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of Contents` UNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549_____FORM 10-Q_____(Mark One)â˜’QUARTERLY REPORT PURSUANT TO SECTIONÂ 13 OR 15(d)Â OF THE SECURITIES EXCHANGE ACT OF 1934For the quarterly period ended JuneÂ 30, 2024orâ˜TRANSITION REPORT PURSUANT TO SECTIONÂ 13 OR 15(d)Â OF THE SECURITIES EXCHANGE ACT OF 1934Commission File Number: 001-36751_____OCUGEN, INC.(Exact name of registrant as specified in its charter)_____Delaware04-3522315(State or other jurisdiction ofincorporation or organization)(I.R.S. EmployerIdentification No.)11 Great Valley ParkwayMalvern, Pennsylvania 19355(Address of principal executive offices, including zip code)(484) 328-4701(Registrant's telephone number, including area code)_____Securities registered pursuant to SectionÂ 12(b)Â of the Act:Title of each classTradingSymbol(s)Name of each exchangeon which registeredCommon Stock, par value $0.01 per shareOCGNThe Nasdaq Stock Market LLC(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.Â Â Â Â YesÂ Â â˜’Â Â Â NoÂ Â Â â˜Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to RuleÂ 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).Â Â Â Â YesÂ Â Â â˜’Â Â Â Â NoÂ Â Â â˜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 filerâ˜AcceleratedÂ filerâ˜Non-accelerated filerâ˜’SmallerÂ reportingÂ companyâ˜’EmergingÂ growthÂ companyâ˜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 SectionÂ 13(a) of the Exchange Act.Â Â â˜Indicate by check mark whether the registrant is a shell company (as defined in RuleÂ 12b-2 of the Exchange Act).Â Â Â Â YesÂ â˜Â Â Â Â NoÂ Â â˜’As of AugustÂ 2, 2024 there were 287,857,769 outstanding shares of the registrant's common stock, $0.01 par value per share.Table of ContentsOCUGEN, INC.QUARTERLY REPORT ON FORM 10-QFOR THE QUARTERLY PERIOD ENDED JUNE 30, 2024PagePARTÂ Iâ€”FINANCIAL INFORMATIONItemÂ 1.Financial Statements (Unaudited)Condensed Consolidated Balance Sheets as of June 30, 2024 and December 31, 20234Condensed Consolidated Statements of Operations and Comprehensive Loss for the three and six months ended June 30, 2024 and 20235Condensed Consolidated Statements of Stockholders' Equity for the three and six months ended June 30, 2024 and 20236Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2024 and 20238Notes to Condensed Consolidated Financial Statements9ItemÂ 2.Management's Discussion and Analysis of Financial Condition and Results of Operations23ItemÂ 3.Quantitative and Qualitative Disclosures About Market Risk31ItemÂ 4.Controls and Procedures31PARTÂ IIâ€”OTHER INFORMATION32ItemÂ 1.Legal Proceedings32ItemÂ 1A.Risk Factors32ItemÂ 2.Unregistered Sales of Equity Securities and Use of Proceeds32ItemÂ 3.Defaults Upon Senior Securities32ItemÂ 4.Mine Safety Disclosures32ItemÂ 5.Other Information32ItemÂ 6.Exhibits33Signatures34Unless the context otherwise requires, references to the "Company," "we," "our," or "us" in this report refer to Ocugen, Inc. and its subsidiaries, and references to "OpCo" refer to Ocugen OpCo, Inc., the Company's wholly owned subsidiary.1Table of ContentsDISCLOSURE REGARDING FORWARD-LOOKING STATEMENTSThis Quarterly Report on FormÂ 10-Q contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts contained in this Quarterly Report on Form 10-Q regarding our strategy, future operations, future financial position, future revenues, projected costs, prospects, plans, and objectives of management are forward-looking statements. These statements involve known and unknown risks, uncertainties, and other important 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. The words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "will," "would," or the negative of such terms and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Such statements are based on assumptions and expectations that may not be realized and are inherently subject to risks, uncertainties, and other factors, many of which cannot be predicted with accuracy and some of which might not even be anticipated.The forward-looking statements in this Quarterly Report on Form 10-Q and those contained in (i) our Annual Report on Form 10-K filed with the United States Securities and Exchange Commission ("SEC") on April 16, 2024 (the "2023 Annual Report") and (ii) our Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 filed with the SEC on May 14, 2024 (the "First Quarter 10-Q") include, among other things, statements about:â€¢our estimates regarding expenses, future revenues, and capital requirements, as well as the timing, availability of, and the need for, additional financing to continue to advance our product candidates;â€¢our activities with respect to OCU400, OCU410 and OCU410ST including the results from our ongoing Phase 1/2 trials, our ability to continue dosing patients for our Phase 3 trial for OCU400 for the treatment of retinitis pigmentosa ("RP"), our ability to reach alignment with the United States Food and Drug Administration ("FDA") on the Phase 3 study design for OCU400 for the treatment of Leber congenital amaurosis ("LCA"), and our ability to subsequently initiate and complete a Phase 3 trial;â€¢our ability to obtain additional funding from government agencies in the United States and/or other countries to continue the development of our inhaled mucosal vaccine platform;â€¢the uncertainties associated with the clinical development and regulatory approval of our product candidates including potential delays in the initiation, enrollment, and completion of current and future clinical trials, including our ability to resolve the FDA's clinical hold on our IND application for OCU200;â€¢our ability to realize any value from our product candidates and preclinical programs being developed and anticipated to be developed, in light of inherent risks and difficulties involved in successfully commercializing products and the risk that our products, if approved, may not achieve broad market acceptance;â€¢our ability to comply with regulatory schemes and other regulatory developments applicable to our business in the United States and other countries;â€¢the performance of third-parties upon which we depend, including contract development and manufacturing organizations, suppliers, manufacturers, group purchasing organizations, distributors, and logistics providers;â€¢the pricing and reimbursement of our product candidates, if commercialized;â€¢the size and growth potential of the markets for our product candidates, and our ability to serve those markets;â€¢developments relating to our competitors and our industry;â€¢our ability to obtain and maintain patent protection, or obtain licenses to intellectual property and defend our intellectual property rights against third-parties;â€¢our ability to maintain our relationships and contracts with our key collaborators and commercial partners and our ability to establish additional collaborations and partnerships;â€¢our ability to recruit and retain key scientific, technical, commercial, and management personnel and to retain our executive officers;â€¢matters relating to or arising from the restatement of our previously issued financial statements included in our 2022 Annual Report on Form 10-K as well as unaudited interim financial statements included in our Quarterly Reports on Forms 10-Q for each of the quarterly and year to date periods ended September 30, 2022, June 30, 2022, March 31, 2022, September 30, 2023, June 30, 2023, and March 31, 2023;2Table of Contentsâ€¢our ability to comply with stringent United States and applicable foreign government regulations with respect to the manufacturing of

pharmaceutical products, including compliance with current Good Manufacturing Practice regulations, and other relevant regulatory authorities;â€¢the extent to which health epidemics and other outbreaks of communicable diseases, geopolitical turmoil, macroeconomic conditions, social unrest, political instability, terrorism, or acts of war could disrupt our business and operations, including impacts on our development programs, global supply chain, and collaborators and manufacturers; andâ€¢other matters discussed under the heading "Risk Factors" contained in the 2023 Annual Report, the First Quarter 10-Q, and in any other documents we have filed with the SEC.We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions, and expectations disclosed in the forward-looking statements we make. We have included important factors in the cautionary statements included in our 2023 Annual Report and in our First Quarter 10-Q, particularly under the section titled "Risk Factors," that we believe could cause actual results or events to differ materially from the forward-looking statements that we make. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, collaborations, investments, or other significant transactions we may make.You should read this Quarterly Report on Form 10-Q and the documents we have filed as exhibits to this Quarterly Report on Form 10-Q completely and with the understanding that our actual future results may be materially different from what we expect. Except as required by law, we do not assume any obligation to update any forward-looking statements.In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements. We qualify all of our forward-looking statements by these cautionary statements. In addition, with respect to all of our forward-looking statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.Solely for convenience, tradenames and trademarks referred to in this Quarterly Report on Form 10-Q appear without the Â® or â„¢ symbols, but those references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or that the applicable owners will not assert their rights, to these tradenames or trademarks, as applicable. All tradenames, trademarks, and service marks included or incorporated by reference in this Quarterly Report on Form 10-Q are the property of their respective owners. The name NeoCart has not been evaluated or cleared by the FDA.3Table of ContentsPART I â€” FINANCIAL INFORMATIONItem 1.Â Â Â Â Financial StatementsOCUGEN, INC.CONDENSED CONSOLIDATED BALANCE SHEETS(in thousands, except share and per share amounts)(Unaudited)June 30, 2024December 31, 2023AssetsCurrent assetsCash and cash equivalents$15,697Â $39,462Â Prepaid expenses and other current assets2,920Â 3,509Â Total current assets18,617Â 42,971Â Property and equipment, net17,474Â 17,290Â Restricted cash302Â â€”Â Other assets4,149Â 4,286Â Total assets$40,542Â 64,547Â Liabilities and stockholders' equityCurrent liabilitiesAccounts payable$3,391Â $3,172Â Accrued expenses and other current liabilities12,814Â 13,343Â Operating lease obligations461Â 574Â Current portion of long term debt1,306Â â€”Â Total current liabilities17,972Â 17,089Â Non-current liabilitiesOperating lease obligations, less current portion3,546Â 3,567Â Long term debt, net1,552Â 2,800Â Other non-current liabilities545Â 527Â Total non-current liabilities5,643Â 6,894Â Total liabilities23,615Â 23,983Â Commitments and contingencies (Note 13)Stockholders' equityConvertible preferred stock; $0.01 par value; 10,000,000 shares authorized at JuneÂ 30, 2024 and DecemberÂ 31, 2023Series B; zero shares issued and outstanding at JuneÂ 30, 2024 and 54,745 shares issued and outstanding at DecemberÂ 31, 2023â€”Â 1Â Common stock; $0.01 par value; 295,000,000 shares authorized, 257,542,624 and 256,688,304 shares issued, and 257,421,124 and 256,566,804 shares outstanding at JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively2,576Â 2,567Â Treasury stock, at cost, 121,500 shares at JuneÂ 30, 2024 and DecemberÂ 31, 2023(48)(48)Additional paid-in capital327,742Â 324,191Â Accumulated other comprehensive income28Â 20Â Accumulated deficit(313,371)(286,167)Total stockholders' equity16,927Â 40,564Â Total liabilities and stockholders' equity$40,542Â $64,547Â See accompanying notes to condensed consolidated financial statements.4Table of ContentsOCUGEN,Â INC.CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS(in thousands, except share and per share amounts)(Unaudited)Three months ended June 30,Six months ended June 30,20242023202420232023Collaborative arrangement revenue$1,141Â $485Â $2,155Â $928Â Total revenue1,141Â 485Â 2,155Â 928Â Operating expensesResearch and development8,902Â 14,574Â 15,728Â 24,746Â General and administrative7,688Â 9,451Â 14,092Â 17,757Â Total operating expenses16,590Â 24,025Â 29,820Â 42,503Â Loss from operations(15,449)(23,540)(27,665)(41,575)Other income (expense), net169Â 475Â 461Â 1,184Â Net loss$(15,280)$(23,065)$(27,204)$(40,391)Other comprehensive income (loss)Foreign currency translation adjustment3Â (2)8Â (3)Unrealized gain (loss) on marketable securities$â€”Â (1)â€”Â $(1)Comprehensive loss$(15,277)$(23,068)$(27,196)$(40,395)Net loss â€” basic and diluted(15,280)(23,065)(27,204)(40,391)Redeemed Series B convertible preferred stock4,988Â â€”Â 4,988Â â€”Â Net loss available to common shareholdersâ€” basic and diluted(10,292)(23,065)(22,216)(40,391)Shares used in calculating net loss per common share â€” basic and diluted257,353,857Â 238,311,498Â 257,293,247Â 231,952,888Â Net loss per share available to common shareholders â€” basic and diluted(0.04)(0.10)(0.09)(0.17)See accompanying notes to condensed consolidated financial statements.5Table of ContentsOCUGEN,Â INC.CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY(in thousands, except share amounts)(Unaudited)Series B Convertible Preferred StockCommonÂ StockTreasury StockAdditionalPaid-in CapitalAccumulated Other Comprehensive IncomeAccumulatedDeficitTotalSharesAmountSharesAmountBalance at December 31, 202354,745$1Â 256,688,304$2,567Â (48)324,191Â $20Â $(286,167)$40,564Â Stock-based compensation expenseâ€”Â â€”Â â€”Â â€”Â â€”Â 1,761Â â€”Â â€”Â 1,761Â Issuance of common stock for stock option exercises and restricted stock unit vesting, netâ€”Â â€”Â 758,460Â 8Â â€”Â (153)â€”Â â€”Â (145)Other comprehensive income (loss)â€”Â â€”Â â€”Â â€”Â â€”Â 5Â â€”Â 5Â Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (11,924)(11,924)Balance at March 31, 202454,745Â $1Â 257,446,764Â $2,575Â (48)325,799Â $25Â $(298,091)$30,261Â Stock-based compensation expenseâ€”Â â€”Â â€”Â â€”Â â€”Â 1,898Â â€”Â â€”Â 1,898Â Issuance of common stock for stock option exercises and restricted stock unit vesting, netâ€”Â â€”Â 95,860Â 1Â â€”Â 44Â â€”Â â€”Â 45Â Series B Convertible Preferred Stock redemption (54,745)(1)â€”Â â€”Â â€”Â 1Â â€”Â â€”Â â€”Â Other comprehensive income (loss)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 3Â â€”Â 3Â Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (15,280)(15,280)Balance at June 30, 2024â€”Â $â€”Â 257,542,624Â $2,576Â (48)327,742Â $28Â $(313,371)$16,927Â OCUGEN,Â INC.6Table of ContentsCONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (CONTINUED)(in thousands, except share amounts)(Unaudited)Series B Convertible Preferred StockCommonÂ StockTreasury StockAdditionalPaid-in CapitalAccumulated Other Comprehensive IncomeAccumulatedDeficitTotalSharesAmountSharesAmountBalance at December 31, 202254,745Â $1Â 221,721,182$2,217Â (48)294,874Â $26Â $(223,089)$73,981Â Stock-based compensation expenseâ€”Â â€”Â â€”Â â€”Â â€”Â 2,689Â â€”Â â€”Â 2,689Â Issuance of common stock for stock option exercises and restricted stock unit vesting, netâ€”Â â€”Â 348,555Â 3Â â€”Â (4)â€”Â â€”Â (1)Issuance of common stock for capital raises, netâ€”Â â€”Â 4,478,956Â 45Â â€”Â 5,514Â â€”Â â€”Â 5,559Â Other comprehensive income (loss)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (1)â€”Â (1)Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (17,326)(17,326)Balance at March 31, 202354,745Â $1Â 226,548,693Â $2,265Â (48)303,073Â $25Â $(240,415)$64,901Â Stock-based compensation expenseâ€”Â â€”Â â€”Â â€”Â 2,632Â â€”Â â€”Â 2,632Â Issuance of common stock for stock option exercises and restricted stock unit vesting, netâ€”Â â€”Â 59,859Â 1Â â€”Â 9Â â€”Â â€”Â 10Â Issuance of common stock for capital raises, netâ€”Â â€”Â 30,000,000Â 300Â â€”Â 14,467Â â€”Â â€”Â 14,767Â Other comprehensive income (loss)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (3)â€”Â (3)Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (23,065)(23,065)Balance at June 30, 202354,745Â $1Â 256,608,552Â $2,566Â (48)320,181Â $22Â $(263,480)$59,242Â See accompanying notes to condensed consolidated financial statements.7Table of ContentsOCUGEN,Â INC.CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(in thousands)(Unaudited)Six months ended June 30,20242023Cash flows from operating activitiesNet loss$(27,204)$(40,391)Adjustments to reconcile net loss to net cash used in operating activities:Depreciation and amortization expense757Â 348Â Amortization (accretion) on marketable securitiesâ€”Â (182)Non-cash interest expense57Â 54Â Non-cash lease expense229Â 265Â Non-cash (income) expense from collaborative arrangements, net1,745Â 1,392Â Stock-based compensation expense3,659Â 5,321Â Impairment of advance for COVAXIN supplyâ€”Â 4,074Â Loss on disposal of fixed assets related to COVAXINâ€”Â 363Â Other19Â 439Â Changes in assets and liabilities:Prepaid expenses and other current assets567Â 572Â Accounts payable and accrued expenses(113)(9,049)Lease obligations(222)(252)Net cash used in operating activities(20,506)(37,046)Cash flows from investing activitiesPurchases of marketable securitiesâ€”Â (3,947)Proceeds from the maturities of marketable securitiesâ€”Â 17,500Â Purchases of property and equipment(2,865)(4,389)Net cash (used in) provided by investing activities(2,865)9,164Â Cash flows from financing activitiesProceeds (payments) from issuance of common stock, net(100)20,690Â Payment of equity issuance costsâ€”Â (222)Proceeds from issuance of debtâ€”Â 500Â Payment of debt issuance costsâ€”Â (68)Net cash (used in) provided by financing activities(100)20,900Â Effect of changes in exchange rate on cash, cash equivalents, and restricted cash8Â (3)Net (decrease) in cash, cash equivalents, and restricted cash(23,463)(6,985)Cash, cash equivalents, and restricted cash at beginning of period39,462Â 77,563Â Cash, cash equivalents, and restricted cash at end of period$15,999Â $70,578Â Supplemental disclosure of non-cash investing and financing transactions:Equity issuance costs$â€”Â $133Â Purchases of property and equipment$246Â $2,637Â Series B Convertible Preferred Stock redemption$1Â $â€”Â Right-of-use asset related to operating leases$103Â $â€”Â See accompanying notes to condensed consolidated financial statements.8Table of ContentsOCUGEN, INC.NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(Unaudited)1.Â Â Â Â Nature of BusinessOcugen, Inc., together with its wholly owned subsidiaries ("Ocugen" or the "Company"), is a biotechnology company focused on discovering, developing, and commercializing novel gene and cell therapies and vaccines that improve health and offer hope for patients across the globe. The Company is headquartered in Malvern, Pennsylvania, and manages its business as one operating segment.Our technology pipeline includes:â€¢Modifier Gene Therapy Platform â€” Based on the use of nuclear hormone receptors ("NHRs"), the Company believes its modifier gene therapy platform has the potential to address many retinal diseases, including rare genetic diseases such as retinitis pigmentosa ("RP") (OCU400) and Leber congenital amaurosis ("LCA") (OCU400), with a gene-agnostic approach. The Company also believes its modifier gene therapy platform has the potential to address multifactorial retinal diseases including dry age-related macular degeneration ("dAMD") using OCU410, which affects millions of patients in the United States alone, and Stargardt disease (OCU410ST), which is also a rare genetic disease. The Company received clearance from FDA to initiate a Phase 3 trial for OCU400 for the treatment of RP and dosed its first patient in June 2024. After completion of Phase 1/2 for OCU400 for the treatment of LCA, the Company will discuss alignment for Phase 3 strategy with the FDA. Currently both OCU410, for the treatment of geographic atrophy ("GA"), an advanced form of dAMD, and OCU410ST, for the treatment of Stargardt disease, are in Phase 1/2 clinical development, with OCU410 initiating Phase 2 dosing. In OCU410 GA study, low, medium, and high dose cohorts were completed to date. In OCU410ST Stargardt study, low and medium dose cohorts were completed to date, and the Company is proceeding to dose with the high dose in the dose-escalation phase of the trial.