UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): November 1, 2018

EyePoint Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**000-51122**	**26-2774444**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

480 Pleasant Street **Watertown, MA**	**02472**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (617) 926-5000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02. Results of Operations and Financial Condition.

On November 6, 2018, EyePoint Pharmaceuticals, Inc. (the "Company") issued a press release announcing its fiscal first quarter ended September 30, 2018 results and certain other information. A copy of the press release is furnished as Exhibit 99.1 hereto.

Item 5.03. Amendments to Articles of Incorporation or By-laws; Change in Fiscal Year.

On November 1, 2018, the Board of Directors of the Company (the "Board") approved an amendment (the "By-laws Amendment") to the By-laws of the Company (the "By-laws") to change the Company's fiscal year-end from June 30 to December 31 of each year, effective immediately. The By-laws Amendment also amended Section 2.1 of the By-laws to change the date of the annual meeting of stockholders from the second Thursday in November in each year to a date as may be determined by the Board and stated in the notice of the annual meeting.

A copy of the By-laws Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Amendment No. 1 to the By-laws of EyePoint Pharmaceuticals, Inc.
99.1	Press release of EyePoint Pharmaceuticals, Inc., dated November 6, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EYEPOINT PHARMACEUTICALS, INC.

Date: November 6, 2018

By: /s/ Nancy Lurker
Name: Nancy Lurker
Title President and Chief Executive Officer

AMENDMENT NO. 1 TO
BY-LAWS
OF
EYEPOINT PHARMACEUTICALS, INC.

THIS AMENDMENT NO. 1 TO THE BY-LAWS OF EYEPOINT PHARMACEUTICALS, INC. (this "Amendment") is authorized, approved and adopted effective as of November 1, 2018 (the "Effective Date").

WHEREAS, the Board of Directors (the "Board") of EyePoint Pharmaceuticals, Inc., a Delaware corporation (the "Company"), which possesses the authority to amend the By-laws of the Company (the "By-laws") pursuant to Section 12.1 of such By-laws and Article 8 of the Company's Certificate of Incorporation, as amended, has authorized, approved and adopted the following Amendment to the By-laws, effective as of the Effective Date:

1. Section 2.1 is hereby amended and restated in its entirety as follows:

> 2.1. Annual Meetings. The annual meeting of stockholders shall be held at such location within or without the state of Delaware as may be determined from time to time by the board of directors on such date and such time as is designated by the board of directors and stated in the notice of the meeting. At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting as (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the board of directors, (b) otherwise properly brought before the meeting by or at the direction of the board of directors, or (c) otherwise properly brought before the meeting by a stockholder by the stockholder giving timely notice thereof in writing to the secretary of the corporation. To be timely, a stockholder's notice must be received at the principal executive offices of the corporation: (1) not less than 60 days in advance of such meeting if such meeting is to be held on a day which is within 30 days preceding the anniversary of the previous year's annual meeting or 90 days in advance of such meeting if such meeting is to be held on or after the anniversary of the previous year's annual meeting; and (2) with respect to any other annual meeting of stockholders, on or before the close of business on the 15th day following the earliest date of public disclosure of the date of such meeting. For purposes of this section, the date of public disclosure of a meeting shall include, but not be limited to, the date on which disclosure of the date of the meeting is made in a press release reported by the Dow Jones News Services, Associated Press or a comparable national news service, or in a document publicly filed by the corporation with the Securities and Exchange Commission pursuant to Sections 13, 14 or 15(d) (or the rules and regulations thereunder) of the Securities Exchange Act of 1934, as amended. A stockholder's notice to the secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before

the annual meeting and the reasons for conducting such business at the annual meeting, (b) the name, age and business and residential address, as they appear on the corporation's records, of the stockholder proposing such business, (c) the class and number of shares of the corporation which are beneficially owned by the stockholder, and (d) any material interest of the stockholder in such business. Notwithstanding anything in the by-laws to the contrary, no business shall be conducted at an annual meeting except in accordance with the procedures set forth herein. The chairperson of the annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting and in accordance with the provisions hereof and if the chairperson should so determine, the chairperson shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

2. Section 11.1 is hereby amended and restated in its entirety as follows:

11.1. Fiscal Year. The fiscal year of the corporation shall end on December 31.

3. Except as expressly provided in this Amendment, each of the terms and provisions of the By-laws shall remain in full force and effect in accordance with its terms. The amendment set forth herein is limited precisely as written and shall not be deemed to be an amendment or waiver to any other term or condition of the By-laws or any of the documents referred to therein. Whenever the By-laws are referred to herein and in any other agreements, documents and instruments, such reference shall be to the By-laws as amended hereby.

