourth quarter assessment of the EyeGate OBG product, taking into consideration discount factors and the probability of FDA approval, recorded an increase of $500,000 to the present value of contingent consideration for the year ended December 31, 2019.

At June 30, 2020 and December 31, 2019, the Company had no other assets or liabilities that are subject to fair value methodology and estimation in accordance with U.S. GAAP.

Revenue Recognition

The Company's revenues were generated primarily through arrangements that contained multiple elements, or deliverables, including licenses and R&D activities to be performed by the Company on behalf of the licensor or grantor. Payments to EyeGate under these arrangements typically included one or more of the following: (1) nonrefundable, upfront license fees, (2) funding of discovery research efforts on a full-time equivalent basis, (3) reimbursement of research, development and intellectual property costs, (4) milestone payments, and (5) royalties on future product sales.

On July 9, 2015, the Company entered into an exclusive, worldwide licensing agreement with a subsidiary of Bausch Health Companies, Inc. ("BHC"), through which the Company granted to BHC an exclusive, worldwide commercial and manufacturing rights to the Company's EGP-437 Combination Product in the field of anterior uveitis, as well as a right of last negotiation to license its EGP-437 Combination Product for indications other than anterior uveitis (the "BHC Agreement"). Under the BHC Agreement, BHC paid to the Company an initial upfront payment of $1.0 million and the Company was eligible to receive milestone payments totaling up to $32.5 million, upon and subject to the achievement of certain specified development and commercial progress of the EGP-437 Combination Product for the treatment of anterior uveitis. The Company received milestone payments totaling $5.4 million. The Company received payments both when it crossed certain thresholds on the way to each milestone, as well as once it achieved each milestone. The Company is entitled to retain all of these payments. Effective March 14, 2019, this license agreement was voluntarily terminated by BHC reinstating to the Company all of the rights and privileges of the EGP-437 platform. Upon termination of this agreement, all amounts remaining in deferred revenue were recognized as revenue, as the Company no longer had any remaining performance obligations.

On February 21, 2017, the Company entered into another exclusive, worldwide licensing agreement with a subsidiary of BHC (the "New BHC Agreement"), through which the Company granted BHC exclusive, worldwide commercial and manufacturing rights to its EGP-437 Combination Product in the field of ocular iontophoretic treatment for post-operative ocular inflammation and pain in ocular surgery patients (the "New Field"). Under the New BHC Agreement, BHC paid the Company an initial upfront payment of $4.0 million, and the Company was eligible to receive milestone payments totaling up to approximately $99.0 million, upon and subject to the achievement of certain specified developmental and commercial progress of the EGP-437 Combination Product for the New Field. The Company received milestone payments totaling $3.4 million. The Company received payments both when it crossed certain thresholds on the way to each milestone, as well as once it achieved each milestone. The Company is entitled to retain all of these payments. Effective March 14, 2019, this license agreement was voluntarily terminated by BHC reinstating to the Company all of the rights and privileges of the EGP-437 platform. Upon termination of this agreement, all amounts remaining in deferred revenue were recognized as revenue, as the Company no longer had any remaining performance obligations.

2. Summary of Significant Accounting Policies - (continued)

The Company recognizes revenue when its customer obtains control of promised services, in an amount that reflects the consideration which the Company expects to receive in exchange for those services. To determine whether arrangements are within the scope of this new guidance, the Company performs the following five steps: (i) identifies the contract with a customer; (ii) identifies the performance obligations in the contract; (iii) determines the transaction price; (iv) allocates the transaction price to the performance obligations in the contract; and (v) recognizes revenue when (or as) the Company satisfies its performance obligation. The Company applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. The Company recognizes revenue from the transaction price applied to each single performance obligation over time as milestones are reached for each performance obligation. The Company only recognizes revenue on those milestones that are within the Company's control and any constrained variable consideration that requires regulatory approval will only be included in the transaction price when performance is complete.

The below table represents the changes in the Company's contract liabilities:

	Six Months Ended June 30, 2019
Revenue recognized in the period from:	
Amounts included in contract liability at the beginning of the period	$ 2,686,000

In addition, the Company may receive government grant funds for specified ocular therapeutic research activities. Revenue under these grants will be recorded when the Company performs the activities specified by the terms of each grant and is entitled to the funds.

Recent Accounting Pronouncements

In February 2016, the FASB issued ASU No. 2016-02, *Leases*, which is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, with early adoption permitted. Under ASU No. 2016-02, lessees are required to recognize for all leases at the commencement date a lease liability, which is a lessee's obligation to make lease payments arising from a lease measured on a discounted basis, and the right-to-use assets, which are asset that represents the lessee's right to use or control the use of a specified asset for the lease term. The Company adopted the new standard effective January 1, 2019 using the modified retrospective method. As a result, the Company recorded right-of-use leased assets and corresponding liabilities of approximately $0.137 million on January 1, 2019.

On January 26, 2017, the FASB issued ASU No. 2017-04, *Intangibles—Goodwill and Other*, which simplifies the accounting for goodwill impairment. The guidance removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. A goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. All other goodwill impairment guidance will remain largely unchanged. Entities will continue to have the option to perform a qualitative assessment to determine if a quantitative impairment test is necessary. The same one-step impairment test will be applied to goodwill at all reporting units, even those with zero or negative carrying amounts. Entities will be required to disclose the amount of goodwill at reporting units with zero or negative carrying amounts. The new standard was effective for the Company on January 1, 2020 and is required to be applied prospectively. The Company adopted ASU No. 2017-04 effective January 1, 2020 and the adoption of this standard did not have a material impact on the Company's Consolidated Financial Statements and related disclosures.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. ASU No. 2016-13 replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The new guidance is effective for smaller reporting companies in fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. The Company does not expect the adoption of this standard to have a material effect on the Company's Consolidated Financial Statements and related disclosures.

3. Property and Equipment

Property and equipment at June 30, 2020 and December 31, 2019 consists of the following:

	Estimated Useful Life (Years)	June 30, 2020 (unaudited)	December 31, 2019
Laboratory Equipment	3	$ 62,576	$ 62,576
Office Furniture	5	14,430	14,430
Leasehold Improvements	2	22,569	22,569
Total Property and Equipment, Gross		99,575	99,575
Less: Accumulated Depreciation		85,934	82,729
Total Property and Equipment, Net		$ 13,641	$ 16,846

Depreciation expense was $2,388 and $6,668 for the three months ended June 30, 2020 and 2019, respectively, and $3,205 and $13,336 for the six months ended June 30, 2020 and 2019, respectively.