â€¢Novel Biologic Therapy for Retinal Diseases â€” OCU200 is a novel fusion protein consisting of two human proteins, tumstatin and transferrin. OCU200 possesses unique features which potentially enable it to treat vascular complications of diabetic macular edema ("DME"), diabetic retinopathy ("DR"), and wet AMD. Tumstatin is the active component of OCU200 and binds to integrin receptors, which play a crucial role in disease pathogenesis. Transferrin is expected to facilitate the targeted delivery of tumstatin into the retina and choroid and potentially help increase the interaction between tumstatin and integrin receptors. The Company continues to work with the FDA to address comments to lift the clinical hold on its IND application for OCU200.â€¢Regenerative Cell Therapy Platform â€” The Company's Phase 3-ready regenerative cell therapy platform technology, which includes NeoCart (autologous chondrocyte-derived neocartilage), is being developed for the repair of knee cartilage injuries in adults. The Company received concurrence from the FDA on the confirmatory Phase 3 trial design and has completed renovating an existing facility into a current Good Manufacturing Practice ("GMP") facility to support clinical study and initial commercial launch. This facility is needed to generate patient-specific NeoCart implant from chondrocytes derived from knee biopsy. â€¢Inhaled Mucosal Vaccine Platform â€” The Company's next-generation, inhaled mucosal vaccine platform includes OCU500, a COVID-19 vaccine; OCU510, a seasonal quadrivalent flu vaccine; and OCU520, a combination quadrivalent seasonal flu and COVID-19 vaccine. The Company has completed IND-enabling studies and GMP manufacturing of clinical trial material for OCU500. The Company is currently collaborating with the National Institute of Allergy and Infectious Diseases ("NIAID") for early clinical studies for OCU500. NIAID plans to submit an IND to initiate a Phase 1 clinical trial in 2024. The Company is continuing discussions with relevant government agencies as well as strategic partners regarding developmental funding for its OCU510 and OCU520 platforms.Going ConcernThe Company has incurred recurring net losses since inception and has funded its operations to date through the sale of common stock, warrants to purchase common stock, the issuance of convertible notes and debt, and grant proceeds. The Company incurred net losses of approximately $27.2 million and $40.4 million for the six months ended June 30, 2024 and 2023, respectively. As of JuneÂ 30, 2024, the Company had an accumulated deficit of $313.4 million and cash, cash equivalents, and restricted cash totaling $16.0 million. This amount plus the amounts raised subsequent to JuneÂ 30, 2024, as discussed in Note 14, will not meet the Company's capital requirements over the next 12 months after the date that the condensed consolidated financial statements are issued. The Company believes that its cash and cash equivalents as of JuneÂ 30, 2024, as well as the amount raised subsequent to JuneÂ 30, 2024, are expected to enable it to fund its operations into the third quarter of 2025. Due to the inherent uncertainty involved in making estimates and the risks associated with the research, development, and 9Table of Contentscommercialization of biotechnology products, the Company may have based this estimate on assumptions that may prove to be wrong, and the Company's operating plan may change as a result of many factors currently unknown to the Company.The Company is subject to risks, expenses, and uncertainties frequently encountered by companies in its industry. The Company intends to continue its research, development, and commercialization efforts for its product candidates, which will require significant additional funding. If the Company is unable to obtain additional funding in the future and/or its research, development, and commercialization efforts require higher than anticipated capital, there may be a negative impact on the financial viability of the Company. The Company is currently exploring options to fund its operations through public and private placements of equity and/or debt, payments from potential strategic research and development arrangements, sales of assets, licensing and/or collaboration arrangements with pharmaceutical companies or other institutions, funding from the government, particularly for the development of the Company's novel inhaled mucosal vaccine platform, or funding from other third parties. Such financing and funding may not be available at all, or on terms that are favorable to the Company. While Company management believes that it has a plan to fund operations, its plan may not be successfully implemented. Failure to generate sufficient cash flows from operations, raise additional capital, or appropriately manage certain discretionary spending, could have a material adverse effect on the Company's ability to achieve its intended business objectives.As a result of these factors, together with the anticipated continued spending that will be necessary to continue to research, develop, and commercialize the Company's product candidates, there is substantial doubt about the Company's ability to continue as a going concern within one year after the date that these condensed consolidated financial statements are issued. The condensed consolidated financial statements do not contain any adjustments that might result from the resolution of any of the above uncertainties.2.Â Â Â Â Summary of Significant Accounting PoliciesBasis of Presentation and ConsolidationThe accompanying unaudited condensed consolidated financial statements included herein have been prepared in conformity with generally accepted accounting principles in the United States ("GAAP") and under the rulesÂ and regulations of the United States Securities and Exchange Commission ("SEC") for interim reporting. The accompanying unaudited condensed consolidated financial statements include all adjustments, consisting of normal recurring adjustments, that are necessary to present fairly the Company's financial position, results of operations, and cash flows. The condensed consolidated results of operations are not necessarily indicative of the results that may occur for the full fiscal year. Certain information and footnote disclosures of the Company normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted under the SEC's rules and regulations. These condensed consolidated financial statements should be read in conjunction with the audited financial statements and accompanying notes thereto for the year ended DecemberÂ 31, 2023, included in the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024 (the "2023 Annual Report"). The condensed consolidated financial statements include the accounts of Ocugen and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. Use of EstimatesIn preparing the condensed

consolidated financial statements in conformity with GAAP, management is required to make 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, as well as the reported amounts of expenses during the reporting period. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be affected by changes in these estimates. On an ongoing basis, the Company evaluates its estimates and assumptions. These estimates and assumptions include those used in the accounting for research and development contracts, including clinical trial accruals, determination of the collaborative arrangements' transaction price, calculating the progress towards the satisfaction of the performance obligations under the collaborative arrangements, and determining the value of the non-cash consideration received under collaborative arrangements.10Table of ContentsCash, Cash Equivalents, and Restricted CashThe Company considers all highly liquid investments that have maturities of three months or less when acquired to be cash equivalents. Cash equivalents may include bank demand deposits and money market funds that invest primarily in certificates of deposit, commercial paper, and U.S. government agency securities and treasuries. The Company records interest income received on its cash and cash equivalents to other income (expense), net in the consolidated statements of operations and comprehensive loss. The Company recorded $0.2 million and $0.5 million as interest income for the three and six months ended JuneÂ 30, 2024, respectively. The Company recorded $0.5 million and $1.2 million as interest income for the three and six months ended JuneÂ 30, 2023, respectively. The Company's restricted cash balance as of JuneÂ 30, 2024 consisted of cash held to collateralize a corporate credit card account and a line of credit related to an operating lease in the event of a payment default.The following table provides a reconciliation of cash, cash equivalents, and restricted cash from the condensed consolidated balance sheets to the total amount shown in the condensed consolidated statements of cash flows (in thousands):As of June 30,20242023Cash and cash equivalents$15,697Â $70,578Â Restricted cash302Â â€”Â Total cash, cash equivalents, and restricted cash$15,999Â $70,578Â Fair Value MeasurementsThe Company follows the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820, Fair Value Measurements ("ASC 820"), which defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value:Level 1 â€” quoted prices in active markets for identical assets or liabilitiesLevel 2 â€” quoted prices for similar assets and liabilities in active markets or inputs that are observableLevel 3 â€” inputs that are unobservable (for example, cash flow modeling inputs based on assumptions)The carrying value of certain financial instruments, including cash and cash equivalents, accounts payable, and accrued expenses, approximates their fair value due to the short-term nature of these instruments.Concentration of Credit RiskFinancial instruments that potentially subject the Company to significant concentrations of credit risk consist of cash, cash equivalents, and restricted cash. The Company's cash, cash equivalents, and restricted cash are held in accounts at financial institutions that may exceed federally insured limits. The Company has not experienced any credit losses in such accounts and does not believe it is exposed to significant credit risk beyond the standard credit risk associated with commercial banking relationships.LeasesThe Company determines if an arrangement is a lease at inception. This determination generally depends on whether the arrangement conveys to the Company the right to control the use of an explicitly or implicitly identified fixed asset for a period of time in exchange for consideration. Control of an underlying asset is conveyed to the Company, if the Company obtains the rights to direct the use of and to obtain substantially all of the economic benefits from using the underlying asset. The Company's lease agreements include lease and non-lease components, which the Company has elected not to account for separately for all classes of underlying assets. Lease expense for variable lease components is recognized when the obligation is probable.11Table of ContentsThe Company currently leases real estate classified as operating leases. Operating leases are included in other assets and operating lease obligations in the Company's consolidated balance sheets. At lease commencement, the Company records a lease liability based on the present value of the lease payments over the expected lease term including any options to extend the lease that the Company is reasonably certain to exercise and records a corresponding right-of-use lease asset based on the lease liability, adjusted for any lease incentives received and any initial direct costs paid to the lessor prior to the lease commencement date. Lease expense is recognized on a straight-line basis over the lease term and recognized as research and development expense or general and administrative expense based on the underlying nature of the expense. FASB ASC Topic 842, Leases ("ASC 842") requires a lessee to discount its unpaid lease payments using the interest rate implicit in the lease or, if that rate cannot be readily determined, its incremental borrowing rate. The implicit interest rates were not readily determinable in the Company's current operating leases. As such, the incremental borrowing rates were used based on the information available at the commencement dates in determining the present value of lease payments.The lease term for the Company's leases includes the non-cancellable period of the lease plus any additional periods covered by either an option to extend (or not to terminate) the lease that the Company is reasonably certain to exercise, or an option to extend (or not to terminate) the lease controlled by the lessor.Lease payments included in the measurement of the lease liability are comprised of fixed payments, variable payments that depend on an index or rate, and amounts probable to be payable under the exercise of an option to purchase the underlying asset if reasonably certain.Variable payments not dependent on an index or rate associated with the Company's leases are recognized when the event, activity, or circumstance is probable. Variable payments include the Company's proportionate share of certain utilities and other operating expenses and are presented as operating expenses in the Company's consolidated statements of operations and comprehensive loss in the same line item as expense arising from fixed lease payments.Impairment of AssetsThe Company reviews its assets, including property and equipment, for impairment whenever changes in circumstances or events may indicate that the carrying amounts are not recoverable. These indicators include, but are not limited to, a significant change in the extent or manner in which an asset is used or its physical condition, a significant decrease in the market price of an asset, or a significant adverse change in the business or the industry that could affect the value of an asset. An asset is tested for impairment by comparing the net carrying value of the asset to the undiscounted net cash flows to be generated from the use and eventual disposition of the asset.Stock-Based CompensationThe Company accounts for its stock-based compensation awards in accordance with FASB ASC Topic 718, Compensationâ€”Stock Compensation ("ASC 718"). The Company has issued stock-based compensation awards including stock options, restricted stock units ("RSUs"), and market-condition based restricted stock units ("PSUs), and also accounts for certain issuances of preferred stock and warrants in accordance with ASC 718. ASC 718 requires all stock-based payments, including grants of stock options, RSUs, and PSUs, to be recognized in the consolidated statements of operations and comprehensive loss based on their grant date fair values. The Company uses the Black-Scholes option-pricing model to determine the fair value of stock options granted. For RSUs, the fair value of the RSU is determined by the market price of a share of the Company's common stock on the grant date. For PSUs, the Company determines fair value by using a Monte Carlo simulation technique. The Company recognizes forfeitures as they occur.Expense related to stock-based compensation awards granted with service-based vesting conditions is recognized on a straight-line basis based on the grant date fair value over the associated service period of the award, which is generally the vesting term. Stock-based compensation awards generally vest over a one to three year requisite service period. Stock options have a contractual term of 10 years. Expense for stock-based compensation awards with performance-based vesting conditions is only recognized when the performance-based vesting condition is deemed probable to occur. Expense for stock-based compensation awards with market-based and service-based vesting conditions is recognized ratably over the grantee's requisite service period. Compensation cost is not adjusted based on the actual achievement of the market-based performance goals. Expense related to stock-based compensation awards are recorded to research and development expense or general and administrative expense based on the underlying function of the individual that was granted the stock-based compensation award. Shares issued upon stock option exercise, PSU and RSU vesting are newly-issued common shares.Estimating the fair value of stock options requires the input of subjective assumptions, including the expected term of the stock option, stock price volatility, the risk-free interest rate, and expected dividends. Estimating the fair value of PSUs requires the 12Table of Contentsinput of subjective assumptions, including stock price volatility, total shareholder return ("TSR") ranking, the risk-free rate, and expected dividends. The assumptions used in the Company's Black-Scholes option-pricing model and Monte Carlo simulation technique represent management's best estimates and involve a number of variables, uncertainties, assumptions, and the application of management's judgment, as they are inherently subjective. If any assumptions change, the Company's stock-based compensation expense could be materially different in the future.The assumptions used in Ocugen's Black-Scholes option-pricing model for stock options and in Ocugen's Monte Carlo simulation technique for PSUs are as follows, unless noted otherwise:Expected Term. As Ocugen does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term, the expected term of employee stock options subject to service-based vesting conditions is determined using the "simplified" method, as prescribed in SEC's Staff Accounting Bulletin No. 107, whereby the expected term equals the arithmetic average of the vesting term and the original contractual term of the stock option. This expected term assumption is not an assumption used in the Company's Monte Carlo simulation technique for PSUs. The expected term of the PSUs is equal to the performance period of the PSUs. Expected Volatility. The expected volatility is based on historical volatilities of Ocugen and similar entities within Ocugen's industry for periods commensurate with the assumed expected term.Risk-Free Interest Rate. The risk-free interest rate is based on the interest rate payable on U.S. Treasury securities in effect at the time of grant for a period that is commensurate with the assumed expected term.Expected Dividends. The expected dividend yield is 0% because Ocugen has not historically paid, and does not expect for the foreseeable future to pay, a dividend on its common stock.TSR ranking. The Company's TSR, over a three-year period, is relative to the TSR, for that same period, as related to other companies within the Nasdaq Biotechnology index. This assumption is only used for the market-based PSUs.Collaborative Arrangements and Revenue RecognitionThe Company analyzes its collaborative arrangements to assess whether they are within the scope of ASC 808, Collaborative Arrangements (â€œASC 808â€) to determine whether such arrangements involve joint operating activities performed by parties that are both active participants in the activities and exposed to significant risks and rewards. This assessment is performed throughout the life of the arrangements based on changes to the arrangements. For collaborative arrangements within the scope of ASC 808 the Company may analogize to ASC 606 for certain elements.The Company identifies the goods or services promised within each collaborative arrangement and assesses whether each promised good or service is distinct for the purpose of identifying the performance obligations in the contract. This assessment involves subjective determinations and requires management to make judgments about the individual promised goods or services and whether such are separable from the other aspects of the contractual relationship. Promised goods and services are considered distinct provided that: (i) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer and (ii) the entityâ€™s promise to transfer the good or service to the customer is separately identifiable from other promises in the contract. The allocation of the transaction price to the performance obligations in proportion to their standalone selling prices is determined at contract inception. If the consideration promised in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the promised goods or services to a customer. The Company determines the amount of variable consideration by using the expected value method or the most likely amount method. The Company includes the unconstrained amount of estimated variable consideration in the transaction price. The amount included in the transaction price is the amount for which it is probable that a significant reversal of cumulative revenue recognized will not occur. At the end of each subsequent reporting period, the Company re-evaluates the estimated variable consideration included in the transaction price and any related constraint, and if necessary, adjusts its estimate of the overall transaction price. Any such adjustments are recorded on a cumulative catch-up basis in the period of adjustment.In determining the transaction price, the Company adjusts consideration for the effects of the time value of money if the timing of payments provides the Company with a significant benefit of financing. The Company does not assess whether a contract has a significant financing component if the expectation at contract inception is such that the period between payment by the counterparty and the transfer of the promised goods or services to the counterparty will be one year or less. The Company assessed its collaboration arrangements in order to determine whether a significant financing component exists and concluded that a significant financing component does not exist in any of its arrangements.13Table of ContentsThe Company recognizes as collaboration revenue the amount of the transaction price that is allocated to the respective performance obligation as each performance obligation is satisfied over time, with progress toward completion measured based on actual costs incurred relative to total estimated costs to be incurred over the life of the arrangement. Significant management judgment is required in determining the level of effort required under an arrangement and the period over which the Company is expected to complete their performance obligations under the arrangements. The Company evaluates the measure of progress each reporting period and, if necessary, adjusts the measure of performance and related revenue recognition. Adjustments to original estimates will be required as work progresses and additional information becomes known, even though the scope of the work required under the contract may not change. Any adjustment as a result of a change in estimates is made when facts develop, events become known, or an adjustment is otherwise warranted.Under the Companyâ€™s collaborative arrangements, the timing of revenue recognition and receipt of consideration may differ, and result in assets and liabilities. Assets represent revenues recognized in excess of the consideration received under collaborative arrangement. Liabilities represent the consideration received in excess of revenues recognized under collaborative arrangement. Recently Adopted Accounting StandardsIn August 2020, the FASB issued ASU No. 2020-06, Debt â€” Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging â€” Contracts in Entity's Own Equity (Subtopic 815-40). This standard will have an effective and transition date of January 1, 2024. This standard simplifies an issuer's accounting for convertible instruments by eliminating two of the three models that require separate accounting for embedded conversion features as well as simplifies the settlement assessment that entities are required to perform to determine whether a contract qualifies for equity classification. This standard also requires entities to use the if-converted method for all convertible instruments in the diluted earnings per share calculation and includes the effect of potential share settlement (if the effect is more dilutive) for instruments that may be settled in cash or shares, except for certain liability-classified share-based payment awards. The standard requires new disclosures about events that occur during the reporting period that cause conversion contingencies to be met and about the fair value of a public business entity's convertible debt at the instrument level, among other things. The adoption of ASU 2020-06 on January 1, 2024 did not have a material impact on the Company's condensed consolidated financial statements and related disclosures.Recent Accounting PronouncementsIn March 2024, the FASB issued Accounting Standards Update, or ASU, 2024-01 â€œCompensation â€” Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards,â€ or ASU 2024-01. ASU 2024-01 improves clarity and operability without changing the guidance. ASU 2024-01 is effective on a prospective basis, with the option for retrospective application, for annual periods beginning after December 15, 2024 and early adoption is permitted. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements disclosures.In December 2023, the FASB issued ASU 2023-09 â€œIncome Taxes (Topic 740): Improvements to Income Tax Disclosuresâ€. This guidance is intended to enhance the transparency and decision-usefulness of income tax disclosures. The amendments in ASU 2023-09 address investor requests for enhanced income tax information primarily through changes to disclosure regarding rate reconciliation and income taxes paid both in the U.S. and in foreign jurisdictions. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 on a prospective basis, with the option to apply the standard retrospectively. Early adoption is permitted. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements disclosures.3. Â Â Â Â License and Development AgreementsCo-Development and Commercialization Agreement with CanSino Biologics, Inc.The Company entered into a co-development and commercialization agreement with CanSino Biologics, Inc. ("CanSinoBIO") with respect to the development and commercialization of the Company's modifier gene therapy product candidates, OCU400, OCU410, and OCU410ST. The co-development and commercialization agreement was originally entered into in September 2019 ("the Original CanSinoBIO Agreement") with regards to OCU400 and was subsequently amended in September 2021 and November 2022 ("the Amendments"), to include OCU410 and OCU410ST, respectively. The Company concluded that the Original CanSinoBIO Agreement and the Amendments are separate contracts (collectively referred to as the "CanSinoBio Agreements"). Pursuant to the CanSinoBIO Agreements, the Company and CanSinoBIO are collaborating on the development of the Company's modifier gene therapy platform. CanSinoBIO is responsible for the chemistry, manufacturing, and controls development and manufacture of clinical supplies of such products and is responsible for the costs associated with such activities. CanSinoBIO has an exclusive license to develop, manufacture, and commercialize the Company's modifier gene therapy platform in and for China, Hong Kong, Macau, and Taiwan

(the "CanSinoBIO Territory"), and the Company maintains 14Table of Contentsexclusive development, manufacturing, and commercialization rights with respect to the Company's modifier gene therapy platform outside the CanSinoBIO Territory (the "Company Territory").Should any of the product candidates be commercialized in any of the related territories, CanSinoBIO will pay to the Company an annual royalty between mid- and high-single digits based on Net Sales (as defined in the CanSinoBIO Agreements) of the products included in the Company's modifier gene therapy platform in the CanSinoBIO Territory. The Company will pay to CanSinoBIO an annual royalty between low- and mid-single digits based on Net Sales of the products included in the Company's modifier gene therapy platform in the Company Territory.Accounting analysis and revenue recognitionThe Company determined the collaboration arrangements with CanSinoBIO, are within the scope of ASC 808 and has analogized to ASC 606 to account for CanSinoBIO's access to its IP as well as data generated in connection with the co-development activities to be undertaken by Ocugen. These elements of the arrangements are not distinct and are accounted for as a single performance obligation.The non-cash consideration to be received related to the Company's satisfaction of the performance obligations includes but is not limited to services related to chemistry, manufacturing, and controls development and manufacture of clinical supplies of such products through completion of pre-clinical, clinical, regulatory, and other commercialization readiness services. The estimated market value of the co-development services to be performed by CanSinoBIO, represents variable consideration that is included in the transaction price. The Company recognizes collaborative arrangement revenue over time using an input method using ratio of costs incurred to date compared to total estimated costs require to satisfy the performance obligations under the CanSinoBIO Agreements. The Company constrained the transaction price related to certain future co-development services and future royalties, as it assessed that it is probable that the inclusion of such variable consideration could result in a significant reversal of cumulative revenue in future periods. The variable consideration is reevaluated at each reporting period and as changes in circumstances occur. The services provided by CanSinoBIO are recorded as incurred and the difference between the revenue and expense recognized is recorded on the Company's balance sheet as a contract liability within Accrued expenses and other current liabilities. The related revenue recognized was recorded in the condensed consolidated statements of operations and comprehensive loss as collaborative arrangement revenue and was approximately $2.2 million and $0.9 million for the six months ended June 30, 2024 and 2023, respectively. The related expense incurred for services provided by CanSinoBIO was recorded in the consolidated statements of operations and comprehensive loss as research and development expense and was approximately $0.4 million and $2.3 million for the six months ended June 30, 2024 and 2023, respectively. The contract liability was $8.8 million and $12.6 million as of JuneÂ 30, 2024 and 2023, respectively. Revenue recognized for the six months ended June 30, 2024, that was included in the contract liabilities balances as of January 1, 2024 was approximately $2.2 million. Revenue recognized for the six months ended June 30, 2023, that was included in the contract liabilities balances as of January 1, 2023, was approximately $0.9 million.4.Â Â Â Â Â Fair Value MeasurementsThe valuation of the Company's cash, cash equivalents, and restricted cash totaling $16.0 million, which includes $15.3 million in money markets, as of JuneÂ 30, 2024, utilized Level 1 inputs. Further, the Company believes the fair value using Level 2 inputs of the borrowings under the EB-5 Loan Agreement (as defined in Note 8) approximate their carrying value. 15Table of Contents5.Â Â Â Â Â Property and EquipmentThe following table provides a summary of the major components of property and equipment as reflected on the condensed consolidated balance sheets (in thousands):June 30, 2024December 31, 2023Furniture and fixtures$370Â $337Â Machinery and equipment2,949Â 1,557Â Leasehold improvements16,001Â 2,086Â Construction in progress120Â 14,540Â Total property and equipment19,440Â 18,520Â Less: accumulated depreciation(1,966)(1,230)Total property and equipment, net$17,474Â $17,290Â 6.Â Â Â Â Â Operating LeasesThe Company has commitments under operating leases for office, laboratory, and manufacturing space in Malvern, Pennsylvania and other locations. The Company's corporate headquarters, located in Malvern, Pennsylvania, lease has an initial term of approximately seven years and includes options to extend the lease for up to 10 years. The Company's current GMP facility, located in Malvern, Pennsylvania, lease has an initial term of seven years and includes an option to extend the lease for up to five years, which the Company has elected to account for since it is reasonably certain that the Company will exercise such option. The Company leases two other general use facilities, within the United States, which have initial terms of two to three years and contain no option to extend.The Company's future minimum base rent payments are approximately as follows (in thousands):For the years ending December 31,AmountRemainder of 2024$413Â 2025845Â 2026869Â 2027867Â 2028884Â 2029705Â Thereafter$978Â Total$5,561Â Less: present value adjustment(1,554)Present value of minimum lease payments$4,007Â 7.Â Â Â Â Â Accrued Expenses and Other Current LiabilitiesThe following table provides a summary of the major components of accrued expenses and other current liabilities as reflected on the condensed consolidated balance sheets (in thousands):June 30, 2024December 31, 2023ResearchÂ and development$671Â $212Â Clinical464Â 84Â Professional fees718Â 580Â Employee-related1,723Â 1,791Â Deferred revenue relating to collaborative arrangements8,780Â 10,525Â Other458Â 151Â Total accrued expenses and other current liabilities$12,814Â $13,343Â 16Table of Contents8.Â Â Â Â Â DebtIn September 2016, in connection with the U.S. government's foreign national investor program, commonly known as the EB-5 Program, the Company entered into a financing arrangement (the "EB-5 Loan Agreement") which provided for cumulative borrowings of up to $10.0Â million from EB5 Life Sciences, L.P. ("EB-5 Life Sciences") as the lender. Pursuant to the EB-5 Loan Agreement, borrowings were made in $0.5 million increments with a fixed interest rate of 4% per annum (the "Original Offering"). The borrowings pursuant to the Original Offering are secured by substantially all of the Company's assets, with the exception of any patents, patent applications, pending patents, patent licenses, patent sublicenses, trademarks, and other intellectual property rights held by the Company.Under the terms and conditions of the Original Offering, the Company borrowed $1.0 million during 2016, $0.5 million during 2020, $0.5 million in September 2022, and an additional $0.5 million in May 2023. Issuance costs were recognized as a reduction to the loan balance and are amortized to interest expense over the term of each borrowing. Pursuant to the Original Offering, each outstanding borrowing, including accrued interest, becomes due upon the seventh anniversary of its disbursement date, subject to certain extension provisions. Once repaid, amounts cannot be re-drawn.The March 2022 EB-5 Reform and Integrity Act of 2022 (the "RIA") enacted changes to the EB-5 Program, including but not limited to: raising the minimum investment amount for a targeted employment area (the "TEA") from its previous level of $0.5 million to its new level of $0.8Â million, as well as modifying the process for the creation of TEAs. Under the previous regime, the state in which the TEA would be located could send a letter in support of efforts to designate a TEA. Under the current regime, only U.S. Citizenship and Immigration Services can designate TEAs.In connection with the aforementioned changes to the EB-5 Program, the Original Offering was amended in May 2023 (the "Amended Offering"). Pursuant to the terms and conditions of the Amended Offering, EB-5 Life Sciences now provides for cumulative borrowings of up to $20.0Â million. Future borrowings can be made in increments of $0.8 million with a fixed interest rate of 4.0% per annum. Each future borrowing pursuant to the Amended Offering, including accrued interest, will become due upon the seventh anniversary of its disbursement date. The Company has not made any borrowings pursuant to the Amended Offering as of JuneÂ 30, 2024.The carrying values of the borrowings pursuant to the Original Offering as of JuneÂ 30, 2024 and DecemberÂ 31, 2023 are summarized below (in thousands):June 30, 2024December 31, 2023Principal outstanding$2,500Â $2,500Â Plus: accrued interest450Â 400Â Less: unamortized debt issuance costs(92)(100)Carrying value, net2,858Â 2,800Â Less: current portion of long term debt(1,306)â€”Â Long term debt, net of current portion$1,552Â $2,800Â 9.Â Â Â Â Â EquityCOVAXIN Preferred Stock Purchase AgreementOn March 1, 2021, the Company entered into a preferred stock purchase agreement (the "Preferred Stock Purchase Agreement") with Bharat Biotech International Limited ("Bharat Biotech"), pursuant to which the Company agreed to issue and sell 0.1Â million shares of the Company's Series B Convertible Preferred Stock, par value $0.01 per share (the "Series B Convertible Preferred Stock"), at a price per share equal to $109.60, to Bharat Biotech. On March 18, 2021, the Company issued the Series B Convertible Preferred Stock as an advance payment of $6.0Â million for the supply of COVAXIN, a monovalent vaccine, to be provided by Bharat Biotech pursuant to a Development and Commercial Supply Agreement (the "Supply Agreement").Each share of Series B Convertible Preferred Stock was convertible, at the option of Bharat Biotech, into 10 shares of the Company's common stock (the "Conversion Ratio") only after (i) the Company received stockholder approval to increase the number of authorized shares of common stock under its Sixth Amended and Restated Certificate of Incorporation, which the Company received in April 2021, and (ii) the Company's receipt of shipments by Bharat Biotech of the first 10.0Â million doses of COVAXIN manufactured by Bharat Biotech pursuant to the Supply Agreement, and further on the terms and subject to the 17Table of Contentsconditions set forth in the Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock. The conversion rate of the Series B Convertible Preferred Stock was subject to adjustment in the event of a stock dividend, stock split, reclassification, or similar event with respect to the Company's common stock. In May 2024, Bharat Biotech and the Company entered into a Preferred Stock Forfeiture Agreement whereby the outstanding shares of Series B Convertible Preferred Stock were redeemed. The Company accounted for the issuance of the Series B Convertible Preferred Stock in accordance with ASC 718 and recorded its grant date fair value of $5.0Â million within stockholders' equity during the year ended December 31, 2021, with a corresponding short-term asset for the advanced payment for the supply of COVAXIN included in prepaid expenses and other current assets in the consolidated balance sheet as of December 31, 2021. The Company utilized the traded common stock price, adjusted by the Conversion Ratio, to value the Series B Convertible Preferred Stock and the Finnerty model to estimate a 15% discount rate for the lack of marketability of the instrument. The valuation incorporated Level 3 inputs in the fair value hierarchy, including the estimated time until the instrument's liquidity and estimated volatility of the Company's common stock as of the grant date. As of December 31, 2022, the remaining balance of the short-term asset for the advanced payment for the supply of COVAXIN was $4.1Â million.In April 2023, the FDA announced the cancellation of all emergency use authorizations ("EUA") issued with respect to monovalent COVID-19 vaccine formulations. Consequently, the Company determined it was no longer commercially viable to further the development of COVAXIN in its North American territories. During the three and six months ended JuneÂ 30, 2023, the Company wrote off the remaining balance of the short-term asset for the advanced payment for the supply of COVAXIN of $4.1Â million to research and development expense in the consolidated statements of operations and comprehensive loss. As referenced above, in May 2024, the outstanding shares of Series B Convertible Preferred Stock were redeemed. 10.