IN WITNESS WHEREOF, EyePoint Pharmaceuticals, Inc. has caused this Amendment to be signed by John Mercer, the duly authorized Secretary of the Corporation, as of the date first written above.

By: /s/ John Mercer
Name: John Mercer
Title: Secretary

[Signature Page to Bylaws Amendment]

Exhibit 99.1

EyePoint Pharmaceuticals Reports Fiscal First Quarter 2019 Financial Results and Highlights Recent Clinical and Operational Developments

-YUTIQ™ approved by U.S. FDA; anticipated launch in calendar 1Q19-
-Exclusive license granted to Ocumension Therapeutics to develop and commercialize EyePoint's three-year micro-insert product using the Durasert™ technology for posterior segment uveitis in Greater China-
-Commercial preparations underway for anticipated launch of DEXYCU™ in the first half of calendar year 2019-
-Cash injection of $28.9 million from warrant exercise-
-Conference call and webcast today, November 6th, at 8:00 AM ET-

WATERTOWN, Mass., November 6, 2018 (GLOBE NEWSWIRE) — EyePoint Pharmaceuticals, Inc. (NASDAQ: EYPT), a specialty biopharmaceutical company committed to developing and commercializing innovative ophthalmic products, today reported operating and financial results for its fiscal 2019 first quarter ended September 30, 2018 and highlighted recent clinical and operational developments.

"The approval of YUTIQ™ by the U.S. FDA in October marked a significant achievement for EyePoint and validates the Company's innovation and ability to develop an effective treatment to decrease recurrence of uveitic flares from non-infectious posterior segment uveitis that can result in blindness," said Nancy Lurker, President and Chief Executive Officer of EyePoint Pharmaceuticals. "Following the positive reception by retina and uveitis specialists of the clinical data presented for YUTIQ at the American Academy of Ophthalmology 2018 Annual Meeting, we believe that we are well-positioned for a successful product launch planned in the first quarter of calendar 2019. In addition, we are scaling up our manufacturing of DEXYCU™ ahead of an anticipated launch in the first half of calendar 2019."

Recent Clinical & Operational Highlights

- In October 2018, the U.S. Food and Drug Administration (FDA) approved YUTIQ (fluocinolone acetonide intravitreal implant) 0.18 mg, a three-year micro-insert for the treatment of chronic non-infectious uveitis affecting the posterior segment of the eye. YUTIQ utilizes the Company's Durasert™ drug delivery technology and is an intravitreal micro-insert designed to deliver drug consistently over 36 months. The approval occurred 24 days in advance of the PDUFA date of November 5th.

- At the American Academy of Ophthalmology (AAO) 2018 Annual Meeting in Chicago, IL, 24-month efficacy and safety data supporting YUTIQ was presented during the Retina Subspecialty day at a breakthrough presentation entitled, “24-month Evaluation of Fluocinolone Acetonide Intravitreal Insert Treatment for Non-Infectious Posterior Uveitis”. These data demonstrated that the recurrence rate in randomized eyes treated with YUTIQ was significantly lower than in sham eyes (59.8% vs. 97.6%, respectively; $p<0.001$) at 24-months of the three-year trial. Safety and side effects were consistent with those reported for previous analyses of earlier timepoints.
- In August, safety and efficacy data from the Phase 3 clinical trial of DEXYCU compared to prednisolone acetate 1.0% ophthalmic drops for the treatment of inflammation post-cataract surgery were published in the *Journal of Cataract & Refractive Surgery*. Results demonstrated similar efficacy and safety between both products in treating inflammation post cataract surgery with a preference of DEXYCU compared to drops.
- EyePoint granted Ocumension Therapeutics, a China-based ophthalmology company, an exclusive license to develop and commercialize EyePoint’s three-year micro insert product using the Durasert technology for chronic, non-infectious uveitis affecting the posterior segment of the eye in the greater China territory, which is comprised of China, Hong Kong, Macau and Taiwan. EyePoint will receive a one-time upfront payment of $1.75 million and is eligible to receive up to an additional $10.0 million if certain future prespecified development, regulatory and commercial sales milestones are achieved by Ocumension. Ocumension will be responsible for funding the clinical development of EyePoint’s three-year micro-insert product using the Durasert technology for chronic, non-infectious posterior segment uveitis in Greater China. EyePoint will supply product for the clinical trials.
- John Landis, Ph.D., M.S., was appointed to the EyePoint Board of Directors in October 2018. Dr. Landis brings more than 30 years of pharmaceutical research and development experience from senior level roles held at Schering-Plough Corporation, Pharmacia Corporation and The Upjohn Company.
- EyePoint’s Board of Directors approved a change of the Company’s fiscal year-end to December 31 from the current fiscal year-end of June 30. The Company believes this change will align its financial reporting periods to that of its peer group in the industry and better facilitate assessment of the Company’s financial performance. The Company will file transitional audited financial statements on Form 10-KT for the six-month period ending December 31, 2018.