4. Accrued Expenses

Accrued expenses at June 30, 2020 and December 31, 2019 consist of the following:

	June 30, 2020 (unaudited)	December 31, 2019
Payroll and Benefits	$ 417,032	$ 598,327
Professional Fees	146,106	259,606
Clinical Trials	54,819	254,144
Consulting	913	8,403
Total Accrued Expenses	$ 618,870	$ 1,120,480

5. Debt

In May 2020, the Company received loan funds (the “Loan”) from the Paycheck Protection Program (“PPP”) of approximately $0.278 million. If the Loan is not forgiven, it will mature in May 2022 and bear interest at a rate of 1.0% per annum, payable on a monthly basis commencing in December 2020. Subject to preliminary guidance received from the Small Business Administration on loan forgiveness, the Company believes that the entire loan balance will be forgiven. Until such loan is officially forgiven, the Company will maintain the loan balance on the financial statements.

The Company has no additional indebtedness at June 30, 2020 and December 31, 2019.

6. Intangible Assets and In-Process R&D

Intangible assets at June 30, 2020 consist of the rights to trade-secrets and know-how related to the manufacturing of the EyeGate Ocular Bandage Gel ("OBG"). During the third quarter of 2018, the Company entered into an intellectual property license agreement with SentrX Animal Care, Inc. ("SentrX") with respect to certain rights relating to the manufacturing of the EyeGate OBG product. The intangible assets were recorded at $250,000, representing the upfront payment paid to SentrX. Additionally, SentrX is eligible to receive milestone payments totaling up to $4.75 million, upon and subject to the achievement of certain specified development and commercial milestones. These future milestone payments to SentrX will increase the carrying value of the intangible assets. The Company's intangible assets are amortized on a straight-line basis over the estimated useful lives. Additionally, in-process R&D at June 30, 2020 and December 31, 2019 consists of projects acquired from the acquisition of Jade that have not reached technological feasibility and which have no alternative future use. Once the R&D process is complete, the Company will amortize the R&D asset over its remaining useful life. The Company periodically evaluates these assets for impairment.

Intangible assets and in-process R&D at June 30, 2020 and December 31, 2019 consists of the following:

	Estimated Useful Life (Years)	June 30,2020 (unaudited)	December 31, 2019
Trade Secrets	10	$ 250,000	$ 250,000
Less: Accumulated Amortization		(43,750)	(31,250)
Intangible Assets, Net		206,250	218,750
In-Process R&D		3,912,314	3,912,314
Total Intangible Assets and In-Process R&D, Net		$ 4,118,564	$ 4,131,064

Amortization expense on intangible assets was $6,250 for the three months ended June 30, 2020 and 2019 and $12,500 for the six months ended June 30, 2020 and 2019.

7. Capital Stock

On April 17, 2018, the Company completed a public offering of 982,000 shares of Common Stock and 6,536.4 shares of Series C Preferred Stock (convertible into 1,361,750 shares of Common Stock), along with warrants to purchase 2,343,750 shares of Common Stock. The offering was priced at $4.80 per share of Common Stock (or share of Common Stock issuable upon conversion of a share of Series C Convertible Preferred Stock) and warrant. The total net proceeds to the Company from the offering, after deducting the placement agent fees and offering expenses, were approximately $10.1 million. Additionally, the investors received, for each share of Common Stock, or for each share of Common Stock issuable upon conversion of a share of Series C Preferred Stock purchased in the public offering, warrants to purchase one share of Common Stock at an exercise price of $4.80 per share, which in the aggregate represented warrants to purchase an aggregate of 2,343,750 shares of Common Stock. The warrants issued to investors became initially exercisable immediately upon issuance and terminate on April 17, 2023, five years following the date of issuance. As of June 30, 2020, 2,444.4 shares of Series C Preferred Stock have been converted into an aggregate of 509,250 shares of Common Stock.

On August 9, 2019, the Board of Directors approved a 1-for-15 reverse stock split and the filing of a Certificate of Amendment to the Restated Certificate of Incorporation of the Company to effect a reverse stock split. The Certificate of Amendment was filed with the Secretary of State of the State of Delaware on August 28, 2019, and the reverse stock split became effective in accordance with the terms of the Certificate of Amendment on August 30, 2019. The reverse stock split did not affect the number of authorized shares of common stock, which was 120,000,000 shares. A proportionate adjustment was made to (i) the per share exercise price and the number of shares issuable upon the exercise or conversion of the Company's outstanding equity awards, options and warrants to purchase shares of common stock, and (ii) the number of shares reserved for issuance pursuant to the Company's 2014 Equity Incentive Plan. Fractional shares were not issued as a result of the reverse stock split; instead, the Company paid out cash in lieu of any fractional shares.

7. Capital Stock - (continued)

On October 2, 2019, the Company completed a private placement with an affiliate of Armistice Capital, LLC for 600,000 shares of Common Stock and warrants to purchase 600,000 shares of Common Stock with a combined purchase price of $3.125 per share of Common Stock and warrant. The total gross proceeds to the Company from the offering were approximately $1.9 million. The warrants issued will become exercisable six months from the issuance date and terminate on October 2, 2024, five years following the date of issuance.

On January 3, 2020, the Company completed a registered direct offering with institutional investors for 500,000 shares of Common Stock with a purchase price of $10.00 per share. The total gross proceeds to the Company from the offering were $5.0 million, and total net proceeds, after deducting the placement agent fees and offering expenses, were approximately $4.5 million.

On June 25, 2020, following the Company's 2020 Annual Meeting of Stockholders, the Company filed a Certificate of Amendment to its Restated Certificate of Incorporation that decreased the number of authorized shares of the Company's common stock from 120,000,000 to 50,000,000.

8. Warrants

The following is a summary of warrant activity for the six months ended June 30, 2020 and 2019:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Term in Years
Outstanding at December 31, 2019	2,875,006	$ 14.14	3.37
Issued	25,000	12.50	4.52
Expired	(37,692)	91.36	-
Outstanding at June 30, 2020	2,862,314	13.10	2.86
Outstanding at December 31, 2018	2,722,967	15.00	4.05
Exercised	(6,667)	4.80	3.80
Outstanding at June 30, 2019	2,716,300	$ 15.00	3.55

All of the warrant agreements provide for a cashless exercise in the event a registration statement covering the issuance of the shares of common stock underlying the warrants is not effective, whereby the number of shares to be issued upon exercise of such warrants will be reduced based on the exercise price and the market value of the shares at the time of exercise. The outstanding warrants expire from 2020 through 2025.