Â Â Â Â Â WarrantsOpCo WarrantsBeginning in 2016, OpCo issued warrants to purchase the Company's common stock (the "OpCo Warrants"). As of JuneÂ 30, 2024 and December 31, 2023, 0.6Â million OpCo Warrants were outstanding. As of JuneÂ 30, 2024, the outstanding OpCo Warrants had a weighted average exercise price of $6.23 per share and expire between 2026 and 2027.11.Â Â Â Â Â Stock-Based CompensationStock-based compensation expense for stock options, RSUs and PSUs is reflected in the condensed consolidated statements of operations and comprehensive loss as follows (in thousands):Three months ended June 30,Six months ended June 30,20242023202420232023General and administrative$1,333Â $1,987Â $2,649Â $3,939Â Research and development565Â 645Â 1,010Â 1,382Â Total$1,898Â $2,632Â $3,659Â $5,321Â As of JuneÂ 30, 2024, the Company had $8.8 million of unrecognized stock-based compensation expense related to stock options, RSUs and PSUs outstanding, which is expected to be recognized over a weighted-average period of 1.7 years.Equity PlansThe Company maintains two equity compensation plans, the 2014 Ocugen OpCo, Inc. Stock Option Plan (the "2014 Plan") and the Ocugen, Inc. 2019 Equity Incentive Plan (the "2019 Plan", collectively with the 2014 Plan, the "Plans"). On the first business day of each fiscal year, pursuant to the "Evergreen" provision of the 2019 Plan, the aggregate number of shares that may be issued under the 2019 Plan will automatically increase by a number equal to the lesser of 4% of the total number of shares of the Company's common stock outstanding on December 31st of the prior year, or a number of shares determined by the Board of Directors. As of JuneÂ 30, 2024, the 2014 Plan and the 2019 Plan authorize for the granting of up to 0.8 million and 38.6 million equity awards in respect to the Company's common stock, respectively. The 2014 Plan and 2019 Plan have 0.5Â million and 16.4Â million equity awards remaining available for future grant, respectively, as of JuneÂ 30, 2024. In addition to stock options, PSUs and RSUs granted under the Plans, the Company has granted certain stock options and RSUs as material inducements to employment in accordance with Nasdaq Listing Rule 5635 (c)(4), which were granted outside of the Plans.18Table of ContentsStock Options to Purchase Common StockThe following table summarizes the Company's stock option activity:Number of SharesWeighted Average Exercise PriceWeighted Average Remaining Contractual Life (Years)Aggregate Intrinsic Value (In Thousands)Options outstanding at DecemberÂ 31, 202313,161,228Â $2.38Â 7.86$337Â Granted3,661,636Â 0.93Â 49Â Exercised(168,083)0.65Â 91Â Forfeited(657,130)3.79Â 80Â Options outstanding at JuneÂ 30, 202415,997,651Â $2.01Â 7.87$5,536Â Options exercisable at JuneÂ 30, 20249,576,154Â $2.39Â 7.08$2,483Â The weighted average grant date fair values of stock options granted during the three and six months ended JuneÂ 30, 2024 were $1.27 and $0.77, respectively. The weighted average grant date fair values of stock options granted during the three and six months ended JuneÂ 30, 2023 were $0.43 and $0.88, respectively. The total fair value of stock options vested during the three and six months ended JuneÂ 30, 2024 were $0.8 million and $5.7 million, respectively. The total fair values of stock options vested during the three and six months ended June 30, 2023 were $2.5 and $8.1 million, respectively.RSUsThe following table summarizes the Company's RSU activity:Number of SharesWeighted Average Grant Date Fair ValueRSUs outstanding at DecemberÂ 31, 20232,982,661Â $1.63Â Granted39,738Â $0.51Â Vested(983,511)$1.92Â Forfeited(54,320)$1.64Â RSUs outstanding at JuneÂ 30, 20241,984,568Â $1.47Â PSUsIn December 2023, pursuant to the 2019 Plan, the Compensation Committee of the Company's Board of Directors adopted a performance restricted stock unit agreement (the "PSU Agreement"). Pursuant to the PSU Agreement, the Company granted 615,467 and 256,885 of market-based performance stock units at target on January 2, 2024 and April 16, 2024, respectively. All of these PSUs cliff vest after the requisite service period ending on December 31, 2026. The PSUs have the potential to be earned at between 0% and 200% of the number of awards granted depending on the level of growth of the Company's total shareholder return ("TSR") as compared to the TSR of the other companies within the Nasdaq Biotechnology Index over the performance period. The fair value of the market-based PSUs was determined using a Monte Carlo simulation technique. The following table summarizes the PSU activity:Number of SharesWeighted Average Grant-Date Fair ValuePSUs outstanding at December 31, 2023â€”Â $â€”Â Granted872,352Â $1.71Â Vestedâ€”Â $â€”Â Forfeitedâ€”Â $â€”Â PSUs outstanding at June 30, 2024872,352Â $1.71Â 19Table of Contents12.Â Â Â Â Â Net Loss Per Share of Common StockThe following table sets forth the computation of basic and diluted net loss per share for the three and six months ended JuneÂ 30, 2024 and 2023 (in thousands, except share and per share amounts):Three months ended June 30,Six months ended June 30,20242023202420232023Net loss â€” basic and diluted(15,280)(23,065)(27,204)(40,391)Redeemed Series B convertible preferred stock4,988Â â€”Â 4,988Â â€”Â Net loss available to common shareholdersâ€” basic and diluted(10,292)(23,065)(22,216)(40,391)Shares used in calculating net loss per common share â€” basic and diluted257,353,857Â 238,311,498Â 257,293,247Â 231,952,888Â Net loss per share available to common shareholders â€” basic and diluted(0.04)(0.10)(0.09)(0.17)The following potentially dilutive securities have been excluded from the computation of diluted weighted average shares outstanding, as their inclusion would have been antidilutive:June 30,20242023Stock options to purchase common stock15,997,651Â 14,138,935Â RSUs1,984,568Â 3,446,823Â PSUs872,352Â â€”Â Warrants628,834Â 628,834Â Series B Convertible Preferred Stock (as converted to common stock)â€”Â 547,450Â Total19,483,405Â 18,762,042Â 13.Â Â Â Â Â Commitments and ContingenciesCommitmentsThe Company has commitments under certain license and development agreements, lease agreements, commitments related to renovating an existing facility for GMP, and debt agreements. Commitments under certain license and development agreements include annual payments, payments upon the achievement of certain milestones, and royalty payments based on net sales of licensed products (commitments under the Company's license and development agreements are more fully described within the Company's 2023 Annual Report). Commitments under lease agreements are future minimum lease payments (see Note 6). Renovation commitments are related to retrofitting an existing facility in order to be GMP compliant (see Note 1). Commitments under debt agreements are the future payment of principal and accrued interest under the EB-5 Loan Agreement (see Note 8). Additionally, the Company does not expect to fulfill any commitments under the amended Co-Development, Supply and Commercialization Agreement (the "Covaxin Agreement") with Bharat Biotech as a result of the termination of the COVAXIN program.20Table of ContentsContingenciesIn June 2021, a securities class action lawsuit was filed against the Company and certain of its agents in the U.S. District Court for the Eastern District of Pennsylvania ("Court") (Case No. 2:21-cv-02725) that purported to state a claim for alleged violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder, based on statements made by the Company concerning the announcement of the Company's decision to pursue the submission of a Biologics License Application ("BLA") for COVAXIN for adults ages 18 years and older rather than pursuing an EUA. In July 2021, a second securities class action lawsuit was filed against the Company and certain of its agents in the Court (Case No. 2:21-cv-03182) that also purported to state a claim for alleged violations of Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder, based on the same

statements as the first complaint. In March 2022, the Court consolidated these two related securities class action lawsuits and appointed a lead plaintiff. In March 2024, the Third Circuit affirmed the Court's decision to dismiss with prejudice the consolidated securities class action lawsuits.In August 2021, a stockholder derivative lawsuit was filed derivatively on behalf of the Company against certain of its agents and the nominal defendant Ocugen in the Court (Case No. 2:21-cv-03876) that purported to state a claim for breach of fiduciary duty and contribution for violations of Sections 10(b) and 21(d) of the Exchange Act, based on facts and circumstances relating to the securities class action lawsuits and seeking contribution and indemnification in connection with claims asserted in the securities class action lawsuits. In September 2021, a second stockholder derivative lawsuit was filed derivatively on behalf of the Company against certain of its agents and the nominal defendant Ocugen in the Court (Case No. 2:21-cv-04169) that purported to state a claim for breach of fiduciary duties, unjust enrichment, abuse of control, waste of corporate assets, and contribution for violations of Sections 10(b) and 21(d) of the Exchange Act, based on the same allegations as the first complaint. The parties to both stockholder derivative lawsuits stipulated to the consolidation of the two stockholder derivative lawsuits. In April 2024, the Court dismissed without prejudice the consolidated stockholder derivative lawsuits.In April 2024, a securities class action lawsuit was filed against the Company and certain of its agents in the Court (Case No. 2:24-cv-01500) that purported to state a claim for alleged violations of Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder, based on statements made by the Company concerning the Companyâ€™s previously-issued audited consolidated financial statements for each fiscal year beginning January 1, 2020 and its previously-issued unaudited interim condensed consolidated financial statements for each of the first three quarters in such years and the effectiveness of the Companyâ€™s disclosure controls and procedures during each such period. The complaint seeks unspecified damages, interest, attorneysâ€™ fees, and other costs.In May 2024, a stockholder derivative lawsuit was filed on behalf of the Company against certain of its agents and the nominal defendant Ocugen in the Court (Case No. 2:24-cv-02234) that purported to state a claim for breach of fiduciary duties, unjust enrichment, abuse of control, gross mismanagement, waste of corporate assets, violations of Section 14(a) of the Exchange Act, and contribution for violations of Sections 10(b) and 21(d) of the Exchange Act, based on the facts and circumstances relating to the securities class action and seeking damages and certain governance reforms in connection with claims asserted in the securities class action. In June 2024, the Court approved the partiesâ€™ joint stipulation for an order staying the derivative lawsuit pending resolution of a motion to dismiss in the related securities class action. In July 2024, two additional stockholder derivative lawsuits were filed on behalf of the Company against certain of its agents and the nominal defendant Ocugen in the Court (Case No. 2:24-cv-03119 and Case 2:24-cv-03209) asserting similar facts and claims as the first complaint.The Company believes that the lawsuits are without merit and intends to vigorously defend against them. At this time, no assessment can be made as to their likely outcome or whether the outcome will be material to the Company. No information is available to indicate that it is probable that a loss has been incurred and can be reasonably estimated as of the date of the condensed consolidated financial statements and, as such, no accrual for the loss has been recorded within the condensed consolidated financial statements.14.Â Â Â Â Subsequent EventSubsequent to JuneÂ 30, 2024, the Company's certificate of incorporation was amended to increase the total number of shares of all classes of stock the Company has authority to issue to four hundred million shares. This consists of three hundred ninety million shares of Common Stock, par value $0.01 per share (the "Common Stock"), and ten million shares of Preferred Stock, par value $0.01 per share ("the Preferred Stock").Subsequent to JuneÂ 30, 2024, the Company entered into an underwriting agreement with an underwriter, pursuant to which the Company agreed to issue and sell 30.4 million shares of its common stock, par value $0.01 per share, at a public offering price of $1.15 per share (the "July 2024 Public Offering"). Pursuant to the terms of the underwriting agreement, the Company granted to the underwriter a 30-day option to purchase up to an additional 4,565,217 shares of common stock at the offering price (the 21Table of Contentsâ€œOption Sharesâ€) at the public offering price, less underwriting discounts and commissions. The net proceeds to the Company from the offering, excluding any exercise by the underwriter of its 30-day option to purchase any of the Option Shares, are expected to be approximately of $32.6 million after deducting the underwriting discounts and commissions and estimated offering expenses payable by the Company. The July 2024 Public Offering was made pursuant to the Company's Registration Statement on Form S-3, which was previously filed with the SEC and became effective on May 1, 2024.22Table of ContentsItemÂ 2.Â Â Â Â Management's Discussion and Analysis of Financial Condition and Results of Operations.You should read the following discussion and analysis of our financial condition and results of operations in conjunction with the financial statements and the notes thereto included elsewhere in this Quarterly Report on FormÂ 10-Q and with our audited financial statements for the year ended DecemberÂ 31, 2023, included in our 2023 Annual Report. Some of the information contained in this discussion and analysis, including information with respect to our plans and strategy for our business and related financing, include forward-looking statements that involve risks, uncertainties, and assumptions. These statements are based on our beliefs and expectations about future outcomes and are subject to risks and uncertainties that could cause our actual results to differ materially from anticipated results. Except as required by law, we undertake no obligation to publicly update these forward-looking statements, whether as a result of new information, future events, or otherwise. You should read the "Risk Factors" section included in our 2023 Annual Report and First Quarter 10-Q, the "Risk Factors" and "Disclosure Regarding Forward-Looking Statements" sections of this Quarterly Report on FormÂ 10-Q for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.OverviewWe are a biotechnology company focused on discovering, developing, and commercializing novel gene and cell therapies and vaccines that improve health and offer hope for patients across the globe.Our technology pipeline includes:â€¢Modifier Gene Therapy Platform â€“ Based on the use of nuclear hormone receptors ("NHRs"), we believe our modifier gene therapy platform has the potential to address many retinal diseases, including rare genetic diseases such as retinitis pigmentosa ("RP") (OCU400) and Leber congenital amaurosis ("LCA") (OCU400), with a gene-agnostic approach. We also believe our modifier gene therapy platform has the potential to address multifactorial retinal diseases including dry age-related macular degeneration ("dAMD") using OCU410, which affects millions of patients in the United States alone, and Stargardt disease (OCU410ST), which is also a rare genetic disease. We received clearance from FDA to initiate a Phase 3 trial for OCU400 for the treatment of RP and dosed our first patient in June 2024. After completion of Phase 1/2 for OCU400 for the treatment of LCA, we will discuss alignment for Phase 3 strategy with the FDA. Currently both OCU410, for the treatment of geographic atrophy ("GA"), an advanced form of dAMD, and OCU410ST, for the treatment of Stargardt disease, are in Phase 1/2 clinical development, with OCU410 initiating Phase 2 dosing. In OCU410 GA study, low, medium, and high dose cohorts were completed to date. In OCU410ST Stargardt study, low and medium dose cohorts were completed to date, and we are proceeding to dose with the high dose in the dose-escalation phase of the trial.â€¢Novel Biologic Therapy for Retinal Diseases â€“ OCU200 is a novel fusion protein consisting of two human proteins, tumstatin and transferrin. OCU200 possesses unique features which potentially enable it to treat vascular complications of diabetic macular edema ("DME"), diabetic retinopathy ("DR"), and wet AMD. Tumstatin is the active component of OCU200 and binds to integrin receptors, which play a crucial role in disease pathogenesis. Transferrin is expected to facilitate the targeted delivery of tumstatin into the retina and choroid and potentially help increase the interaction between tumstatin and integrin receptors. We continue to work with the FDA to address comments to lift the clinical hold on our IND application for OCU200.â€¢Regenerative Cell Therapy Platform â€“ Our Phase 3-ready regenerative cell therapy platform technology, which includes NeoCart (autologous chondrocyte-derived neocartilage), is being developed for the repair of knee cartilage injuries in adults. We received concurrence from the FDA on the confirmatory Phase 3 trial design and have completed renovating an existing facility into a current Good Manufacturing Practice ("GMP") facility to support clinical study and initial commercial launch. This facility is needed to generate patient-specific NeoCart implant from chondrocytes derived from knee biopsy.â€¢Inhaled Mucosal Vaccine Platform â€“ Our next-generation, inhaled mucosal vaccine platform includes OCU500, a COVID-19 vaccine; OCU510, a seasonal quadrivalent flu vaccine; and OCU520, a combination quadrivalent seasonal flu and COVID-19 vaccine. We have completed IND-enabling studies and GMP manufacturing of clinical trial material for OCU500. We are currently collaborating with the National Institute of Allergy and Infectious Diseases ("NIAID") for early clinical studies for OCU500. NIAID plans to submit an IND to initiate a Phase 1 clinical trial in 2024. We are continuing discussions with relevant government agencies as well as strategic partners regarding developmental funding for our OCU510 and OCU520 platforms.23Table of ContentsModifier Gene Therapy PlatformWe are developing a modifier gene therapy platform designed to fulfill unmet medical needs related to retinal diseases, including inherited retinal diseases ("IRDs"), such as RP, LCA, Stargardt disease; and multifactorial diseases such as dAMD. Our modifier gene therapy platform is based on the use of NHRs, which have the potential to achieve homeostasis â€“ the basic biological processes in the retina to restore a healthy state from a diseased state. Unlike single gene replacement therapies, which only target one genetic mutation, our modifier gene therapy platform, through its use of NHRs, represents a unique, gene-agnostic approach to address not just the mutated gene but provide a molecular "reset" of health and survival of gene networks. OCU400, our first product candidate in our modifier gene therapy platform, has received Orphan Drug Designation ("ODD") from the FDA for RP and LCA, a regenerative medicine advanced therapy ("RMAT") designation for the treatment of RP associated with NR2E3 and rhodopsin ("RHO") mutations from the FDA, and Orphan Medicinal Product Designation ("OMPD") from the European Commission ("EC"), based on the recommendation of the European Medicines Agency ("EMA"), for RP and LCA. These broad ODD, RMAT, and OMPD designations further support the broad (gene-agnostic) therapeutic potential of OCU400 to treat multiple IRDs such as RP and LCA associated with mutations in multiple genes.We completed enrolling, dosing, and recruiting RP and LCA patients in the Phase 1/2 trial for OCU400. The objective of this study was to assess the safety and efficacy of unilateral subretinal administration of OCU400 in NR2E3 and rhodopsin ("RHO")-related RP patients and centrosomal protein 290 ("CEP290")-related LCA patients in the United States.In February 2024, in continuation of the preliminary analyses update, we announced an update for 18 participants. The trial update was an extension of the positive preliminary data from September 2023. The positive trial update demonstrated that OCU400 continued to be generally safe and well-tolerated in subjects across different mutations and dose levels. 