Fiscal First Quarter 2019 Results

Revenue for the three months ended September 30, 2018 totaled $486,000 compared to $385,000 for the prior year quarter. Revenues in both periods were primarily derived from royalty income under existing collaboration agreements.

Operating expenses for the quarter ended September 30, 2018 increased to $14.0 million from $6.4 million a year earlier, due primarily to initial investments in sales and marketing infrastructure and program costs, amortization of the DEXYCU intangible asset, professional services and stock-based compensation. Non-operating expense, net in the quarter ended September 30, 2018 totaled $19.6 million and consisted primarily of a non-cash change in fair value of derivative liability and interest expense on our term loan. Net loss for the quarter ended September 30, 2018 was $33.1 million, or $0.44 per share, compared to a net loss of $6.0 million, or $0.15 per share, for the prior year quarter.

Cash and cash equivalents at September 30, 2018 totaled $55.8 million compared to $38.8 million at June 30, 2018. The cash balance of September 30, 2018 reflects proceeds of $28.9 million from the exercise of warrants in the quarter.

Conference Call Information

EyePoint will host a conference call today, Tuesday, November 6, 2018, at 8:00 AM ET, to discuss the fiscal first quarter 2019 financial results and recent clinical and operational developments. To access the conference call, please dial (877) 312-7507 (local) or (631) 813-4828 (international) at least 10 minutes prior to the start time and refer to conference ID 3098959. A live webcast will be available on the Investor Relations section of the corporate website at http://www.eyepointpharma.com. A replay of the webcast will also be available on the corporate website.

About EyePoint Pharmaceuticals

EyePoint Pharmaceuticals, Inc. (formerly pSivida Corp.) (www.eyepointpharma.com), headquartered in Watertown, MA, is a specialty biopharmaceutical company committed to developing and commercializing innovative ophthalmic products in indications with high unmet medical need to help improve the lives of patients with serious eye disorders. With the approval by the FDA on October 12, 2018 of YUTIQ™ three-year treatment of chronic non-infectious uveitis affecting the posterior segment of the eye, the Company has developed five of the six FDA-approved sustained-release treatments for eye diseases. DEXYCU™ was approved by the FDA on February 9, 2018. DEXYCU, administered as a single intraocular dose at the end of ocular surgery for the treatment of postoperative inflammation, is the first and only FDA-approved intraocular product with this indication. DEXYCU employs the Verisome® extended-release drug delivery technology, which encompasses a broad number of related, but distinct drug delivery systems with the potential of incorporating an extensive range of active

agents, including small molecules, proteins and monoclonal antibodies. ILUVIEN® (fluocinolone acetonide intravitreal implant), a micro-insert for diabetic macular edema, licensed to Alimera Sciences, Inc., is currently sold directly in the U.S. and several EU countries. Retisert® (fluocinolone acetonide intravitreal implant), for posterior uveitis, is licensed to and sold by Bausch & Lomb, Inc. The Company's pre-clinical development program is focused on using its core Durasert™ and the Verisome platform technologies to deliver drugs to treat wet age-related macular degeneration, glaucoma, and other diseases. To learn more about the Company, please visit www.eyepointpharma.com and connect on Twitter, LinkedIn, Facebook and Google+.