9. Equity Incentive Plan

In 2005, the Company approved the 2005 Equity Incentive Plan (the "2005 Plan"). The 2005 Plan provides for the granting of options, restricted stock or other stock-based awards to employees, officers, directors, consultants and advisors. During 2010, the maximum number of shares of Common Stock that may be issued pursuant to the 2005 Plan was increased to 59,414 shares. The Board of Directors (the "Board") is responsible for administration of the 2005 Plan. The Company's Board determines the term of each option, the option exercise price, the number of shares for which each option is granted and the rate at which each option is exercisable. Incentive stock options may be granted to any officer or employee at an exercise price per share of not less than the fair value per common share on the date of the grant (not less than 110% of fair value in the case of holders of more than 10% of the Company's voting stock) and with a term not to exceed ten years from the date of the grant (five years for incentive stock options granted to holders of more than 10% of the Company's voting stock). Nonqualified stock options may be granted to any officer, employee, consultant or director at an exercise price per share of not less than the par value per share. Following adoption of the 2014 Equity Incentive Plan (the "2014 Plan"), no further grants were made under the 2005 Plan. General terms of the 2014 Plan remain the same as that of the 2005 Plan.

The Company's Board adopted the 2014 Plan and the Employee Stock Purchase Plan (the "ESPP") and the Company's Stockholders approved the 2014 Plan and the ESPP Plan in February 2015. As of June 30, 2020, the maximum number of shares of Common Stock that may be issued pursuant to the 2014 Plan and the ESPP was 582,672 and 11,371 shares, respectively.

In January 2020, the number of shares of common stock issuable under the 2014 Plan automatically increased by 23,333 shares pursuant to the terms of the 2014 Plan. These additional shares are included in the total of 582,672 shares issuable under the 2014 Plan.

The following is a summary of stock option activity for the six months ended June 30, 2020 and 2019:

	Number of Options	Weighted- Average Exercise Price	Weighted-Average Contractual Life (In Years)
Outstanding at December 31, 2019	174,175	$ 27.42	6.22
Granted	93,165	6.31	
Expired	(17,114)	10.59	
Forfeited	(3,333)	7.20	
Outstanding at June 30, 2020	246,893	$ 20.90	7.71
Exercisable at June 30, 2020	134,574	$ 32.90	6.25
Vested at June 30, 2020	246,893	$ 20.90	7.71
Outstanding at December 31, 2018	138,324	$ 34.17	5.95
Granted	49,994	7.20	
Expired	(3,237)	16.25	
Outstanding at June 30, 2019	185,081	$ 27.20	6.35
Exercisable at June 30, 2019	110,032	$ 39.75	5.29
Vested at June 30, 2019	185,081	$ 27.20	6.35

During the six months ended June 30, 2020 and 2019, the Board approved the grant of options to purchase 93,165 and 49,994 shares of Common Stock, respectively. All option grants were pursuant to the 2014 Plan. In general, options granted under the 2014 Plan vest with respect to one-third of the underlying shares on the one-year anniversary of the grant date and the remainder ratably over a 24-month period.

9. Equity Incentive Plan - (continued)

For the six months ended June 30, 2020 and 2019, the fair value of each option grant has been estimated on the date of grant using the Black-Scholes Option Pricing Model with the following weighted-average assumptions:

	2020	2019
Risk-Free Interest Rate	1.82%	1.82%
Expected Life	5.00 years	5.00 years
Expected Volatility	153%	152%
Expected Dividend Yield	0%	0%

Using the Black-Scholes Option Pricing Model, the estimated weighted average fair value of an option to purchase one share of common stock granted during the six months ended June 30, 2020 and 2019 was $6.26 and $7.11, respectively.

The following is a summary of restricted stock activity for the six months ended June 30, 2020 and 2019:

	Number of Shares	Weighted- Average Grant Date Fair Value	Weighted- Average Remaining Recognition Period
Non-vested Outstanding at December 31, 2019	50,187	$ 8.64	1.49
Awarded	49,000	6.55	
Vested	(16,022)	8.82	
Non-vested Outstanding at June 30, 2020	83,165	$ 7.37	1.94
Non-vested Outstanding at December 31, 2018	121,478	8.84	2.25
Vested	(1,068)	22.81	
Non-vested Outstanding at June 30, 2019	120,410	$ 8.72	1.77

During the six months ended June 30, 2020 and 2019, the Board approved the grant of 49,000 and 0 restricted shares of Common Stock, respectively. All grants of restricted shares were pursuant to the 2014 Plan. These vest with respect to one-third of the underlying shares on the one-year anniversary of the grant date and the remainder ratably over a 24-month period.

The stock-based compensation expense for employees and non-employees is included in the accompanying Condensed Consolidated Statements of Operations and as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	2020	2019
Research and Development	$ 53,669	$ 58,611	$ 99,322	$ 123,150
General and Administrative	143,382	177,579	243,649	345,946
Total Stock-Based Compensation Expense	$ 197,051	$ 236,190	$ 342,971	$ 469,096

The fair value of options granted for the six months ended June 30, 2020 and 2019 was approximately $579,900 and $368,200, respectively. As of June 30, 2020 and 2019, there was approximately $1,161,000 and $1,122,000 of total unrecognized compensation expense related to unvested stock-based compensation arrangements granted, which cost is expected to be recognized over a weighted-average period of 2.28 and 2.00 years, respectively. The aggregate intrinsic value of stock options outstanding and exercisable at June 30, 2020 and 2019 was $0.

At June 30, 2020, there were 176,524 shares available under the 2014 Plan and 7,806 shares available under the Company’s ESPP.

10. Commitments and Contingencies

Leases

The Company is a party to a real property operating lease for the rental of office space in Waltham, Massachusetts of up to 4,516 square feet, that is used for its corporate headquarters. This lease was amended during the first quarter of 2020 to extend its term until March 2021. On July 6, 2016, the Company entered into a real property operating lease for office and laboratory space of approximately 2,300 square feet in Salt Lake City, Utah. This lease was amended during the first quarter of 2020 to extend its term until October 2020. Additional right-of-use assets and lease liabilities were recorded upon the extensions.

Operating lease assets and liabilities are recognized at the lease commencement date at the present value of lease payments to be paid. Operating lease assets represent the Company's right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepayments or accrued lease payments. To determine the present value of lease payments to be paid, the Company estimated incremental secured borrowing rates corresponding to the maturities of the leases. The Company estimated a rate of 10% based on prevailing financial market conditions, comparable company and credit analysis, and management judgment. The Company recognizes expense for its leases on a straight-line basis over the lease term.

Maturities of lease liabilities were as follows as of June 30, 2020:

	Operating Leases
Remainder of 2020	$ 77,163
2021	29,354
Less: Imputed Interest	(3,938)
Lease Liabilities	$ 102,579

License Agreements

The Company is a party to four license agreements as described below. These license agreements require the Company to pay royalties or fees to the licensor based on revenue or milestones related to the licensed technology.

On February 15, 1999, the Company entered into an exclusive worldwide license agreement with the University of Miami School of Medicine to license technology relating to the Company's EyeGate® II Delivery System. This agreement, which was amended in December 2005, required the Company to pay to the University of Miami an annual license fee of $12,500. This license also required payments to the University of Miami upon the Company's achievement of certain milestones. On July 9, 2020, the Company provided written notice to terminate this agreement effective as of October 7, 2020, 90 days from the written notice.