89% of participants demonstrated preservation or improvement in OCU400 treated eyes either on best corrected visual acuity ("BCVA") or low-luminance visual acuity ("LLVA") or multi-luminance mobility test ("MLMT") scores from baseline. 78% of participants demonstrated stabilization or improvement in OCU400 treated eyes in MLMT scores from baseline. 80% of RHO mutation subjects experienced either stabilization or increase in MLMT scores from baseline.In April 2024, the FDA cleared our IND amendment to initiate a Phase 3 trial of OCU400 for RP. OCU400 is the first gene therapy program to enter Phase 3 with a broad RP indication. This Phase 3 trial will enroll 150 subjects, distributed 1:1 into two separate arms (RHO: N=75, and Gene Agnostic: N=75). In each arm subjects will be further randomized into 2:1 ratio to treated and untreated control groups. Subjects will be followed for a year after dosing for primary end point analyses. In the Phase 1/2 OCU400 clinical trial a MLMT scale was the primary functional endpoint. For the Phase 3 OCU400 clinical trial, an updated mobility course will be used, Luminance Dependent Navigation Assessment ("LDNA") that includes a wider range of light intensity (0.04-500 Lux) and Lux Levels (0-9) with a uniform correlation between Lux level and Lux intensity.In April 2024, the Committee for Medicinal Products for Human Use (CHMP) of the European Medicines Agency (EMA) reviewed the study design, endpoints and planned statistical analysis of the pivotal OCU400 Phase 3 liMeliGhT clinical trial for retinitis pigmentosa (RP) and provided acceptability of the U.S.-based trial for submission of a Marketing Authorization Application (MAA). The EMA provided this opinion based on safety, tolerability, and efficacy of OCU400 demonstrated in the Phase 1/2 study.In June 2024, the first patient was dosed in the Phase 3 trial for OCU400 for the treatment of RP. With the first dosing of the Phase 3 trial, OCU400 remains on track for the 2026 BLA and MAA approval targets. After completion of Phase 1/2 for OCU400 for the treatment of LCA, we will discuss alignment for Phase 3 strategy with the FDA.In August 2024, we received notification from FDA to begin our expanded access program ("EAP") for the treatment of adult patients with RP with OCU400. This program is available for patients with early, intermediate to advanced RP with at least minimal retinal preservation who may benefit from the mechanism of action of OCU400 prior to approval of the BLA.We are also developing OCU410 and OCU410ST, utilizing the nuclear receptor gene RAR-related orphan receptor A ("RORA"), for the treatment of GA secondary to dAMD and Stargardt disease, respectively. OCU410 is a potential one-time, curative therapy with a single sub-retinal injection. OCU410 targets multiple pathways associated with AMD pathogenesis, in contrast to products currently approved or under development that treat only one cause of GA, require multiple injections per year, and have safety considerations. OCU410ST has received ODD from the FDA for the treatment of ABCA4-associated retinopathies, including Stargardt disease.Currently both OCU410 and OCU410ST programs are in Phase 1/2 clinical development.In December 2023, the first patient was dosed in the Phase 1/2 trial to assess the safety and efficacy of OCU410 for geographic atrophy ("GA") secondary to dAMD. Phase 1 is a multicenter, open-label, dose-ranging study. Phase 2 is a randomized 24Table of Contentsexpansion phase in which subjects will be randomized in a 1:1:1 ratio to either one of two OCU410 dose groups or to an untreated control group. In May 2024, we announced that the Data Safety and Monitoring Board ("DSMB") approved to proceed dosing with the high dose of OCU410 in the dose-escalation phase of the study and concurrently initiate Phase 2 dosing. In July 2024, we announced the high dose was complete in the third cohort of Phase 1/2 study. Nine patients with GA have been dosed in the Phase 1/2 trial to date (low, medium and high dose). In November 2023, the first patient was dosed in the Phase 1/2 trial to assess the safety and efficacy of OCU410ST for Stargardt disease. Phase 1 is a multicenter, open-label, dose ranging study. Phase 2 will be a randomized, outcome accessor-blinded, dose-expansion study in which adult and pediatric subjects will be randomized in a 1:1:1 ratio to either one of two OCU410ST dose groups or to an untreated control group. In June 2024, we announced that the Data Safety and Monitoring Board ("DSMB") approved to proceed dosing with the high dose of OCU410ST, and we initiated dosing in the high dose cohort.Novel Biologic Therapy for Retinal DiseasesWe are developing OCU200, which is a novel fusion protein containing parts of human transferrin and tumstatin. OCU200 is designed to treat DME, DR, and Wet AMD. We have completed the technology transfer of manufacturing processes to our contract development and manufacturing organization ("CDMO") and have produced trial materials to initiate a Phase 1 trial. In April 2023, the FDA placed our IND application to initiate a Phase 1 trial targeting DME on clinical hold, as part of the FDA's request for additional information related to CMC. We have submitted a response to the FDA with additional information. We continue to work with the FDA to address comments to lift the clinical hold.Regenerative Cell Therapy PlatformNeoCart is a Phase 3-ready, regenerative cell therapy technology that combines breakthroughs in bioengineering and cell processing to enhance the autologous cartilage repair process. NeoCart is a three-dimensional tissue-engineered disc of new cartilage that is manufactured by growing the patient's own chondrocytes, the cells responsible for maintaining cartilage health. Current surgical and nonsurgical treatment options are limited in their efficacy and durability. In prior clinical studies, Phase 2 and Phase 3, NeoCart has shown potential to accelerate healing, reduce pain, and provide regenerative native-like cartilage strength with durable benefits post transplantation. NeoCart was shown to be generally well-tolerated and demonstrated greater clinical efficacy than microfracture surgery at two years after treatment. Based on this clinical benefit, the FDA granted a RMAT designation to NeoCart for the repair of full-thickness lesions of knee cartilage injuries in adults. Additionally, we received concurrence from the FDA on the confirmatory Phase 3 trial design where chondroplasty will be used as a control group. We have completed renovating an existing facility into a current Good Manufacturing Practice ("GMP") facility in accordance with the FDA's regulations in support of NeoCart manufacturing for personalized Phase 3 trial material. We intend to initiate the Phase 3 trial contingent on adequate availability of funding.Inhaled Mucosal Vaccine PlatformWe are party to an exclusive license agreement (as amended, "WU License Agreement") with The Washington University in St. Louis ("Washington University"), pursuant to which we licensed the rights to develop, manufacture, and commercialize an inhaled mucosal COVID-19 vaccine for the prevention of COVID-19 in the United States, Europe, Japan, South Korea, Australia, China, and Hong Kong (the "Mucosal Vaccine Territory"). In addition, we internally developed technology related to the flu and COVID-19's vaccine design and filed intellectual property. We are developing a next-generation, inhalation-based mucosal vaccine platform based on a novel ChAd vector, which includes OCU500, a COVID-19 vaccine; OCU510, a seasonal quadrivalent flu vaccine; and OCU520, a combination quadrivalent seasonal flu and COVID-19 vaccine. Our inhaled mucosal vaccine platform is driven by our conviction to serve a major public health concern, which requires the endorsement and support of government funding in order to develop and ultimately commercialize our vaccine candidates. As these vaccine candidates are being developed to be administered via inhalation, we believe they have the potential to generate rapid local immune response in the upper airways and lungs, where viruses enter and infect the body. We believe this novel delivery route may help reduce or prevent infection and transmission as well as provide protection against new virus variants. In October 2023, OCU500 was selected by the NIAID Project NextGen for inclusion in clinical trials. OCU500 will be tested via two different mucosal routes, inhalation and intranasal delivery. NIAID plans to submit an IND to initiate a Phase 1 clinical trial in 2024. We are continuing discussions with relevant government agencies as well as strategic partners regarding developmental funding for our

OCU510 and OCU520 platforms.25Table of ContentsResults of OperationsComparison of the Three Months Ended JuneÂ 30, 2024 and 2023The following table summarizes the results of our operations for the three months ended June 30, 2024 and 2023 (in thousands): Three months ended June 30,20242023ChangeCollaborative arrangement revenue$1,141Â $485Â $656Â Total Revenue1,141Â 485Â 656Â Operating expensesResearch and development8,902Â 14,574Â (5,672)General and administrative7,688Â 9,451Â (1,763)Total operating expenses16,590Â 24,025Â (7,435)Loss from operations(15,449)(23,540)8,091Â Other income (expense), net169Â 475Â (306)Net loss$(15,280)$(23,065)$7,785Â We believe the following table provides more transparency as to the type of research and development expenses incurred. The following table summarizes our research and development expenses by product candidate for the three months ended June 30, 2024 and 2023 (in thousands):Three months ended June 30,20242023ChangeOCU400$2,180Â $1,377Â $803Â OCU410 and OCU410ST1,197Â 1,142Â 55Â NeoCart28Â 433Â (405)COVAXIN56Â 6,485Â (6,429)Inhaled mucosal vaccine platform807Â 2Â 805Â OCU20092Â 442Â (350)Unallocated costs:Research and development personnel costs3,164Â 4,065Â (901)Facilities and other support costs879Â 374Â 505Â Other499Â 254Â 245Â Total research and development$8,902Â $14,574Â $(5,672)Collaborative arrangement revenueCollaborative arrangement revenue increased by $0.7 million for the three months ended June 30, 2024 compared to the three months ended June 30, 2023. The increase was due to our quarterly reassessment of the amount of co-development services provided by us to the business partner in the collaboration agreement. Research and development expenseResearch and development expense decreased by $5.7 million for the three months ended June 30, 2024 compared to the three months ended June 30, 2023. The decrease was primarily due to $6.4 million related to the termination of the COVAXIN program. The decrease was partially offset by an increase of $0.8 million related to OCU500, which is driven by an increase in preclinical activities and GMP manufacturing of Phase 1 clinical trial material. 26Table of ContentsGeneral and administrative expenseGeneral and administrative expense decreased by $1.8 million for the three months ended June 30, 2024 compared to the three months ended June 30, 2023. The decrease was primarily due to $1.0 million in professional services fees and $0.8 million related to reduced headcount. Other income (expense), netOther income (expense), net decreased by $0.3 million for the three months ended June 30, 2024 compared to the three months ended June 30, 2023. The decrease was primarily due to $0.3 million in interest earned on our cash, cash equivalents, and restricted cash as well as our investment balance. Comparison of the Six Months Ended JuneÂ 30, 2024 and 2023The following table summarizes the results of our operations for the six months ended June 30, 2024 and 2023 (in thousands): Six months ended June 30,20242023ChangeCollaboration revenue$2,155Â $928Â $1,227Â Total revenues2,155Â 928Â 1,227Â Operating expensesResearch and development15,728Â 24,746Â (9,018)General and administrative14,092Â 17,757Â (3,665)Total operating expenses29,820Â 42,503Â (12,683)Loss from operations(27,665)(41,575)13,910Â Other income (expense), net461Â 1,184Â (723)Net loss$(27,204)$(40,391)$13,187Â We believe the following table provides more transparency as to the type of research and development expenses incurred. The following table summarizes our research and development expenses by product candidate for the six months ended June 30, 2024 and 2023 (in thousands):Six months ended June 30,20242023ChangeOCU400$3,699Â $2,607Â $1,092Â OCU410 and OCU410ST1,681Â 2,284Â (603)NeoCart355Â 772Â (417)COVAXIN73Â 8,266Â (8,193)Inhaled mucosal vaccine platform1,496Â 556Â 940Â OCU200277Â 333Â (56)Unallocated costs:Research and development personnel costs5,844Â 8,343Â (2,499)Facilities and other support costs1,377Â 809Â 568Â Other926Â 776Â 150Â Total research and development$15,728Â $24,746Â $(9,018)Collaborative arrangement revenueCollaborative arrangement revenue increased by $1.2 million for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The increase was due to our quarterly reassessment of the amount of co-development services provided by us to the business partner in the collaboration agreement.27Table of ContentsResearch and development expenseResearch and development expense decreased by $9.0 million for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The decrease was primarily due to $8.2 million related to the termination of the COVAXIN program and $2.5 million related to reduced headcount. These decreases were partially offset by an increase of $1.1 million related to OCU400, which is driven by an increase in co-development services provided by our collaboration arrangements business partner and $0.9 million related to OCU500, which is driven by an increase in preclinical activities and GMP manufacturing of Phase 1 clinical trial material.General and administrative expenseGeneral and administrative expense decreased by $3.7 million for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The decrease was primarily due to $0.9 million in professional services fees, $2.4 million related to reduced headcount, and $0.3 million in insurance expense. Other income (expense), netOther income (expense), net decreased by $0.7 million for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The decrease was primarily due to $0.7 million in interest earned on our cash, cash equivalents, and restricted cash as well as our investment balance.Liquidity and Capital ResourcesAs of JuneÂ 30, 2024, we had $16.0 million in cash, cash equivalents, and restricted cash. We have not generated revenue from our product candidates to date, and have primarily funded our operations through the sale of common stock, warrants to purchase common stock, the issuance of convertible notes and debt, and grant proceeds. Since our inception and through JuneÂ 30, 2024, we have raised an aggregate of $301.2 million to fund our operations, of which $287.4 million was from gross proceeds from the sale of our common stock and warrants, $10.3 million was from the issuance of convertible notes, $3.3 million was from the issuance of debt, and $0.2 million was from grant proceeds.During the year ended December 31, 2023, we issued and sold 30.0 million shares of our common stock at a public offering price of $0.50 per share pursuant to an underwriting agreement (the "May 2023 Public Offering"). We received net proceeds of $14.8 million after deducting equity issuance costs.During the year ended December 31, 2023, we sold 4.5 million shares of our common stock under the At Market Issuance Sales Agreement ("Sales Agreement") with certain agents and received net proceeds of $5.6 million after deducting equity issuance costs of $0.2 million. The Sales Agreement was terminated in February 2023.Since our inception, we have devoted substantial resources to research and development and have incurred significant net losses and may continue to incur net losses in the future. We incurred net losses of approximately $27.2 million and $40.4 million for the six months ended June 30, 2024 and 2023, respectively. As of JuneÂ 30, 2024, we had an accumulated deficit of $313.4 million. In addition, we had accounts payable and accrued expenses and other current liabilities of $16.2 and indebtedness of $2.9 million.28Table of ContentsThe following table provides a summary of our cash flows for the six months ended June 30, 2024 and 2023 (in thousands):Six months ended June 30,20242023Net cash used in operating activities$(20,506)$(37,046)Net cash (used in) provided by investing activities(2,865)9,164Â Net cash (used in) provided by financing activities(100)20,900Â Effect of changes in exchange rate on cash, cash equivalents, and restricted cash8Â (3)Net (decrease) in cash, cash equivalents, and restricted cash$(23,463)$(6,985)Operating activitiesCash used in operating activities was $20.5 million for the six months ended June 30, 2024, and primarily consisted of a net loss of $27.2 million adjusted for non-cash items including stock-based compensation of $3.7 million, depreciation and amortization of $0.8 million, non-cash lease expense of $0.2 million, other non-cash items of $1.8 million, and a change in net working capital of $0.2 million. Cash used in operating activities was $37.0 million for the six months ended June 30, 2023, and primarily consisted of a net loss of $40.4 million adjusted for non-cash items including $4.4 million in expenses related to COVAXIN, due to the impairment of the advanced payment for the supply of COVAXIN as well as the associated loss on the disposal of related fixed assets, stock-based compensation of $5.3 million, non-cash expense from collaborative arrangements, net of $1.4 million, non-cash lease expense of $0.3 million, depreciation and amortization of $0.4 million, other non-cash items of $0.3 million, and a change in net working capital of $8.7 million. Investing activitiesCash used in investing activities was $2.9 million for the six months ended June 30, 2024 , and primarily consisted of payments related to the purchases of property and equipment. Cash provided by investing activities was $9.2 million for the six months ended June 30, 2023, and primarily consisted of gross proceeds of $17.5Â million from the maturities of marketable securities, classified as available-for-sale, during the six months ended June 30, 2023, which was partially offset by purchases of $3.9Â million of marketable securities, classified as available-for-sale, during the six months ended June 30, 2023 as well as purchases of $4.4 million of property and equipment during the six months ended June 30, 2023. Financing activitiesCash used in financing activities was $0.1 million for the six months ended June 30, 2024 compared to cash provided by financing activities of $20.9 million for the six months ended June 30, 2023. During the six months ended June 30, 2024, cash used by financing activities primarily consisted of gross proceeds and tax payments of a combined $0.1 million from issuance of common stock. During the six months ended June 30, 2023, cash provided financing activities primarily consisted of gross proceeds of $20.7Â million received from the May 2023 Public Offering and pursuant to the Sales Agreement.Contractual ObligationsWe have commitments under certain licensing and development agreements, lease obligations, debt agreements, and consulting agreements. There have been no material changes to our contractual obligations as reported in our 2023 Annual Report.Funding requirementsWe expect to continue to incur significant expenses in connection with our ongoing activities, particularly as we continue research and development, including preclinical and clinical development of our product candidates, prepare to manufacture our product candidates, prepare for the potential commercialization