

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>ARMISTICE CAPITAL, LLC</u> (Last) (First) (Middle) <u>510 MADISON AVENUE, 7TH FLOOR</u> (Street) <u>NEW YORK, NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EYEGATE PHARMACEUTICALS INC [EYEG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/06/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/06/2021		P		1,531,101	A	\$5.225 ⁽³⁾	3,346,601	D ⁽¹⁾⁽²⁾	
Common Stock	01/06/2021		P		0	A	\$0	3,346,601	I	See Footnotes ⁽¹⁾⁽²⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$5.225	01/06/2021		p ⁽³⁾		1,531,101		07/06/2021	01/06/2025	Common Stock	1,531,101	⁽³⁾	1,531,101	D ⁽¹⁾⁽²⁾	
Warrants	\$5.225	01/06/2021		p ⁽³⁾		0		07/06/2021	01/06/2025	Common Stock	0	⁽³⁾	1,531,101	I	See Footnotes ⁽¹⁾⁽²⁾
Warrants	\$3.125							04/02/2020	10/02/2024	Common Stock	600,000		600,000	D ⁽¹⁾⁽²⁾	
Warrants	\$3.125							04/02/2020	10/02/2024	Common Stock	0		600,000	I	See Footnotes ⁽¹⁾⁽²⁾
Warrants	\$0.32							04/17/2018 ⁽⁵⁾	04/17/2023	Common Stock	41,666		41,666	D ⁽¹⁾⁽²⁾	
Warrants	\$0.32							04/17/2018 ⁽⁵⁾	04/17/2023	Common Stock	0		41,666	I	See Footnotes ⁽¹⁾⁽²⁾
Warrants	\$0.32							04/17/2018 ⁽⁴⁾	04/17/2023	Common Stock	364,583		364,583	D ⁽¹⁾⁽²⁾	
Warrants	\$0.32							04/17/2018 ⁽⁴⁾	04/17/2023	Common Stock	0		364,583	I	See Footnotes ⁽¹⁾⁽²⁾
Warrants	\$1.5							06/14/2017 ⁽⁵⁾	06/14/2022	Common Stock	133,333		133,333	D ⁽¹⁾⁽²⁾	
Warrants	\$1.5							06/14/2017 ⁽⁵⁾	06/14/2022	Common Stock	0		133,333	I	See Footnotes ⁽¹⁾⁽²⁾
Warrants	\$0.32							04/17/2018 ⁽⁴⁾	04/17/2023	Common Stock	1,062,500		1,062,500	D ⁽¹⁾⁽²⁾	
Warrants	\$0.32							04/17/2018 ⁽⁴⁾	04/17/2023	Common Stock	0		1,062,500	I	See Footnotes ⁽¹⁾⁽²⁾
Series C Convertible Preferred Stock	\$0.32							04/17/2018 ⁽⁶⁾	⁽⁶⁾	Common Stock	852,500		852,500	D ⁽¹⁾⁽²⁾	
Series C Convertible Preferred Stock	\$0.32							04/17/2018 ⁽⁶⁾	⁽⁶⁾	Common Stock	0		852,500	I	See Footnotes ⁽¹⁾⁽²⁾

1. Name and Address of Reporting Person* <u>ARMISTICE CAPITAL, LLC</u> (Last) (First) (Middle) <u>510 MADISON AVENUE, 7TH FLOOR</u> (Street) <u>NEW YORK, NY 10022</u>		
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Armistice Capital Master Fund Ltd.		
(Last)	(First)	(Middle)
C/O DMS CORPORATE SERVICES LTD. 20 GENESIS CLOSE, P.O. BOX 314		
(Street)		
GRAND CAYMAN E9		KY1-1104
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Boyd Steven		
(Last)	(First)	(Middle)
C/O ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

Explanation of Responses:

- The reported securities of EyeGate Pharmaceuticals, Inc. (the "Issuer") are directly held by Armistice Capital Master Fund Ltd., a Cayman Islands exempted company (the "Master Fund"), and may be deemed to be indirectly beneficially owned by: (i) Armistice Capital, LLC ("Armistice Capital"), as the investment manager of the Master Fund; and (ii) Steven Boyd, as the Managing Member of Armistice Capital.
- (Continued from Footnote 1) Armistice Capital and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- On January 5, 2021, the Issuer and the Master Fund entered into a securities purchase agreement (the "Securities Purchase Agreement") pursuant to which the Master Fund acquired from the Issuer in a private placement on the January 6, 2021 closing date: (i) 1,531,101 shares of the Issuer's common stock, \$0.01 par value (collectively, the "Shares"); and (ii) warrants to purchase up to 1,531,101 Shares with an exercise price of \$5.225 per Share (collectively, the "Warrants"). The aggregate subscription amount paid by the Master Fund for the Shares and Warrants acquired by it pursuant to the Securities Purchase Agreement was \$8,000,002.73.
- These warrants are currently exercisable, subject to a blocker provision that prevents the Master Fund from exercising the warrants if it would be more than a 9.99% beneficial owner of the Shares following such exercise.
- These warrants are currently exercisable, subject to a blocker provision that prevents the Master Fund from exercising the warrants if it would be more than a 4.99% beneficial owner of the Shares following such exercise.
- The Series C Convertible Preferred Stock has no expiration date and is convertible at any time at the option of the Master Fund.

Remarks:

Each of the Master Fund and Armistice Capital may be deemed a director by deputization of the Issuer by virtue of the fact that Steven Boyd and Keith Maher, representatives of the Master Fund and Armistice Capital, currently serve on the Issuer's board of directors.

[Armistice Capital, LLC, By:](#) 01/08/2021
[Steven Boyd, Managing Member](#)
[Armistice Capital Master Fund,](#)
[Ltd., By:/s/ Steven Boyd,](#) 01/08/2021
[Director](#)
[/s/ Steven Boyd](#) 01/08/2021
 ** Signature of Reporting Person Date

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

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

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

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

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