On July 23, 1999, the Company entered into a perpetual Transaction Protocol agreement with Francine Behar-Cohen to acknowledge the Company's right to use certain patents that Ms. Behar-Cohen had certain ownership rights with respect to and which were used in the Company's EGP-437 Combination Product. The agreement also provided for the Company to pay Ms. Behar-Cohen a fee based on a percentage of the pre-tax turnover generated from sales of the Company's EGP-437 Combination Product relating to its inclusion of the EyeGate® II Delivery System. The fees due under the agreement expired in January 2018, but the Company continues to maintain its rights under the agreement.

On September 12, 2013, Jade entered into an agreement with BioTime, Inc. granting to it the exclusive worldwide right to commercialize cross-linked thiolated carboxymethyl hyaluronic acid ("CMHA-S") for ophthalmic treatments in humans. The agreement calls for a license issue fee paid to BioTime, Inc. of $50,000 and requires the Company (through its Jade subsidiary) to pay an annual fee of $30,000 and royalties to BioTime, Inc. based on revenue relating to any product incorporating the CMHA-S technology. The agreement expires when patent protection for the CMHA-S technology lapses, which is expected to occur in the U.S. in 2028.

10. Commitments and Contingencies - (continued)

On September 26, 2018, the Company entered into an intellectual property licensing agreement (the "SentrX Agreement") with SentrX Animal Care, Inc. ("SentrX"), a veterinary medical device company that develops and manufactures veterinary wound care products. Under the SentrX Agreement, the Company will in-license the rights to trade-secrets and know-how related to the manufacturing of its EyeGate OBG. The SentrX Agreement will enable the Company to pursue a different vendor with a larger capacity for manufacturing and an FDA-inspected facility for commercialization of a product for human use. Under the SentrX Agreement, the Company paid SentrX an upfront payment of $250,000 recorded as intangible assets on the Condensed Consolidated Balance Sheets. SentrX is eligible to receive milestone payments totaling up to $4.75 million, upon and subject to the achievement of certain specified developmental and commercial milestones. These future milestone payments to SentrX will increase the carrying value of the intangible assets.

On July 9, 2015, the Company entered into an exclusive worldwide licensing agreement with a subsidiary of BHC through which EyeGate granted BHC exclusive, worldwide commercial and manufacturing rights to its EGP-437 Combination Product in the field of anterior uveitis, as well as a right of last negotiation to license the EGP-437 Combination Product for other indications. Under the agreement, BHC paid the Company an upfront payment of $1.0 million. The Company was eligible to receive milestone payments totaling up to $32.5 million, upon and subject to the achievement of certain specified developmental and commercial milestones. In addition, the Company was eligible to receive royalties based on a specified percent of net sales of the EGP-437 Combination Product throughout the world, subject to adjustment in certain circumstances. BHC voluntarily terminated this license agreement effective March 14, 2019.

On February 21, 2017, the Company entered into an exclusive, worldwide licensing agreement with a subsidiary of BHC (the "New BHC Agreement"), through which the Company granted BHC exclusive, worldwide commercial and manufacturing rights to its EGP-437 Combination Product in the field of ocular iontophoretic treatment for post-operative ocular inflammation and pain in ocular surgery patients (the "New Field"). Under the New BHC Agreement, BHC paid the Company an initial upfront payment of $4.0 million, and the Company was eligible to receive milestone payments totaling up to approximately $99.0 million, upon and subject to the achievement of certain specified developmental and commercial progress of the EGP-437 Combination Product for the New Field. In addition, the Company was eligible under the New BHC Agreement to receive royalties based on a specified percent of net sales of its EGP-437 Combination Product for the New Field throughout the world, subject to adjustment in certain circumstances. BHC voluntarily terminated this license agreement effective March 14, 2019.

The Company was previously a party to an exclusive worldwide license agreement with the University of Utah Research Foundation to further the commercial development of the NASH technology, together with alkylated HA. The agreement called for payments due to the University of Utah, consisting of a license grant fee of $15,000 due within 30 days of signing, and an annual licensing fee, initially $5,000, and escalating ratably up to $20,000 in 2021. On October 8, 2019, the Company provided written notice to terminate this agreement effective 120 days from this written notice, or February 5, 2020.

11. Employee Benefit Plans

The Company has an employee benefit plan for its United States-based employees under Section 401(k) of the Internal Revenue Code. The Plan allows all eligible employees to make contributions up to a specified percentage of their compensation. Under the Plan, the Company may, but is not obligated to, match a portion of the employee contribution up to a defined maximum. As a result of the 401(k) plan compliance review for the year ended December 31, 2019, the Company contributed approximately $37,000 to eligible employees during the three months ended June 30, 2020. The Company has accrued an estimate for contributions likely due as a result of the 401(k) plan compliance review for the year ended December 31, 2020. The Company made no matching contribution for the six months ended June 30, 2020 and 2019.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following section of this Quarterly Report on Form 10-Q entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" contains statements that are not statements of historical fact and are forward-looking statements within the meaning of federal securities laws. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Factors that may cause our actual results to differ materially from those in the forward-looking statements include those factors described in "Item 1A. Risk Factors" beginning on page 21 of our Annual Report on Form 10-K as filed with the Securities and Exchange Commission on March 4, 2020. You should carefully review all of these factors, as well as the comprehensive discussion of forward-looking statements on page 1 of this Quarterly Report on Form 10-Q.

EyeGate Pharmaceuticals, Inc. is referred to herein as "we," "our," "us," and "the Company". Jade Therapeutics, Inc., a wholly owned subsidiary of the Company, is referred to herein as "Jade".

Business Overview

We are a clinical-stage pharmaceutical company focused on developing products for treating disorders of the eye. Our lead product in clinical development is the EyeGate Ocular Bandage Gel ("OBG"), a topically applied eye drop formulation of modified hyaluronic acid ("HA"). HA is a naturally occurring polymer that is important in many physiological processes, including wound healing, hydration, tissue homeostasis, and joint lubrication. We uniquely modify the HA through chemical cross-linking, which allows it to adhere longer to the ocular surface providing protection and lubrication for the treatment of corneal wounds, defects, and epitheliopathies. As we expect that EyeGate OBG will be the first prescription HA eye drop in the United States, it is being developed under the *de novo* pathway for devices.