of our product candidates, add operational, financial, and information systems to execute our business plan, maintain, expand, and protect our patent portfolio, explore strategic licensing, acquisition, and collaboration opportunities to expand our product candidate pipeline to support our future growth; expand headcount to support our development, commercialization, and business efforts, and operate as a public company.Factors impacting our future funding requirements include, without limitation, the following:29Table of Contentsâ€¢the initiation, progress, timing, costs, and results of trials for our product candidates;â€¢the preparation and submission of Investigational New Drug applications, or INDs, with the FDA for current and future product candidates;â€¢the outcome, timing, and cost of the regulatory approval process for our product candidates;â€¢the costs of manufacturing and commercialization;â€¢the costs related to doing business internationally with respect to the development and commercialization of our product candidates;â€¢the cost of filing, prosecuting, defending, and enforcing our patent claims and other intellectual property rights;â€¢the cost of defending intellectual property disputes, including patent infringement actions brought by third parties against us;â€¢the acquisition of or in-licensing of additional product candidates and technologies;â€¢the costs of expanding infrastructure to support our development, commercialization, and business efforts, including the costs related to the development of a laboratory and manufacturing facility;â€¢the costs involved in recruiting and retaining skilled personnel;â€¢the extent to which we in-license or acquire other products, product candidates, or technologies and out-license our product candidates; andâ€¢the impact of geopolitical turmoil, macroeconomic conditions, social unrest, political instability, terrorism, or other acts of war.As of JuneÂ 30, 2024, we had cash, cash equivalents, and restricted cash of approximately $16.0 million. This amount plus the amounts raised subsequent to JuneÂ 30, 2024, as discussed in Note 14, will not meet our capital requirements over the next 12 months. We believe that our cash and cash equivalents as of JuneÂ 30, 2024, as well as the amount raised subsequent to JuneÂ 30, 2024, are expected to enable us to fund our operations into the third quarter of 2025. Due to the inherent uncertainty involved in making estimates and the risks associated with the research, development, and commercialization of biotechnology products, we may have based this estimate on assumptions that may prove to be wrong, and our operating plan may change as a result of many factors currently unknown to us. We will need to raise significant additional capital in order to fund our operations until we recognize significant revenue from product sales. Our management is currently evaluating different strategies to obtain the funding required for our future operations. These strategies may include, but are not limited to: public and private placements of equity and/or debt, payments from potential strategic research and development arrangements, sales of assets, licensing and/or collaboration arrangements with pharmaceutical companies or other institutions, funding from the government, particularly for the development of our novel inhaled mucosal vaccine platform, or funding from other third parties. Our ability to secure funding is subject to numerous risks and uncertainties, including, but not limited to the impact of the geopolitical turmoil, macroeconomic conditions, and the impact of inflation and as a result, there can be no assurance that these funding efforts will be successful. If we cannot obtain the necessary funding, we will need to delay, scale back, or eliminate some or all of our research and development programs and commercialization efforts; consider other various strategic alternatives, including a merger or saleÍ¾ or cease operations. If we cannot expand our operations or otherwise capitalize on our business opportunities because we lack sufficient capital, our business, financial condition, and results of operations could be materially adversely affected.As a result of these factors, together with the anticipated continued spending that will be necessary to continue to research, develop, and commercialize our product candidates, there is substantial doubt about our ability to continue as a going concern within one year after the date that the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q are issued.Off-Balance Sheet ArrangementsWe did not have any off-balance sheet arrangements during the periods presented, and we do not currently have any off-balance sheet arrangements as defined in the rulesÂ and regulations of the SEC.30Table of ContentsCritical Accounting Policies and Significant Judgments and EstimatesThe preparation of financial statements in conformity with GAAP requires us to make judgments, estimates, and assumptions in the preparation of our condensed consolidated financial statements. Actual results could differ from those estimates. There have been no material changes to our critical accounting policies and estimates as reported in our 2023 Annual Report.Recently Adopted Accounting PronouncementsFor a discussion of recently adopted accounting pronouncements, see Note 2 in the notes to the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q.ItemÂ 3.Â Â Â Â Quantitative and Qualitative Disclosures about Market Risk.Not applicable.ItemÂ 4.Â Â Â Â Controls and Procedures.Evaluation of Disclosure Controls and ProceduresWe have carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in RulesÂ 13a-15(e)Â and 15d-15(e)Â under the Exchange Act), as ofÂ JuneÂ 30, 2024. Based upon this evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are not effective because of a material weakness related to the design and operating effectiveness of controls over the accounting for collaborative arrangements that were disclosed in our Annual Report on Form 10-K for the year ended December 31, 2023. Notwithstanding the identified material weakness, the Companyâ€™s management, including our principal executive officer and principal financial officer, has concluded the Companyâ€™s Condensed consolidated financial statements included in this Form 10-Q present fairly, in all material respects, the Companyâ€™s financial condition, results of operations and cash flows at and for the periods presented in accordance with U.S. generally accepted accounting principles.In light of this material weakness, we performed additional analysis as deemed necessary to ensure that our financial statements were prepared in accordance with U.S. GAAP.RemediationAs previously described in Part II, Item 9A of our Annual Report on Form 10-K for the year ended December 31, 2023, the Company's management has taken steps to remediate the identified material weaknesses. This includes plans to improve the design and operation of their controls over the technical accounting analysis, the determination of the transaction price, calculating the progress towards the satisfaction of the performance obligations under the collaborative arrangements, and determining the value of the non-cash consideration received under collaborative arrangements. Specifically, the Company plans to implement the following: dedicating personnel resources with the appropriate level of proficiency to review any new arrangements on a timely basis; obtaining relevant information from third parties on a timely basis, including actual costs incurred, actual noncash consideration received, and estimates to complete; and increasing the level of review activities over the accounting for collaborative arrangements during the financial statement close process. The material weakness cannot be considered remediated until the newly designed controls operate effectively for a sufficient period of time and management has concluded, through testing, that the control is operating effectively.Changes in Internal Control Over Financial ReportingExcept for on-going remediation related to the material weaknesses above, there were no changes in our internal control over financial reporting (as defined in RulesÂ 13a-15(f)Â and 15d-15(f)Â under the Exchange Act) that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.31Table of ContentsPARTÂ IIÂ â€“Â OTHER INFORMATIONItemÂ 1.Â Â Â Â Legal Proceedings.For a discussion of legal proceedings, see Note 13 in the notes to the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q.ItemÂ 1A.Â Â Â Â Risk Factors.Except as set forth below, there have been no material changes in our risk factors as previously disclosed in our 2023 Annual Report. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially adversely affect our business, financial condition, or future results.Item 2.Â Â Â Â Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity Securities.During the period covered by this Quarterly Report on Form 10-Q, there were no sales by us of unregistered securities or purchases of equity securities by us that were not previously reported by us in a Current Report on Form 8-K.ItemÂ 3.Â Â Â Â Defaults Upon Senior Securities.None.ItemÂ 4.Â Â Â Â Mine Safety Disclosures.Not applicable.ItemÂ 5.Â Â Â Â Other Information.On June 14, 2024, Arun Upadhyay, Chief Scientific Officer, adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act. The trading

arrangement provides for the sale of up to 288,566 shares of common stock, commencing on September 13, 2024 and continuing until all shares are sold or until February 28, 2025, whichever occurs first.During the three months ended June 30, 2024, no other directors or "officers," as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, adopted or terminated a Rule 10b5-1 trading plan or arrangement or a non-Rule 10b5-1 trading plan or arrangement, as defined in Item 408(c) of Regulation S-K.32Table of ContentsItemÂ 6.Â Â Â Â Exhibits.The exhibits listed below are filed or furnished in this Quarterly Report on Form 10-Q:ExhibitDescription3.1Certificate of Designation of Preferences, Rights and Limitations (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 10, 2024, and incorporated herein by reference).3.2*Amendment to Sixth Amended and Restated Certificate of Incorporation related to the Authorized Share Increase 31.1*Certification of the Chief Executive Officer, as required by SectionÂ 302 of the Sarbanes-Oxley Act of 200231.2*Certification of the Interim Chief Accounting Officer, as required by Section 302 of the Sarbanes-Oxley Act of 200232.1**Certifications of the Chief Executive Officer and Interim Chief Accounting Officer as required by 18 U.S.C. 1350101.INS*Inline XBRL Instance Document101.SCH*Inline XBRL Taxonomy Extension Schema Document101.CAL*Inline XBRL Taxonomy Extension Calculation Linkbase Document101.DEF*Inline XBRL Taxonomy Extension Definition Linkbase Document101.LAB*Inline XBRL Taxonomy Extension Label Linkbase Document101.PRE*Inline XBRL Taxonomy Extension Presentation Linkbase Document104The cover page from this Quarterly Report on Form 10-Q, formatted in Inline XBRL_____*Â Â Â Â Filed herewith.**Â Â Â Â Furnished herewith.33Table of ContentsSIGNATURESPursuant 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 thereunto duly authorized.Ocugen, Inc.Dated: August 8, 2024/s/ Shankar MusunuriShankar Musunuri, Ph.D., MBAChairman, Chief Executive Officer, & Co-Founder(Principal Executive Officer)Dated: August 8, 2024/s/ Michael BreiningerMichael Breininger, CPA, MBA, LSSBBCorporate Controller, Interim Chief Accounting Officer(Principal Financial Officer)34 EX-3.2 2 ocgn-20240630x10qxex32.htm EX-3.2 DocumentExhibit 3.2CERTIFICATE OF AMENDMENT TOSIXTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATIONOFOCUGEN, INC.Â (Pursuant to Section 242 of theGeneral Corporation Law of the State of Delaware)Â Ocugen, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the â€œCorporationâ€), does hereby certify as follows:Â 1.The name of the Corporation is Ocugen, Inc.Â 2.That a resolution was duly adopted by the Board of Directors of the Corporation pursuant to Section 242 of the General Corporation Law of the State of Delaware (the â€œDGCLâ€) setting forth an amendment to the Sixth Amended and Restated Certificate of Incorporation, as amended (the â€œSixth Amended and Restated Certificate of Incorporationâ€), and declaring said amendment to be advisable. The requisite stockholders of the Corporation have duly approved the proposed amendment in accordance with Section 242 of the DGCL. The amendment amends the Sixth Amended and Restated Certificate of Incorporation as follows:Â 3.Paragraph A of Article IV of the Sixth Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:Â â€œA. The total number of shares of all classes of stock which the Corporation shall have authority to issue is four hundred million (400,000,000), consisting of three hundred ninety million (390,000,000) shares of Common Stock, par value $0.01 per share (the â€œCommon Stockâ€), and ten million (10,000,000) shares of Preferred Stock, par value $0.01 per share (the â€œPreferred Stockâ€).â€Â 4.This Certificate of Amendment shall become effective on July 11, 2024 at 12:01 a.m. Eastern Time.Â 5.Except as set forth in this Certificate of Amendment, the Sixth Amended and Restated Certificate of Incorporation, as amended, remains in full force and effect.Â ACTIVE/130391109.1 IN WITNESS WHEREOF, Ocugen, Inc. has caused this Certificate to be executed by its duly authorized officer on this 10th day of July, 2024.Â Ocugen, Inc.By:Â /s/ Shankar MusunuriÂ Name: Shankar MusunuriÂ Title: Chief Executive Officer and ChairmanÂ ACTIVE/130391109.1 EX-31.1 3 ocgn-20240630x10qxex311.htm EX-31.1 DocumentExhibitÂ 31.1CERTIFICATIONI, Shankar Musunuri, certify that:1.I have reviewed this Quarterly Report on FormÂ 10-Q of Ocugen,Â 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(s)Â and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13a-15(e)Â and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13a-15(f)Â 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, 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; andd.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 registrantâ€™s internal control over financial reporting; and5.The registrant's other certifying officer(s)Â 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; andb.any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: AugustÂ 8, 2024/s/ Shankar Musunuri, Ph.D., MBAShankar Musunuri, Ph.D., MBAChairman, Chief Executive Officer, & Co-Founder(Principal Executive Officer) EX-31.2 4 ocgn-20240630x10qxex312.htm EX-31.2 DocumentExhibitÂ 31.2CERTIFICATIONI, Michael Breininger, certify that:1.I have reviewed this Quarterly Report on FormÂ 10-Q of Ocugen,Â 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(s)Â and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act RulesÂ 13a-15(e)Â and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act RulesÂ 13a-15(f)Â 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, 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; andd.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; and5.The registrant's other certifying officer(s)Â 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; andb.any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: AugustÂ 8, 2024/s/ Michael BreiningerMichael Breininger, CPA, MBA, LSSBBCorporate Controller, Interim Chief Accounting Officer(Principal Financial Officer) EX-32.1 5 ocgn-20240630x10qxex321.htm EX-32.1 DocumentExhibitÂ 32.1CertificationPursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002(Subsections (a)Â and (b)Â of SectionÂ 1350, Chapter 63 of Title 18, United States Code)In connection with the Quarterly Report on Form 10-Q of Ocugen, Inc. (the â€œCompanyâ€) for the quarter ended JuneÂ 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-Q"), each of the undersigned officers of the Company, does hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:â€¢the Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; andâ€¢the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.Date: AugustÂ 8, 2024/s/ Shankar MusunuriShankar Musunuri, Ph.D., MBAChairman, Chief Executive Officer, & Co-Founder(Principal Executive Officer)Date: AugustÂ 8, 2024/s/ Michael BreiningerMichael Breininger, CPA, MBA, LSSBBCorporate Controller, Interim Chief Accounting Officer(Principal Financial Officer)A signed original of this written statement required by SectionÂ 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. This certification "accompanies" the FormÂ 10-Q to which it relates, is not deemed filed with the SEC and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the FormÂ 10-Q), irrespective of any general incorporation language contained in such filing. EX-101.SCH 6 ocgn-20240630.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS link:presentationLink link:calculationLink link:definitionLink 9952156 - Disclosure - Nature of Business link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - License and Development Agreements link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Fair Value Measurements link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Property and Equipment link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Operating Leases link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - Accrued Expenses and Other Current Liabilities link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Equity link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - Warrants link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - Stock-Based Compensation link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - Net Loss Per Share of Common Stock link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - Subsequent Event link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - Summary of Significant Accounting Policies (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - Property and Equipment (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - Operating Leases (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - Accrued Expenses and Other Current Liabilities (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - Debt (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - Stock-Based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - Net Loss Per Share of Common Stock (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - Nature of Business (Details) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - Summary of Significant Accounting Policies - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - Summary of Significant Accounting Policies - Schedule of Cash, Cash Equivalents, and Restricted Cash (Details) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - License and Development Agreements (Details) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - Fair Value Measurements (Details) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - Property and Equipment (Details) link:presentationLink link:calculationLink link:definitionLink 9954485 - Disclosure - Operating Leases - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - Operating Leases - Schedule of Future Minimum Base Rent Payments (Details) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - Operating Leases - Schedule of Future Minimum Base Rent Payments (Details) link:presentationLink link:calculationLink link:definitionLink 9954487 - Disclosure - Accrued Expenses and Other Current Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9954488 - Disclosure - Debt - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - Debt - Schedule of Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - Debt - Schedule of Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - Equity (Details) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - Warrants (Details) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - Stock-Based Compensation -Schedule of Stock-based Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - Stock-Based Compensation - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - Stock-Based Compensation - Schedule of Stock Option Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - Stock-Based Compensation - Schedule of RSU and PSU Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - Net Loss Per Share of Common Stock - Schedule of Computation Basic and Diluted Earnings Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - Net Loss Per Share of Common Stock - Schedule of Potentially Dilutive Securities Excluded from Computation of Earnings Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 9954498 - Disclosure - Commitment and Contingencies (Details) link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - Subsequent Event (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 7 ocgn-20240630_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 8 ocgn-20240630_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 9 ocgn-20240630_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT July 2024 Public Offering Public Stock Offering [Member] Public Stock Offering Adjustments to reconcile net loss to net cash used in operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Statistical Measurement [Domain] Statistical Measurement [Domain] Cover [Abstract] Thereafter Lessee, Operating Lease, Liability, to be Paid, after Year Five Net (decrease) in cash, cash equivalents, and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Discount Rate Measurement Input, Discount Rate [Member] Schedule of Future Minimum Base Rent Payments Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Trading Symbol Trading Symbol All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Non-NEOs Non-NEOs [Member] Schedule of Computation Basic and Diluted Earnings Per Share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Award vesting period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return