SAFE HARBOR STATEMENTS UNDER THE PRIVATE SECURITIES LITIGATION ACT OF 1995: Various statements made in this release are forward-looking, and are inherently subject to risks, uncertainties and potentially inaccurate assumptions. All statements that address activities, events or developments that we intend, expect, plan or believe may occur in the future, including but not limited to statements about our plans to commercialize YUTIQ and DEXYCU, the expected timing of release of the 24-month and 36-month patient follow-up data for YUTIQ and our expectations regarding the timing of a filing of an application for approval of a next-generation, shorter-duration treatment for posterior segment uveitis, are forward-looking statements. Some of the factors that could cause actual results to differ materially from the anticipated results or other expectations expressed, anticipated or implied in our forward-looking statements include uncertainties with respect to: our ability to achieve profitable operations and access to needed capital; fluctuations in our operating results; our ability to successfully produce commercial supply of YUTIQ and DEXYCU and commercialize YUTIQ and DEXYCU in the U.S.; our ability to successfully build a commercial infrastructure and enter into and maintain commercial agreements for the launch of DEXYCU and YUTIQ; the development of our next-generation YUTIQ short-acting treatment for uveitis; potential off-label sales of ILUVIEN for non-infectious posterior segment uveitis ("NIPU"); consequences of fluocinolone acetonide side effects; successful commercialization of, and receipt of revenues from, ILUVIEN for diabetic macular edema ("DME") which depends on the ability of Alimera Sciences, Inc. ("Alimera") to continue as a going concern; Alimera's ability to obtain additional marketing approvals and the effect of pricing and reimbursement decisions on sales of ILUVIEN for DME; Alimera's ability to obtain marketing approval for ILUVIEN in its licensed territories for NIPU; potential declines in Retisert royalties; our ability to market and sell products; the success of current and future license agreements, including our agreement with Alimera; termination or breach of current license agreements, including our agreement with Alimera; our dependence on contract research organizations, contract sales organizations, vendors and investigators; effects of competition and other developments affecting sales of products; market acceptance of products; effects of guidelines, recommendations and studies; protection of intellectual property and avoiding intellectual property infringement; retention of key personnel; product liability; industry consolidation; compliance with environmental laws; manufacturing risks; risks and costs of international business operations; effects of the potential exit of the United Kingdom from the European Union; legislative or regulatory changes; volatility of stock price;

possible dilution; absence of dividends; and other factors described in our filings with the Securities and Exchange Commission. You should read and interpret any forward-looking statements in light of these risks. Should known or unknown risks materialize, or should underlying assumptions prove inaccurate, actual results could differ materially from past results and those anticipated, estimated or projected in the forward-looking statements. You should bear this in mind as you consider any forward-looking statements. Our forward-looking statements speak only as of the dates on which they are made. We do not undertake any obligation to publicly update or revise our forward-looking statements even if experience or future changes makes it clear that any projected results expressed or implied in such statements will not be realized.

EyePoint Contacts

Investors:

Argot Partners
Kimberly Minarovich
(646) 368-8014
kimberly@argotpartners.com

Joseph Rayne
(617) 340-6075
joseph@argotpartners.com

Media:

Thomas Gibson
201-476-0322
tom@tomgibsoncommunications.com

FINANCIAL TABLES FOLLOW

EYEPOINT PHARMACEUTICALS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except per share amounts)

	Three Months Ended September 30,	
	2018	2017
Revenues:		
Collaborative research and development	$ 56	$ 140
Royalty income	430	245
Total revenues	486	385
Operating expenses:		
Research and development	6,233	3,819
Sales and marketing	3,646	—
General and administrative	4,161	2,572
Total operating expenses	14,040	6,391
Loss from operations	(13,554)	(6,006)
Interest and other income, net	129	23
Interest expense	(815)	—
Change in fair value of derivative liability	(18,886)	—
Net loss	$(33,126)	$ (5,983)
Net loss per common share:		
Basic and diluted	$ (0.44)	$ (0.15)
Weighted average common shares outstanding:		
Basic and diluted	75,170	39,430

EYEPOINT PHARMACEUTICALS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands)

	September 30, 2018	June 30, 2018
Assets		
Current assets:		
Cash and cash equivalents	$ 55,764	$ 38,776
Other current assets	1,878	1,133
Total current assets	57,642	39,909
Intangible assets, net	30,744	31,358
Other assets	469	403
Total assets	$ 88,855	$ 71,670
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 7,418	$ 6,663
Accrued development milestone	15,000	15,000
Total current liabilities	22,418	21,663
Long-term debt	17,463	17,309
Derivative liability	—	19,780
Other long-term liabilities	1,269	1,231
Total liabilities	41,150	59,983
Stockholders' equity:		
Capital	443,766	374,840
Accumulated deficit	(396,899)	(363,991)
Accumulated other comprehensive income	838	838
Total stockholders' equity	47,705	11,687
Total liabilities and stockholders' equity	$ 88,855	$ 71,670