EyeGate OBG is currently being developed for two different indications: wound healing for patients who have undergone photorefractive keratectomy ("PRK") surgery and patients with punctate epitheliopathies ("PE"), specifically in patients with a history of dry eye. We have completed five clinical trials, three for PRK and two for PE. In the fourth quarter of 2019, we announced positive topline data from the pivotal study for PRK surgery, thus completing development for this indication. We plan to file the *de novo* application for commercialization with the Food and Drug Administration ("FDA") during 2020. In the third quarter of 2019, we initiated a follow-on trial for the indication of PE, evaluating several different exploratory endpoints. In the first quarter of 2020, we announced positive topline data from this study and subsequently met with the FDA in July of 2020, which confirmed our ability to move forward into the pivotal study for PE. We plan to initiate the pivotal study for PE in the first half of 2021.

In addition, we previously worked on developing our legacy platform, EGP-437, which incorporated a reformulated topically active corticosteroid, Dexamethasone Phosphate, that was delivered into the ocular tissues through our iontophoresis drug delivery system, the EyeGate® II Delivery System ("EGP-437 Combination Product"). We do not plan to further develop this platform or maintain our intellectual property rights related to it.

In May 2020, we were granted a loan (the "Loan") from Silicon Valley Bank in the amount of approximately $0.278 million pursuant to the Paycheck Protection Program (the "PPP") under Division A, Title I of the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), which was enacted in March 2020. The Loan may be prepaid by the Company at any time prior to maturity with no prepayment penalties. Funds from the Loan may only be used for payroll costs, costs used to continue group health care benefits, mortgage payments, rent, utilities, and interest on other debt obligations incurred before February 15, 2020 ("Qualifying Expenses"). We intend to use the entire Loan amount for Qualifying Expenses. Under the terms of the PPP, certain amounts of the Loan may be forgiven if they are used for Qualifying Expenses as described in the CARES Act. If the Loan is not forgiven, the Loan will mature in May 2022 and bear interest at a rate of 1.0% per annum, payable on a monthly basis commencing in December 2020.

Throughout our history, we have not generated significant revenue. We have generally not been profitable, and from inception through June 30, 2020, our losses from operations have aggregated $103.9 million. Our Net Loss was approximately $3.7 million and $0.966 million for the six months ended June 30, 2020 and 2019, respectively. We expect to incur significant expenses and increasing operating losses for the foreseeable future as we continue the development and clinical trials of and seek regulatory approval for our EyeGate OBG, our lead product candidate for corneal epithelial defects, and any other product candidates we advance to clinical development. We are evaluating the potential impact of the coronavirus pandemic on our study timelines and costs. If we obtain regulatory approval for EyeGate OBG, we expect to incur significant expenses in order to create an infrastructure to support the commercialization of EyeGate OBG including sales, marketing and distribution functions.

We will need additional financing to support our continuing operations. We will seek to fund our operations through public or private equity, debt financings, license and development agreements, or other sources, which may include collaborations with third parties. Adequate additional financing may not be available to us on acceptable terms, or at all. Our failure to raise capital as and when needed would have a negative impact on our financial condition and our ability to pursue our business strategy. These conditions raise substantial doubt about our ability to continue as a going concern. We will need to generate significant revenue to achieve profitability, and we may never do so.

EyeGate Pharmaceuticals, Inc. was formed in Delaware on December 26, 2004. We were originally incorporated in 1998 under the name of Optis France S.A. in Paris, France. At that time, the name of the French corporation was changed to EyeGate Pharma S.A.S. and became a subsidiary of EyeGate Pharmaceuticals, Inc. Jade was formed in Delaware on December 31, 2012. EyeGate Pharma S.A.S. and Jade are wholly-owned subsidiaries of EyeGate Pharmaceuticals, Inc.

Financial Overview

Revenues

To date, we have recognized collaboration revenue from several U.S. government grants made to Jade for ocular therapeutic research (collectively, the "U.S. Government Grants"), as well as from Bausch Health Companies, Inc. ("BHC") as performance obligations toward milestones are met. *See* Note 2, "Summary of Significant Accounting Policies". We expect to continue to incur significant operating losses as we fund research and clinical trial activities relating to our ocular therapeutic assets, consisting of our modified HA-based products, or any other product candidate that we may develop. There can be no guarantee that the losses incurred to fund these activities will succeed in generating revenue.

Research and Development Expenses

We expense all research and development expenses as they are incurred. Research and development expenses primarily include:

- non-clinical development, preclinical research, and clinical trial and regulatory-related costs;
- expenses incurred under agreements with sites and consultants that conduct our clinical trials;
- expenses related to generating, filing, and maintaining intellectual property; and
- employee-related expenses, including salaries, bonuses, benefits, travel and stock-based compensation expense.

Substantially all of our research and development expenses to date have been incurred in connection with our EyeGate OBG and former EGP-437 Combination Product. We expect our research and development expenses to remain consistent for the near future as we advance EyeGate OBG and any other product candidate through clinical development, including the conduct of our planned clinical trials. The process of conducting clinical trials necessary to obtain regulatory approval is costly and time consuming. We are unable to estimate with any certainty the costs we will incur in the continued development of our EyeGate OBG and any other product candidate that we may develop. Clinical development timelines, the probability of success and development costs can differ materially from expectations.

We may never succeed in achieving marketing approval for our product candidates.

The costs of clinical trials may vary significantly over the life of a project including, but not limited to, the following:

- per patient trial costs;
- the number of sites included in the trials;
- the countries in which the trials are conducted;
- the length of time required to enroll eligible patients;
- the number of patients that participate in the trials;
- the number of doses that patients receive;
- the cost of comparative agents used in trials;
- the drop-out or discontinuation rates of patients;
- potential additional safety monitoring or other studies requested by regulatory agencies;
- the duration of patient follow-up; and
- the efficacy and safety profile of the product candidate.

We do not expect our product candidates to be commercially available, if at all, for the next several years.

General and Administrative Expenses

General and administrative expenses consist primarily of salaries and related benefits, including stock-based compensation. Our general and administrative expenses consisted primarily of payroll expenses for our full-time employees. Other general and administrative expenses include professional fees for auditing, tax, patent costs and legal services.

We expect that general and administrative expenses will remain consistent for the near future until commercialization of our modified HA-based products, which could lead to an increase in these expenses.

Total Other Income (Expense)

Total other income (expense) consists primarily of interest income we earn on interest-bearing accounts, and interest expense incurred on our outstanding financing arrangements.

Critical Accounting Policies and Significant Judgments and Estimates

Our management's discussion and analysis of our financial condition and results of operations is based on our financial statements, which we have prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the expenses during the reporting periods. We evaluate these estimates and judgments on an ongoing basis. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Our actual results may differ materially from these estimates under different assumptions or conditions.

While our significant accounting policies are discussed in more detail in Note 2 to our financial statements appearing elsewhere in this Quarterly Report on Form 10-Q, we believe that the following accounting policies are the most critical for fully understanding and evaluating our financial condition and results of operations.