Amount Peer Group Total Shareholder Return Amount Lease obligations Increase (Decrease) in Operating Lease Liability Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Fair Value Measurements Fair Value Disclosures [Text Block] Advance payment amount Sale Of Stock, Agreement To Sell, Advance Payment Amount Sale Of Stock, Agreement To Sell, Advance Payment Amount Award Timing Disclosures [Line Items] Other Performance Measure, Amount Other Performance Measure, Amount Operating Leases Lessee, Operating Leases [Text Block] Common stock, shares outstanding (in shares) Common stock, beginning balance (in shares) Common stock, ending balance (in shares) Common Stock, Shares, Outstanding Class of Warrant or Right [Axis] Class of Warrant or Right [Axis] Number of shares available for grant (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Operating lease obligations, less current portion Operating Lease, Liability, Noncurrent Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] Contract liability Deferred revenue relating to collaborative arrangements Contract with Customer, Liability, Current Price per share of shares issued in underwriting agreement (in USD per share) Sale of Stock, Price Per Share Plan Name [Domain] Plan Name [Domain] Loans payable Loans Payable [Member] Other assets Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Leases [Abstract] Schedule of Debt Schedule of Long-Term Debt Instruments [Table Text Block] Antidilutive Securities, Name [Domain] Antidilutive Securities, Name [Domain] Money Market Funds Money Market Funds [Member] Net cash used in operating activities Net Cash Provided by (Used in) Operating Activities Proceeds from sale of shares issued in underwriting agreement Sale of Stock, Consideration Received on Transaction Cash flows from operating activities Net Cash Provided by (Used in) Operating Activities [Abstract] Treasury Stock Treasury Stock, Common [Member] Plan Name [Axis] Plan Name [Axis] Equity Components [Axis] Equity Components [Axis] Award Timing Method Award Timing Method [Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Use of Estimates Use of Estimates, Policy [Policy Text Block] Automatic increase in shares to be issued Share-Based Compensation Arrangement By Share-Based Payment Award, Automatic Increase In Shares To Be Issued, Percentage Share-Based Compensation Arrangement By Share-Based Payment Award, Automatic Increase In Shares To Be Issued, Percentage Adjustment to Compensation, Amount Adjustment to Compensation Amount Options outstanding, beginning balance Options outstanding, ending balance Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Compensation Amount Outstanding Recovery Compensation Amount Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Unrealized gain (loss) on marketable securities Other Comprehensive Income (Loss), Available-for-Sale Securities Adjustment, Net of Tax, Portion Attributable to Parent Entity Small Business Entity Small Business Accrued Expenses and Other Current Liabilities Accounts Payable and Accrued Liabilities Disclosure [Text Block] Company Selected Measure Amount Company Selected Measure Amount Proceeds from the maturities of marketable securities Proceeds from Maturities, Prepayments and Calls of Debt Securities, Available-for-Sale Payment of debt issuance costs Payments of Debt Issuance Costs Tabular List, Table Tabular List [Table Text Block] 2029 Lessee, Operating Lease, Liability, to be Paid, Year Five Fair Value, Inputs, Level 3 Fair Value, Inputs, Level 3 [Member] Clinical Accrued Liabilities, Clinical Accrued Liabilities, Clinical Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Leases Lessee, Lease, Description [Line Items] Potentially dilutive securities outstanding excluded from the computation of diluted weighted average shares outstanding (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Series B Convertible Preferred Stock redemption (in shares) Stock Issued During Period Shares, Termination Of Convertible Securities Stock Issued During Period Shares, Termination Of Convertible Securities Class of Warrant or Right Class of Warrant or Right [Line Items] Cash, cash equivalents, and restricted cash at beginning of period Cash, cash equivalents, and restricted cash at end of period Cash, cash equivalents and restricted cash Total cash, cash equivalents, and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Amortization (accretion) on marketable securities Accretion (Amortization) of Discounts and Premiums, Investments Unrecognized compensation expense Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Current assets Assets, Current [Abstract] Agreement to sell, price per share (in USD per share) Sale of Stock, Agreement to Sell, Price Per Share Sale of Stock, Agreement to Sell, Price Per Share Treasury stock (in shares) Treasury Stock, Common, Shares Stockholder Derivative Lawsuit Stockholder Derivative Lawsuit [Member] Stockholder Derivative Lawsuit Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Share-based payment arrangement, option Share-Based Payment Arrangement, Option [Member] Vested (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Fair Value Disclosures [Abstract] 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Comprehensive loss Comprehensive Income (Loss), Net of Tax, Attributable to Parent Convertible preferred stock, shares outstanding (in shares) Convertible preferred stock, beginning balance (in shares) Convertible preferred stock, ending balance (in shares) Preferred Stock, Shares Outstanding Warrants Warrant [Member] Security Exchange Name Security Exchange Name General Use Facilities General Use Facilities [Member] General Use Facilities Award Type [Axis] Award Type [Axis] Exercised (in USD per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Series B Convertible Preferred Stock redemption Noncash Or Part Noncash Amount of Series B Convertible Preferred Stock Terminated Noncash Or Part Noncash Amount of Series B Convertible Preferred Stock Terminated Number of Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Lease Contractual Term [Domain] Lease Contractual Term [Domain] Property and equipment, net Total property and equipment, net Property, Plant and Equipment, Net Total liabilities Liabilities Schedule of Cash and Cash Equivalents Schedule of Cash and Cash Equivalents [Table Text Block] Exercisable (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Common stock, par value (in USD per share) Common Stock, Par or Stated Value Per Share Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Non-cash interest expense Non-Cash Interest Expense Amount of non-cash interest expense during the period. Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Expiration Date Trading Arrangement Expiration Date Cash flows from investing activities Net Cash Provided by (Used in) Investing Activities [Abstract] Securities Class Action Lawsuit Securities Class Action Lawsuit [Member] Securities Class Action Lawsuit Operating lease obligations Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Common stock, shares issued (in shares) Common Stock, Shares, Issued Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Maximum borrowing Line of Credit Facility, Maximum Borrowing Capacity Number of equity compensation plans Number Of Equity Compensation Plans Number Of Equity Compensation Plans Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Less: accumulated depreciation Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Subsequent Events Subsequent Event [Line Items] Total property and equipment Property, Plant and Equipment, Gross Exercised (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Research and development Research and Development Expense [Member] Common stock, shares authorized (in shares) Common stock, shares authorized to issue (in shares) Common Stock, Shares Authorized Class of Warrant or Right [Table] Class of Warrant or Right [Table] Accrued expenses and other current liabilities Accrued Expenses And Other Liabilities, Current Accrued Expenses And Other Liabilities, Current Basis of Presentation Basis of Accounting, Policy [Policy Text Block] Shares used in calculating net loss per common share - diluted (in shares) Weighted Average Number of Shares Outstanding, Diluted Other comprehensive income (loss) Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent [Abstract] Proceeds from secured lines of credit Proceeds from Secured Lines of Credit MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Supply agreement, number of doses Supply Agreement, Number Of Vaccine Doses Supply Agreement, Number Of Vaccine Doses Total stockholders' equity Beginning balance Ending balance Equity, Attributable to Parent Proceeds from issuance of debt Proceeds from Issuance of Debt License and Development Agreements Collaborative Arrangement Disclosure [Text Block] Lease renewal term Lessee, Operating Lease, Renewal Term Litigation Case [Axis] Litigation Case [Axis] Property and Equipment Property, Plant and Equipment Disclosure [Text Block] Collaborative Arrangements and Revenue Recognition Collaborative Arrangement And Revenue From Contract With Customer [Policy Text Block] Collaborative Arrangement And Revenue From Contract With Customer New Accounting Pronouncements or Change in Accounting Principle [Table] Accounting Standards Update and Change in Accounting Principle [Table] Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Earnings Per Share Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Number of shares authorized for grant (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Sale of Stock [Domain] Sale of Stock [Domain] Carrying value, net Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Document Fiscal Period Focus Document Fiscal Period Focus All Executive Categories All Executive Categories [Member] Professional fees Accrued Liabilities, Professional Fees Accrued Liabilities, Professional Fees Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Arun Upadhyay [Member] Arun Upadhyay Weighted average remaining contractual life Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term Assets Assets [Abstract] Other comprehensive income (loss) Other Comprehensive Income (Loss), Net of Tax Expected dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Document Type Document Type Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] GMP facility GMP Facility [Member] GMP Facility Weighted average remaining contractual life, options exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Subsequent Event [Table] Subsequent Event [Table] Maximum Maximum [Member] Preferred stock, outstanding Preferred Stock, Value, Outstanding Corporate headquarters Corporate Headquarters [Member] Corporate Headquarters Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Furniture and fixtures Furniture and Fixtures [Member] Antidilutive Securities [Axis] Antidilutive Securities [Axis] Accounts payable Accounts Payable, Current Accounting Policies [Abstract] Accounting Policies [Abstract] Leasehold improvements Leasehold Improvements [Member] Fair Value Measurements Fair Value Measurement, Policy [Policy Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Less: present value adjustment Lessee, Operating Lease, Liability, Undiscounted Excess Amount Statistical Measurement [Axis] Statistical Measurement [Axis] PEO Name PEO Name Number of warrants outstanding (in shares) Class of Warrant or Right, Outstanding Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Shares authorized (in shares) Common Stock And Preferred Stock, Shares Authorized Common Stock And Preferred Stock, Shares Authorized Award Type [Domain] Award Type [Domain] Name Outstanding Recovery, Individual Name Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Issuance of common stock for stock option exercises and restricted stock unit vesting, net (in shares) Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture Schedule of Potentially Dilutive Securities Excluded from Computation of Earnings Per Share Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Non-PEO NEO Non-PEO NEO [Member] EB-5 Loan Agreement EB-5 Loan Agreement [Member] Represents borrowings from the U.S. government's Immigrant Investor Program, commonly known as the EB 5 program (the "EB 5 Program"). Total accrued expenses and other current liabilities Accrued Liabilities and Other Liabilities Additional Paid-in Capital Additional Paid-in Capital [Member] Award Timing Predetermined Award Timing Predetermined [Flag] Subsequent Event Type [Domain] Subsequent Event Type [Domain] Collaborative Arrangements Collaborative Arrangement [Member] Restricted cash Restricted Cash, Noncurrent Recently Adopted Accounting Standards and Recent Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Net loss per share available to common shareholders â€" diluted (in USD per share) Earnings Per Share, Diluted Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Vesting percentage of the awards granted Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Number of operating segments Number of Operating Segments Option period purchase additional shares in underwriting agreement Sale Of Stock, Over-Allotment Option, Period Sale Of Stock, Over-Allotment Option, Period Convertible preferred stock, shares issued (in shares) Preferred Stock, Shares Issued RECENT ACCOUNTING PRONOUNCEMENTS New Accounting Pronouncements or Change in Accounting Principle [Line Items] Series B Convertible Preferred Stock redemption Stock Issued During Period Value, Termination Of Convertible Securities Stock Issued During Period Value, Termination Of Convertible Securities Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Granted in period, intrinsic value Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Grants In Period, Intrinsic Value Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Grants In Period, Intrinsic Value Interest rate Debt Instrument, Interest Rate, Stated Percentage Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period Unrecognized compensation expense related to options outstanding, weighted average period for expense to be recognized Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Net loss available to common shareholdersâ€" diluted Net Income (Loss) Available to Common Stockholders, Diluted Total revenue Revenue from Contract with Customer, Excluding Assessed Tax Non-cash lease expense Noncash Lease Expense Noncash Lease Expense Other income (expense), net Nonoperating Income (Expense) Statement of Comprehensive Income [Abstract] Statement of Comprehensive Income [Abstract] Aggregate Intrinsic Value (In Thousands) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest [Abstract] Agreement to sell, number of shares issued in transaction (in shares) Sale of Stock, Agreement To Sell, Number of Shares Issued in Transaction Sale of Stock, Agreement To Sell, Number of Shares Issued in Transaction Net cash (used in) provided by investing activities Net Cash Provided by (Used in) Investing Activities Loss from operations Operating Income (Loss) Research and development Expense incurred Research and Development Expense (Excluding Acquired in Process Cost) Total liabilities and stockholders' equity Liabilities and Equity Subsequent Event Subsequent Events [Text Block] All Adjustments to Compensation All Adjustments to Compensation [Member] Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] Employee-related Employee-related Liabilities, Current Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Prepaid expenses and other current assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Interest income Interest Income (Expense), Nonoperating Right-of-use asset related to operating leases Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Underlying Security Market Price Change Underlying Security Market Price Change, Percent Measurement Input Type [Axis] Measurement Input Type [Axis] Individual: Individual [Axis] 2014 Plan 2014 Ocugen OpCo, Inc. Stock Option Plan [Member] 2014 Ocugen OpCo, Inc. Stock Option Plan Accumulated Other Comprehensive Income AOCI Attributable to Parent [Member] Restricted cash Restricted Cash Warrants Warrants [Text Block] Warrants Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] Measurement Input Type [Domain] Measurement Input Type [Domain] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Operating expenses Operating Expenses [Abstract] Schedule of Major