Accrued Research and Development Expenses

As part of the process of preparing financial statements, we are required to estimate and accrue research and development expenses. This process involves the following:

- communicating with our applicable personnel to identify services that have been performed on our behalf and estimating the level of service performed and the associated cost incurred for the service when we have not yet been invoiced or otherwise notified of actual cost;
- estimating and accruing expenses in our financial statements as of each balance sheet date based on facts and circumstances known to us at the time; and
- periodically confirming the accuracy of our estimates with selected service providers and making adjustments, if necessary.

Examples of estimated research and development expenses that we accrue include:

- fees paid to contract research organizations and investigative sites in connection with clinical studies;
- fees paid to contract manufacturing organizations in connection with non-clinical development, preclinical research, and the production of clinical study materials; and
- professional service fees for consulting and related services.

We base our expense accruals related to non-clinical development, preclinical studies, and clinical trials on our estimates of the services received and efforts expended pursuant to contracts with organizations/consultants that conduct and manage clinical studies on our behalf. The financial terms of these agreements vary from contract to contract and may result in uneven payment flows. Payments under some of these contracts may depend on many factors, such as the successful enrollment of patients, site initiation and the completion of clinical study milestones. Our service providers invoice us as milestones are achieved and monthly in arrears for services performed. In accruing service fees, we estimate the time period over which services will be performed and the level of effort to be expended in each period. If we do not identify costs that we have begun to incur or if we underestimate or overestimate the level of services performed or the costs of these services, our actual expenses could differ from our estimates. To date, we have not experienced significant changes in our estimates of accrued research and development expenses after a reporting period.

However, due to the nature of estimates, we cannot assure you that we will not make changes to our estimates in the future as we become aware of additional information about the status or conduct of our clinical studies and other research activities.

Stock-Based Compensation

We have issued options to purchase our common stock and restricted stock. Stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the requisite service/vesting period. Determining the appropriate fair value model and calculating the fair value of stock-based payment awards require the use of highly subjective assumptions, including the expected life of the stock-based payment awards and stock price volatility.

We estimate the grant date fair value of stock options and the related compensation expense, using the Black-Scholes option valuation model. This option valuation model requires the input of subjective assumptions including: (1) expected life (estimated period of time outstanding) of the options granted, (2) volatility, (3) risk-free rate and (4) dividends. In general, the assumptions used in calculating the fair value of stock-based payment awards represent management's best estimates, but the estimates involve inherent uncertainties and the application of management judgment. As a result, if factors change and we use different assumptions, our stock-based compensation expense could be materially different in the future.

Revenue Recognition

Our revenues are generated primarily through arrangements which generally contain multiple elements, or deliverables, including licenses and R&D activities to be performed by us on behalf of the licensor or grantor. Payments to us under these arrangements typically include one or more of the following: (1) nonrefundable, upfront license fees, (2) funding of discovery research efforts on a full-time equivalent basis, (3) reimbursement of research, development and intellectual property costs, (4) milestone payments, and (5) royalties on future product sales.

We recognize revenue when our customer obtains control of promised services, in an amount that reflects the consideration which we expect to receive in exchange for those services. To determine whether arrangements are within the scope of this new guidance, we perform the following five steps: (i) identify the contract with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) we satisfy our performance obligation. We apply the five-step model to contracts when it is probable that we will collect the consideration we are entitled to in exchange for the goods or services we transfer to the customer. We recognize revenue from the transaction price applied to each single performance obligation over time as milestones are reached for each performance obligation. We only recognize revenue on those milestones that are within our control and any constrained variable consideration that requires regulatory approval will only be included in the transaction price when performance is complete.

In addition, we may receive government grant funds for specified ocular therapeutic research activities. Revenue under these grants will be recorded when we perform the activities specified by the terms of each grant and are entitled to the funds.

Recent Accounting Pronouncements

In February 2016, the FASB issued ASU No. 2016-02, *Leases*, which is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, with early adoption permitted. Under ASU No. 2016-02, lessees are required to recognize for all leases at the commencement date a lease liability, which is a lessee's obligation to make lease payments arising from a lease measured on a discounted basis, and the right-to-use assets, which are asset that represents the lessee's right to use or control the use of a specified asset for the lease term. We did not early adopt this standard and had leases (*see* Note 10 to our financial statements) in place at the effective date. We evaluated the effect of the new guidance and adopted the new standard effective January 1, 2019 using the modified retrospective method. As a result, we recorded right-of-use leased assets and corresponding liabilities of approximately $0.137 million on January 1, 2019.

In January 2017, the FASB issued ASU No. 2017-04, *Intangibles—Goodwill and Other*, which simplifies the accounting for goodwill impairment. The guidance removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. A goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. All other goodwill impairment guidance will remain largely unchanged. Entities will continue to have the option to perform a qualitative assessment to determine if a quantitative impairment test is necessary. The same one-step impairment test will be applied to goodwill at all reporting units, even those with zero or negative carrying amounts. Entities will be required to disclose the amount of goodwill at reporting units with zero or negative carrying amounts. The new standard was effective for us on January 1, 2020 and is required to be applied prospectively. We adopted ASU No. 2017-04 effective January 1, 2020 and the adoption of this standard did not have a material impact on our Consolidated Financial Statements and related disclosures.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. ASU No. 2016-13 replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The new guidance is effective for smaller reporting companies in fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. We do not expect the adoption of this standard to have a material effect on our Consolidated Financial Statements and related disclosures.

Other Information

JOBS Act

On April 5, 2012, the Jumpstart Our Business Startups Act of 2012, or the JOBS Act, was enacted. Section 107 of the JOBS Act provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act, for complying with new or revised accounting standards. In other words, an "emerging growth company" can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have irrevocably elected not to avail ourselves of this extended transition period and, as a result, we will adopt new or revised accounting standards on the relevant dates on which adoption of such standards is required for other public companies.

We have evaluated the benefits of relying on other exemptions and reduced reporting requirements provided by the JOBS Act. Subject to certain conditions set forth in the JOBS Act, as an "emerging growth company," we rely on certain of these exemptions, including without limitation, (i) providing an auditor's attestation report on our system of internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act and (ii) complying with any requirement that may be adopted by the Public Company Accounting Oversight Board ("PCAOB") regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements, known as the auditor discussion and analysis. We will remain an "emerging growth company" until the earliest of (a) the last day of the fiscal year in which we have total annual gross revenues of $1 billion or more, (b) the last day of our fiscal year following the fifth anniversary of the date of the completion of our initial public offering, or December 31, 2020, (c) the date on which we have issued more than $1 billion in nonconvertible debt during the previous three years or (d) the date on which we are deemed to be a large accelerated filer under the rules of the SEC.

Results of Operations

Comparison of Three Months ended June 30, 2020 and 2019

The following table summarizes the results of our operations for the three months ended June 30, 2020 and 2019:

	Three Months Ended June 30,		
	2020	**2019**	**Decrease**
Operating Expenses:			
Research and Development	$ 631,114	$ 763,896	$ (132,782)
General and Administrative	1,090,327	1,105,904	(15,577)
Total Operating Expenses	1,721,441	1,869,800	(148,359)
Other Income, Net	4,340	32,528	(28,188)
Net Loss	$ (1,717,101)	$ (1,837,272)	$ (120,171)

Research and Development Expenses. Research and Development Expenses were $0.631 million for the three months ended June 30, 2020, compared to $0.764 million for the three months ended June 30, 2019. The decrease of $0.133 million was primarily due to a decrease in OBG clinical activity.

General and Administrative Expenses. General and Administrative Expenses were $1.090 million for the three months ended June 30, 2020, compared to $1.106 million for the three months ended June 30, 2019. The decrease of $0.016 million was primarily due to decreases in personnel related costs, travel and professional fees, partially offset by an increase in corporate costs.

Other Income, Net. Other Income, Net was $0.004 million for the three months ended June 30, 2020, compared to $0.033 million for the three months ended June 30, 2019 due to due to less interest earned on our cash balances.

Comparison of Six Months ended June 30, 2020 and 2019

The following table summarizes the results of our operations for the six months ended June 30, 2020 and 2019:

	Six Months Ended June 30,		Increase
	2020	2019	(Decrease)
Collaboration Revenue	$ -	$ 2,686,000	$ (2,686,000)
Operating Expenses:			
Research and Development	1,569,155	1,485,373	83,782
General and Administrative	2,122,930	2,241,787	(118,857)
Total Operating Expenses	3,692,085	3,727,160	(35,075)
Other Income, Net:	22,784	74,697	(51,913)
Net Loss	$ (3,669,301)	$ (966,463)	$ 2,702,838

Collaboration Revenue. There was no Collaboration Revenue for the six months ended June 30, 2020, compared to $2.686 million for the six months ended June 30, 2019. The revenue recognized in the six months ended June 30, 2019 was a result of the termination of the license agreements with BHC and no further revenue will be recognized related to these agreements.

Research and Development Expenses. Research and Development Expenses were $1.569 million for the six months ended June 30, 2020, compared to $1.485 million for the six months ended June 30, 2019. The increase of $0.084 million was primarily due to the expiration of a prepaid agreement with a research vendor, partially offset by a decrease in personnel related costs and OBG clinical activities.

General and Administrative Expenses. General and Administrative Expenses were $2.123 million for the six months ended June 30, 2020, compared to $2.242 million for the six months ended June 30, 2019. The decrease of $0.119 million was primarily due to decreases in personnel related costs and travel, partially offset by an increase in corporate costs and professional fees.

Other Income, Net. Other Income, Net was $0.023 million for the six months ended June 30, 2020, compared to $0.075 million for the six months ended June 30, 2019 due to less interest earned on our cash balances.

Liquidity and Capital Resources

Since becoming a public company in 2015, we have financed our operations from several registered offerings and private placements of our securities and payments from our BHC License Agreements and the U.S. Government Grants. From inception through August 6, 2020, we have raised a total of approximately $100.9 million from such sales of our equity and debt securities, both as a public company and prior to our IPO, as well as approximately $14.9 million in payments received under our license agreements and U.S. Government Grants. Additionally in May 2020, we received approximately $0.278 million of Loan funds from the PPP.

On April 17, 2018, we completed a public offering of 982,000 shares of Common Stock and 6,536.4 shares of Series C Convertible Preferred Stock (convertible into 1,361,750 shares of Common Stock), along with warrants to purchase 2,343,750 shares of Common Stock. Following the 1-for-15 reverse stock split effected on August 30, 2019, the shares underlying these warrants were adjusted to reflect the reverse stock split and rounded up to the nearest whole share in accordance with their terms. The offering was priced at $4.80 per share of Common Stock (or share of Common Stock issuable upon conversion of a share of Series C Convertible Preferred Stock) and warrant. The total net proceeds to us from the offering, after deducting the placement agent fees and offering expenses, were approximately $10.1 million. Additionally, the investors received, for each share of Common Stock, or for each share of Common Stock issuable upon conversion of a share of Series C Convertible Preferred Stock purchased in the public offering, warrants to purchase one share of Common Stock at an exercise price of $4.80 per share, which in the aggregate represented warrants to purchase an aggregate 2,343,750 shares of Common Stock. The warrants issued to investors became initially exercisable immediately upon issuance and terminate on April 17, 2023, five years following the date of issuance. As of June 30, 2020, 2,444.4 shares of Series C Preferred Stock have been converted into an aggregate of 509,250 shares of Common Stock.

On October 2, 2019, we completed a private placement of 600,000 shares of Common Stock and warrants to purchase up to 600,000 shares of Common Stock to an affiliate of Armistice Capital, LLC, with a combined purchase price per share and warrant of $3.125. The total gross proceeds from the private placement were approximately $1.9 million. The warrants have an exercise price of $3.125 per share, subject to adjustments as provided under the terms of the warrants, and will be exercisable on the six month anniversary of their issuance date. The warrants are exercisable for five years from the issuance date.

On January 3, 2020, we completed a registered direct offering for 500,000 shares of Common Stock with a purchase price of $10.00 per share. The total net proceeds to the Company from the offering were approximately $4.5 million.

At June 30, 2020, we had unrestricted cash and cash equivalents totaling $4,688,961.

The following table sets forth the primary uses of cash for the six months ended June 30, 2020 and 2019:

	Six Months Ended June 30,	
	2020	**2019**
Net Cash Used in Operating Activities	$ (3,867,415)	$ (3,568,990)
Net Cash Provided by Financing Activities	$ 4,779,503	$ 28,857

Comparison of Six Months Ended June 30, 2020 and 2019

Operating Activities. Net cash used in operating activities was $3.867 million for the six months ended June 30, 2020, compared to $3.569 million for the six months ended June 30, 2019. During the six months ended June 30, 2020, we recorded a net loss of $3.669 million and decreases in accounts payable and accrued expenses of $0.618 million and prepaid expense and other current assets of $0.105 million. These decreases were partially offset by the expiration of a prepaid agreement of $0.160 million and stock-based compensation expense of $0.343 million. During the six months ended June 30, 2019, we recorded a net loss of $0.966 million, decreases in deferred revenue of $2.686 million and accrued expenses of $0.374 million. These decreases were partially offset by stock-based compensation expense of $0.469 million.

Financing Activities. Net cash provided by financing activities was $4.780 million for the six months ended June 30, 2020, compared to $0.029 million for the six months ended June 30, 2019. During the six months ended June 30, 2020, we received net proceeds of $4.501 million from the completion of a registered direct stock offering and $0.278 million of Loan funds from the PPP. During the six months ended June 30, 2019, we received $0.032 million from the exercise of warrants.

Funding Requirements and Other Liquidity Matters

Our modified HA-based product pipeline is still in various stages of clinical development. We expect to continue to incur significant expenses and operating losses for the foreseeable future. We anticipate that our expenses will increase substantially if and as we:

- seek marketing approval for our modified HA-based products or any other products that we successfully develop;
- establish a sales and marketing infrastructure to commercialize our modified HA-based products in the United States, if approved; and
- add operational, financial and management information systems and personnel, including personnel to support our product development and future commercialization efforts.

Until such time, if ever, as we can generate substantial product revenue, we expect to finance our cash needs through a combination of equity offerings, debt financings, collaborations, strategic alliances and licensing arrangements. We do not have any committed external source of funds. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interest of our Stockholders will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of a Common Stockholder. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional funds through collaborations, strategic alliances or licensing arrangements with pharmaceutical partners, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates, including our modified HA-based products, on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings when needed, we may be required to delay, limit, reduce or terminate our product development or future commercialization efforts or grant rights to develop and market the modified HA-based products or any other products that we would otherwise prefer to develop and market ourselves.

Based on our cash on hand at June 30, 2020, we believe we will have sufficient cash to fund planned operations through January 31, 2021. However, the acceleration or reduction of cash outflows by management can significantly impact the timing for raising additional capital to complete development of its products. To continue development, we will need to raise additional capital through debt and/or equity financing, or access additional funding through grants. Although we successfully completed our IPO and several subsequent registered offerings and private placements of our securities, additional capital may not be available on terms favorable to us, if at all. On May 13, 2019, the SEC declared effective our registration statement on Form S-3, registering a total of $50,000,000 of our securities for sale to the public from time to time in what is known as a “shelf offering”. We do not know if our future offerings, including offerings pursuant to our shelf registration statement, will succeed. Accordingly, no assurances can be given that management will be successful in these endeavors. Our recurring losses from operations have caused management to determine there is substantial doubt about our ability to continue as a going concern. Our Condensed Consolidated Financial Statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities or any other adjustments that might be necessary should we be unable to continue as a going concern.

Off-Balance Sheet Arrangements

We do not have any material off-balance sheet arrangements as of June 30, 2020.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

This Report includes the certifications of our President and Chief Executive Officer (who is our principal executive officer) and our Chief Financial Officer (who is our principal financial and accounting officer) required by Rule 13a-14 of the Exchange Act. *See* Exhibits 31.1 and 31.2. This Item 4 includes information concerning the controls and control evaluations referred to in those certifications.

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to management, including the President and Chief Executive Officer, to allow timely decisions regarding required disclosures.

In connection with the preparation of this Quarterly Report on the Form 10-Q, the Company's Management, under the supervision of, and with the participation of, our President and Chief Executive Officer and our Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2020. Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and our management necessarily was required to apply its judgment in evaluating and implementing our disclosure controls and procedures. Based upon the evaluation described above, our President and Chief Executive Officer and our Chief Financial Officer have concluded that they believe that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control over Financial Accounting and Reporting

Our management, with the participation of the Chief Executive Officer and the Chief Financial Officer, has evaluated whether any change in our internal control over financial accounting and reporting occurred during the quarter ended June 30, 2020. Management concluded that no changes to our internal control over financial accounting and reporting occurred during the quarter ended June 30, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial accounting and reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

While we are not currently a party to any legal proceedings, from time to time we may be a party to a variety of legal proceedings that arise in the normal course of our business.

Item 1A. Risk Factors.

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2019 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, which are incorporated herein by reference and which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K and our Quarterly Report on Form 10-Q are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results. We do not believe that there have been any material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2019 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2020.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Unregistered Sales of Equity Securities

None.

Purchase of Equity Securities

We did not purchase any of our registered equity securities during the period covered by this Quarterly Report on Form 10-Q.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosure.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

The exhibits filed as part of this Quarterly Report on Form 10-Q are set forth on the Exhibit Index immediately preceding such exhibits and are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 and 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 6, 2020

By: /s/ Stephen From
President and Chief Executive Officer
(Principal executive officer)

Date: August 6, 2020

By: /s/ Sarah Romano
Chief Financial Officer
(Principal financial and accounting officer)

EXHIBIT INDEX

The following exhibits are filed as part of this Quarterly Report on Form 10-Q. Where such filing is made by incorporation by reference to a previously filed document, such document is identified.

Exhibit Number	Description of Exhibit
3.1[(1)]	Amendment to Restated Certificate of Incorporation of the Company.
31.1**	Certification of principal executive officer pursuant to Rules 13a-15(e) and 15d-15(e), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2**	Certification of principal financial and accounting officer pursuant to Rules 13a-15(e) and 15d-15(e), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of principal executive officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of principal financial and accounting officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

(1) Previously filed as an exhibit to the Company's Current Report on Form 8-K (filed June 26, 2020) and incorporated by reference thereto.

** This certification shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act.

EXHIBIT 31.1

Certification

I, Stephen From, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EyeGate Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2020

/s/ Stephen From
Stephen From
President and Chief Executive Officer
(Principal executive officer)

EXHIBIT 31.2

Certification

I, Sarah Romano, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EyeGate Pharmaceuticals, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2020

/s/ Sarah Romano

Sarah Romano
Chief Financial Officer
(Principal financial and accounting officer)

EXHIBIT 32.1

CERTIFICATION OF PERIODIC FINANCIAL REPORT
PURSUANT TO 18 U.S.C. SECTION 1350

The undersigned officer of EyeGate Pharmaceuticals, Inc. (the "Company") hereby certifies to his knowledge that the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2020 (the "Report") to which this certification is being furnished as an exhibit, as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification is provided solely pursuant to 18 U.S.C. Section 1350 and Item 601(b)(32) of Regulation S-K ("Item 601(b)(32)") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and the Exchange Act. In accordance with clause (ii) of Item 601(b)(32), this certification (A) shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and (B) shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

Date: August 6, 2020

/s/ Stephen From
Stephen From
President and Chief Executive Officer
(Principal executive officer)

EXHIBIT 32.2

CERTIFICATION OF PERIODIC FINANCIAL REPORT
PURSUANT TO 18 U.S.C. SECTION 1350

The undersigned officer of EyeGate Pharmaceuticals, Inc. (the "Company") hereby certifies to her knowledge that the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2020 (the "Report") to which this certification is being furnished as an exhibit, as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification is provided solely pursuant to 18 U.S.C. Section 1350 and Item 601(b)(32) of Regulation S-K ("Item 601(b)(32)") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and the Exchange Act. In accordance with clause (ii) of Item 601(b)(32), this certification (A) shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and (B) shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

Date: August 6, 2020

/s/ Sarah Romano
Sarah Romano
Chief Financial Officer
(Principal financial and accounting officer)