Components of Property, Plant and Equipment Property, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] ResearchÂ and development Research And Development Expenses Current Carrying value as of the balance sheet date of obligations incurred through that date and payable for research and development. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). Beginning balance (in USD per share) Ending balance (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Liabilities and stockholders' equity Liabilities and Equity [Abstract] Number of lawsuits Loss Contingency, New Claims Filed, Number Forfeited in period, intrinsic value Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Forfeited In Period, Intrinsic Value Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Forfeited In Period, Intrinsic Value Minimum Minimum [Member] Restatement Determination Date Restatement Determination Date Less: unamortized debt issuance costs Unamortized Debt Issuance Expense Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Adoption Date Trading Arrangement Adoption Date Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Borrowing increments Line Of Credit Facility, Borrowing Amount In Each Draw The amount of borrowing that can be borrowed each draw from a line of credit Beginning balance (in USD per share) Ending balance (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Beginning balance (in shares) Ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Property, Plant and Equipment [Abstract] Principal outstanding Long-Term Debt, Gross Exercise Price Award Exercise Price Lease Contractual Term [Axis] Lease Contractual Term [Axis] Net Loss Per Share of Common Stock Earnings Per Share [Text Block] Arrangement Duration Trading Arrangement Duration Subsequent Event Subsequent Event [Member] Number of leases Lessee, Number Of Operating Leases Lessee, Number Of Operating Leases Stockholders' equity Equity, Attributable to Parent [Abstract] Granted (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] All Individuals All Individuals [Member] Depreciation and amortization expense Other Depreciation and Amortization PEO PEO [Member] Name Trading Arrangement, Individual Name Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Property, Plant and Equipment, Type [Axis] Long-Lived Tangible Asset [Axis] Plus: accrued interest Interest Payable COVAXIN Preferred Stock Purchase Agreement COVAXIN Preferred Stock Purchase Agreement [Member] COVAXIN Preferred Stock Purchase Agreement Treasury stock, at cost, 121,500 shares at JuneÂ 30, 2024 and DecemberÂ 31, 2023 Treasury Stock, Common, Value Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Total non-current liabilities Liabilities, Noncurrent Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount OpCo Warrants OpCo Warrants [Member] OpCo Warrants Local Phone Number Local Phone Number Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Total operating expenses Operating Expenses Schedule of RSU Activity Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Weighted Average Remaining Contractual Life (Years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract] Changes in assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Non-current liabilities Liabilities, Noncurrent [Abstract] PEO Total Compensation Amount PEO Total Compensation Amount Conversion ratio (in shares) Preferred Stock, Convertible, Conversion Ratio Accrued Liabilities [Line Items] Accrued Liabilities [Line Items] Accrued Liabilities [Line Items] Property, Plant and Equipment, Type [Domain] Long-Lived Tangible Asset [Domain] Schedule of Major Components of Accrued Expenses and Other Current Liabilities Schedule of Accrued Liabilities [Table Text Block] Income Statement Location [Axis] Statement of Income Location, Balance [Axis] Cash, Cash Equivalents, and Restricted Cash Cash and Cash Equivalents, Policy [Policy Text Block] Payment of equity issuance costs Payments of Stock Issuance Costs Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Debt Disclosure [Abstract] Debt Disclosure [Abstract] CommonÂ Stock Common Stock [Member] Measure: Measure [Axis] Impairment of Assets Impairment or Disposal of Long-Lived Assets, Including Intangible Assets, Policy [Policy Text Block] Issuance of common stock for stock option exercises and restricted stock unit vesting, net Shares Issued, Value, Share-Based Payment Arrangement, after Forfeiture Convertible preferred stock, shares authorized (in shares) Preferred stock, shares authorized to issue (in shares) Preferred Stock, Shares Authorized Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Issuance of common stock for capital raises, net (in shares) Stock Issued During Period, Shares, New Issues Preferred stock, measurement input Preferred Stock, Measurement Input Preferred Stock, Measurement Input Entity Emerging Growth Company Entity Emerging Growth Company Equity issuance costs Noncash Or Part Noncash Amount Of Equity Issuance Costs Amount of noncash or part noncash amount of equity issuance cost Entity Central Index Key Entity Central Index Key General and administrative General and Administrative Expense [Member] Lessee, Lease, Description [Table] Lessee, Lease, Description [Table] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Equity Equity [Text Block] Accounts payable and accrued expenses Increase (Decrease) in Accounts Payable and Accrued Liabilities Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] Convertible preferred stock, par value (in USD per share) Preferred stock, par value (in USD per share) Preferred Stock, Par or Stated Value Per Share Current portion of long term debt Less: current portion of long term debt Long-Term Debt, Current Maturities Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Stock-based compensation expense APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Title Trading Arrangement, Individual Title Statement [Table] Statement [Table] Summary of Significant Accounting Policies Significant Accounting Policies [Text Block] City Area Code City Area Code Current liabilities Liabilities, Current [Abstract] Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Fair Value, Inputs, Level 1 Fair Value, Inputs, Level 1 [Member] Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Preferred Stock Preferred Stock [Member] (Payments) from issuance of common stock, net Payments for Repurchase of Common Stock Exercisable (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Long term debt, net Long term debt, net of current portion Long-Term Debt, Excluding Current Maturities Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Weighted average grant date fair value (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value Subsequent Event Type [Axis] Subsequent Event Type [Axis] 2028 Lessee, Operating Lease, Liability, to be Paid, Year Four Earnings Per Share [Abstract] Earnings Per Share [Abstract] Equity [Abstract] Equity [Abstract] Accumulated deficit Accumulated deficit Retained Earnings (Accumulated Deficit) Forfeited (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price Supplemental disclosure of non-cash investing and financing transactions: Supplemental Cash Flow Elements [Abstract] General and administrative General and Administrative Expense Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Present value of minimum lease payments Operating Lease, Liability Net cash (used in) provided by financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount PSUs Performance Shares [Member] Amendment Flag Amendment Flag Entity Registrant Name Entity Registrant Name Loss on disposal of fixed assets related to COVAXIN Gain (Loss) on Disposition of Property Plant Equipment Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Impairment of advance for COVAXIN supply Other Asset Impairment Charges Schedule of Restricted Cash Restrictions on Cash and Cash Equivalents [Table Text Block] 2019 Plan Ocugen, Inc. 2019 Equity Incentive Plan [Member] Ocugen, Inc. 2019 Equity Incentive Plan Foreign currency translation adjustment Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent Machinery and equipment Machinery and Equipment [Member] Fair Value as of Grant Date Award Grant Date Fair Value Subsequent Events [Abstract] Subsequent Events [Abstract] Number of shares issued in underwriting agreement (in shares) Sale of Stock, Number of Shares Issued in Transaction Debt Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Issuance of common stock for capital raises, net Stock Issued During Period, Value, New Issues Entity Address, Postal Zip Code Entity Address, Postal Zip Code Schedule of Stock-based Compensation Expense Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Basis of Consolidation Consolidation, Policy [Policy Text Block] Collaborative Arrangement and Arrangement Other than Collaborative [Axis] Collaborative Arrangement and Arrangement Other than Collaborative [Axis] Restatement Determination Date: Restatement Determination Date [Axis] Collaborative Arrangement and Arrangement Other than Collaborative [Domain] Collaborative Arrangement and Arrangement Other than Collaborative [Domain] Title of 12(b) Security Title of 12(b) Security Common stock; $0.01 par value; 295,000,000 shares authorized, 257,542,624 and 256,688,304 shares issued, and 257,421,124 and 256,566,804 shares outstanding at JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively Common Stock, Value, Issued Share-Based Payment Arrangement [Abstract] Accrued Liabilities [Table] Accrued Liabilities [Table] Accrued Liabilities [Table] Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Accrued Liabilities, Current [Abstract] Accrued Liabilities, Current [Abstract] Forfeited (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Cash flows from financing activities Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Non-cash (income) expense from collaborative arrangements, net Noncash Income (Expense) From Collaborative Arrangement Noncash Collaboration Revenue Convertible preferred stock; $0.01 par value; 10,000,000 shares authorized at JuneÂ 30, 2024 and DecemberÂ 31, 2023 Preferred stock issued Preferred Stock, Value, Issued Number of Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Cash and Cash Equivalents [Domain] Cash and Cash Equivalents [Domain] Net loss per share available to common shareholders â€" basic (in USD per share) Earnings Per Share, Basic Proceeds from issuance of common stock, net Proceeds from Issuance of Common Stock Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Stock options to purchase common stock Equity Option [Member] Expiration period Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period Purchases of property and equipment Capital Expenditures Incurred but Not yet Paid Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Net loss available to common shareholdersâ€" basic Net Income (Loss) Available to Common Stockholders, Basic Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Total assets Assets Concentration of Credit Risk Concentration Risk, Credit Risk, Policy [Policy Text Block] Units granted (in shares) Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Over-Allotment Option Over-Allotment Option [Member] Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Other non-current liabilities Other Liabilities, Noncurrent Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Commitments and contingencies Commitments and Contingencies Stock-Based Compensation Share-Based Payment Arrangement [Policy Text Block] Termination Date Trading Arrangement Termination Date Class of Warrant or Right [Domain] Class of Warrant or Right [Domain] Nature of Business Nature of Operations [Text Block] Initial exercise price (in USD per share) Class of Warrant or Right, Exercise Price of Warrants or Rights Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two Stock-Based Compensation Share-Based Payment Arrangement [Text Block] Entity Address, City or Town Entity Address, City or Town Leases Lessee, Leases [Policy Text Block] Debt Instrument [Axis] Debt Instrument [Axis] Schedule of Stock Option Activity Share-Based Payment Arrangement, Option, Activity [Table Text Block] Redeemed Series B convertible preferred stock Preferred Stock Dividends and Other Adjustments Exercises in period, intrinsic value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Stock-based compensation expense Share-Based Payment Arrangement, Expense Net loss Net loss â€" basic and diluted Net loss Net loss Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Granted (in USD per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Loss Contingencies [Table] Loss Contingencies [Table] Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Entity File Number Entity File Number Cash and Cash Equivalents [Axis] Cash and Cash Equivalents [Axis] Series B Convertible Preferred Stock Series B Preferred Stock [Member] Document Fiscal Year Focus Document Fiscal Year Focus Entity Address, Address Line One Entity Address, Address Line One Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Effect of changes in exchange rate on cash, cash equivalents, and restricted cash Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Other Other Accrued Liabilities, Current Leases, term of contract Lessee, Operating Lease, Term of Contract Name Forgone Recovery, Individual Name Options exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value Remainder of 2024 Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year Document Period End Date Document Period End Date Sale of Stock [Axis] Sale of Stock [Axis] Other Other Noncash Income (Expense) Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Total Lessee, Operating Lease, Liability, to be Paid Beginning balance outstanding (in shares) Ending balance outstanding (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Insider Trading Arrangements [Line Items] Schedule of PSU Activity Share-Based Payment Arrangement, Performance Shares, Activity [Table Text Block] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount 2027 Lessee, Operating Lease, Liability, to be Paid, Year Three PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Adjustment to Compensation: Adjustment to Compensation [Axis] Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Subsidiary or Equity Method Investee, Sale of Stock by Subsidiary or Equity Investee [Table] Subsidiary or Equity Method Investee, Sale of Stock, Type [Table] Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report Litigation Case [Domain] Litigation Case [Domain] Fair Value, Recurring and Nonrecurring [Table] Fair Value, Recurring and Nonrecurring [Table] Accumulated other comprehensive income Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status Accumulated Deficit Retained Earnings [Member] Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Shares used in calculating net loss per common share - basic (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock

Price or TSR Estimation Method [Text Block] Subsidiary, Sale of Stock [Line Items] Subsidiary, Sale of Stock [Line Items] RSUs Restricted Stock Units (RSUs) [Member] Increase (Decrease) in Stockholders' Equity Increase (Decrease) in Stockholders' Equity [Roll Forward] Category: Executive Category Option [Axis] Name Awards Close to MNPI Disclosures, Individual Name Construction in progress Construction in Progress [Member] Entity Filer Category Entity Filer Category Options, vested in period, fair value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested in Period, Fair Value Income Statement Location [Domain] Statement of Income Location, Balance [Domain] Purchases of marketable securities Payments to Acquire Debt Securities, Available-for-Sale Loss Contingencies [Line Items] Loss Contingencies [Line Items] Company Selected Measure Name Company Selected Measure Name EX-101.PRE 10 ocgn-20240630_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 11 ocgn-20240630_g1.jpg GRAPHIC begin 644 ocgn-20240630_g1.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ _ VP!# (! 0(0(@(" @(" P4# P,# M P8$! ,%!P8'!P<&!P<("0L)" @*" <'"@T*"@L,# P,!PD.#PT,#@L,# S_ MVP!# 0(" @,# P8# P8," <(# P,# P,# P,# P,# P,# P,# P,# P,# P,# P,# P,# P,# P,# S_P 1" #Z :<# 2(A$! Q$!_\0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN? HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)40!=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#] ,**** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HKEOB9\'_ M W!C*MJ5_%;%_\ =#$%C[&OG[Q]_P69^ _@^-UTSQ!JGC*\4X^R^']*FNG M/_ V"1_^/TG)+ <\S&YUE^#TQ5:,'V;Y# _W[%1[1'S6(\0LHI_PN>H_[:_ %I+\3]3Z* %SQ3\4/V_OB'U[(\@*$^*+BFZ&7UY>L>]7\N8 =O5_&>C^'T)O]5TVR"]3< 721@?7!: MW^UA\+ #>? MWQ$\$VN.OF:W;#' CJ?@%J?[!OQOL&S-\)?B.YP#E/#]U+[?P MH:YO6OV9_B1X<4G4/A_XWL O4W.A746/^^D'H?RJ?;/L?.XGQ>S.&V7./^)R M_P#D$?OW>_\ !1#X%Z>/WOQ8\"_\!U:)_P"1- 9\W_!3GX 0;L_%CP>=HR=MW MN_D*_GIU7P_?Z#)MOK*[LVSC$\+1G/X@53J?;,\6?C9F:=OJT%Z\W^:/Z%O^ M'JG[/\ T53PW_Y%_P#B*O1_\%-/@#*V!\6/!WKS>X_F*_G;HH]NS->-N:[: M%/\ \F_^2/Z-+#_@H7\#=2(\KXK^!#GINU>)?YD5U.A_M0?#;Q+C[!X_\&7> M[H(M9MV)_#?7\T5%'MV=-/QPQJ_B86=]-?YG]1FE^(;#7$#65[:7:GD&"99 M ?R-7* _EML=1N- +N%EMIYK>5&#*\3E&4CH01WKU;PI^WS\;/!4,<>G?%7QY% M%$ J1R:S//@'0!9&8 >V*KV_=*KX7QQP[_WG"-2X9)_FHG]'E%?@]\//^"W MW[0W@)8DF\4Z=XBABQ^[U;2X9-WU>,)(? ^^J^@/AU_PKZ592I_XH__ "/,?K#17QC\'O\ M@N[\!_B9B+5K_7/!-T0/EU>Q+1,>^)(#(OXMMKZ>^$W[0/@?X[:,]K\&^+/# M_B6$#+_V??1S/%_OH#N0^S 5HI)['V^7<099C_\ N7$X[#X=7$X47?__"/. MQ^,X+ QYL75C#U>OR6[/]"D)P*_,GXI_\%EO' BB>6/PQI&C>%9[-N$>13>W2 MCW9L)_XY^=>/:Y\3_C?^TO,;F2_\=^)(9?E"6,7QE[/!TY59>2LOQU_\E/UE\=?M$^ _AG;22:]XP\. M:9Y0YCFOX_-/LL8.]C[$UXMX]_X*B?!"WAVMJVJZX(\BLK&<*_;G?L4^V? MPKX4\&_\$W_C/XYA%Q#X*O+**0\OJ-Q#9MGU*2.' ';7H?A[_@C;\4M3 -]? M^%=,!ZAKR25A^"QX_6N26=YO6_@8>R\T_P!;(\NIQ7Q+BE_LF!Y8O^:,G^+Y M5^!V/BO_ (*3?!?2]1DOO#_P1L-4U*5]SW6I6UI;2,?[Q<),Q/U_.J$W_!:7 MQ!91"+2O /AO3X$&$C-Q(X0?\!"#]*? 9_P#!$OQ;(/W_ (TV\?[EM, _^%:E MI_P0_P!3?_7_ !%L8_\ KGH[O_.85RREQ'4>BM_X"CS.3C63;I4^2_94X_\ M!_$XG5/^"S'Q1NF/V;2_ "-HI];2:0C\Y:QKG_@KK\8YWRMYX?A]DTQ$XCENY?\ @4?\ MS&66\<3U;G_X,@ORD>*R?\%8_C2[DC7-+0'^$:5!@?FM)_P]@^-7_0>TS_P4 MV_\ \37L5Q_P0\O%SY7Q)MGYXWZ$RY'X3FLN]_X(C>)8S_H_CG0Y?^NEE*G\ MB:R>#XA6[E_X$O\ ,YY97QK'=U/_ 8O_DCSJV_X*W_&6#&[4=#FP,'?I<8S M^6*U=/\ ^"Q_Q8M,":U\(W0'4M82*3_WS*!^E:>L_P#!%WXC6@_T+7O"=$Y_ M%--%_P"TS7):U_P27^,^E$^3I&D:B!WMM4B&? ^_A2LFL_I(_P"?^9S27&5' M?VOXR_S.WM?^"T?C*2W\N_\ !WA6]5AAP#,@?\"S"]L/_!27X=^*;K_BJOV? M_!=\)\ 63PK;LY_X"]OS_WW7BWBW]A/XO\ @F7;?> /$#?[5I$+Q! P*$N/ MUK@? %'PT\1^"(}^LZ#K.DIG&Z\LI(5S]6 %8/.LXHO\ >2DO6\1 M4M,4Y:?SP3_]*B?5.L_$_P#8N^+\8B\0?!N?0V;DS65B+/!_W[297/XBN?O/ MV'OV)?BY,L.A>.O$/@NZEX03WDD<"? [S743*/QD%?+=%;T^+L8OCC&7R_P F M<,^(J=;_ 'O!T9^?L[/[XM'TIXG_ .#?K0?&6G-_GV\C8_[]G*\0^(W_!"G]H'P*[_8M&T+Q1$O(?2M53+?\ 9A&WZ5@:=J- MQI%V+BTGFM9UZ20N4I1XPDM2:]'?\[&$H<+XE_OL).CYTYW_G_)QO\3/V>O'?P9O M98/%?@[Q+X>>%BK&_P!-E@0X[]+M8>X)!]:XZOUO^'G_!97Q)%!]B\<^$M# M\3:?(NR5K7- K*WNRMOC;Z87ZUHZSJ'[&7[9-[' PD_A*#P)KLX,?VF* Z6"3 MW:6W/DD_[4HKV\-G> KZ0J6?9Z?\ Y9\#Y;BMGKJML2@ZL98\A.G1]I]J6SM?H?.9MP7G.7+ MVF(H-P_FC[T? 6ZO;YV/$JM:+KE[X;U2&^TZ[NK']MVWQ7%M*T4L1]592"#]# M57-%2?+IN+NMSZ>^ ?\ P6!^._P#,<$'7BZ3Q/IBN&:R\0)]N!'<"4D3*/8/C MVK[<_9U_X.(_!_BDI9_$KPKJ'A:Y+!1? Z4WVZS8>KH=LB?\ ?,_"OR/HJU4 MDC[+)_$'/45W5?R[>&O%6I^-#C8U4!2O])U"'F.ZLKA[>:/\ W70A MA^!K[7_9=_X+S?%;X/7%E8>-DMOB'H,(6.1KG&$IJ@&,K.HP[>OF*Q;NPSFM MHUEU/U_(?&?!UK4\UINF_P":.L?FOB7_),?ME17SC^RE_P50^# _.UG%%;: M7X@CT'Q Y53HVM,MK7B,UI4Y>RI)U)]HZ_>]E M\SY_'<+18>C4>'P\76J_RPUM_B>T?F_D?0GQ\ ;D^&_[.GGP: [KT5QJ\'!TJP M'VB\R1D!E!PG&.7*CFODOQE_P4[^*O[15 /HOPE\&W=CAQKG&XD M#RX@>F2#[&OO@Q_P29^&OPXN$O=?^V^-M2!+%]0;R[;<> _DJ>?^!LWYU])^ M&O"FF>#- *2QTC3K+3+.(82"U@6*-?P4 5Q2PV9XR^+-4H]HZR^_ "/*J8/ MLP_WBJL!_9A[T_G+H_\)^<.A?\ !_ XV_M(:VNM?$7Q NFM(N7,[U6\:]NU! M[)$A*H/]G!IOTGEWD[_ / UP? N449>TJ0=6? >;YK^JV_ \U^'[*GPO^ M%\ZS:-X'\6]ROW;B2T6>9?H\FYA^!KTB-!$@50%51@ # IU%>U2HTZ:Y:< M4EY*QJ30PM&A'DHO45V22_(****T-PHHHH **** "BBB@ HHHH *;)&LL95E M#*PP01D$4ZB@#$[QU^RA\-/B5(TFM>!O#-Y.WWI_L$<0?$3_@D M;\)/&8+Z=;ZUX8FP<'3[S?&3[I*_)2*^H**XJ^6X2M_%II_+]3R<7D.78J_ MMZ$9>=E?[]S\Z?B' P $3M?L(99?"WC'2]2*\I!J- N]JS#TWIO&?P]Q7SS\ M2_V$OBQ*//?4_!>K36UNI=[FP07L(4=6+1%L#'SC'>OV O$MQ8W0&Z*PU9?-@< _W?.0 M;D'N5>OF<9PAC*6M%]:^Y_< _\SX+,_#/,\.N;#-55Y:/[GI]S9\& OB7XA^ M%NMC4?#>M:GH=\, S65PT3.!V;!PP]CD5]0_!'_@L+X[\#(EIXNL+'QA9#CS MSBUO\'^\HV-^*9]Z\5^- P"QA\2/V?'>3Q#X;NQIZMM&HV?^DVC?5U^[]&"F MO+:\:EBL=@)\L6X/M_P'H? +8?,K[.$I4FOLO;_P%Z/Z[C[PU_X6_LB?\ M!1"&3S+*V'_ (TU1U'FP!-*O&G@8ZV\Y)XY!8Y[$U\K_M3?\$&?BE\&8Y= M2\$S6WQ%T9\+':XZ?ZMB>OR@#)\WKVS]GK]O_P")'[.TT4%C MK#ZQHJ? *=,U-C/"%_P!AB=T?_3CV-?3X'BY/W<9#YQ_5?Y?<=U;,,ES7WNM+U>PO=+U.QD,-S:7<#0SV[CJK MHP#*1Z$51KJKXOCA^SO_ ,%*]"@T#XF^';'0O%=Q'Y,,_]R1%+&Y/'V>]4 ^F M%? &3QM;O\K?MB_\ !!#QG\,5FUOX57I\=:$$,ITZ7;%JD SP$_@G&.X*L>@4 MU]=AZU+$0]I0DI+^MT>!FGAWBHTGC,HFL31_N_&O6&_W?PU&SNK"^M7,AJI6A^=M-.SW%!VG(KZO_ &1?^"Q? MQ<_9LRM))#&.@AG_I0B^ !W*!QMX&/D^BFFUL>CEP M;XW+JWM\#4<)>3W]5LUY,_H!_8Z_X*M?"G]L*.ST^RU4>&_%MQA#H6]NL4TL MGI_W)AQOM.[U45]+U_+3#,]O*KHS(Z'* MT_[>CT]5]R/W%HKR7]EC]MSX&C?^"=>ANKF$ W6F7&(;^RS_P](BS3NF%%%%!T!1110 4444 %%%% !1 M110 445Y[XI^)NL^*KZ31_ 5K:WERC/#=ZU>!O[-TQEX(&,&XE!R-B' (.]E MZ'.I44%J8UJ\:2O+?HEN_1?U;KH:OQ>^.'AGX&>'O[1\1ZE'9K(=MO;HIDN; MQ^R11+EG8G X'?G%>)ZO#\9/VO?W=JTWP>\ 7(VL\J[_ !!J,?4D*"!;AN@Y M##DG<.*]4^&G[->C>"/$0\1ZI<7? BSQFR%)-=U7$D\8.K7_(SY8_RK=^K_$7WL\NI@L1C-,5)PA)%ZO_!26ORC;_$T> M5? ?]B_X??LJ]9M+T5+G5#NEU74#]JO9#W/F,/ESW" "O5:**ZZ-"G2CR4H MI+R/2PN$H8:FJ6'@HQ71*P4445J= 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% #9H5N(F1U5T8896&01[BOGO\ : _X)F_# M/XYM'_5M[D ,?[U?0U% <^)PE'$1Y*T5)>9Q8[M+L+C:?LL534UYK\NWR/RE^*'_!)7XL^"]?,&AV%EXML&),=W:7<-L0 >-\'F# MP555\+7JQDNSC^/N:KR9_\ [1G["/P\ ;P\#6]SXY\'7'A_Q&8B(KV-X8]4 ML&Y&UI8F=)5SR%8LOL#7Y*?MQ_\ !(SXD?L<-<:O;PMXR\%(S$:OI\!\RT0= M/M,/)CX_B!9/]H<"OWKI"-PP>0>HKZ%TDUKN:\3^'V69U#GJKDK?SI*[_P 2 MT4OS[-\M%%?L]^WK_P0U\) '1;OQ'\,/L@KQ40TLNG[2FE:D_7[@^0Y/= M!MYY7O7YTW/ 2?_:&MAXS\+M>8QL5)1X64XXX(?!'N*YY0DF?S?GOA_G6 M65_9.BZD7M*"+A)Q?JK?BK/S/Z _"OBS3"/AZUU;1M0L]5TR^02VJW: M3+++#,I[JRD@UH5^,7[%GPU_;)_8>\!I'_#?P\\07_ (>N)O-OM!O71K*Z)&"P M ?,6FK:SX4UOP7JKY2ZTK5 GFP..I5D)5T M/4,/Q .173"5]S^EN%^*)9K2MB,/.C56ZE&27K&323]-Y=3KZ***L^M"BBB M@ HHHH **** ,;?O#LOBF4V]U,T6E@C?!"Q5[OCD.X.0F2/E'7')P2M:>G:= M;Z18Q6MK!%;6T"A(HHD")&HZ < 5- 14J*3OU(4(J7-U"BBBJ+"BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HKY@_;/ ."N?P=_8HO9))UK5I_$'BJ% QT/156XN(B>@E&H&8[&OI)M2F1>W(,2Y_X#CVKZS*."_X MS&"JT*5H/K+W4_2^K^2/ELVXSRC+YNG7JWDND=7\[:+YL_:^BOP!'_!P7^TJ M+KS/^$@\-[:*A+R4O\TE^)XM'Q.R6Z=PHHHKC.I***XGX] M M%>"OV8? %QXF\=>(;#P]I$'RB2X?YYW[}$@RTCG^ZH)ZGH":TI4IU9JG235MH^0O0@M("<\]N*^F96<_K7 MWF#\,\\Q$%.4(PO_#/7[E>WS/AL9XD9)0DX1FY_X5I][M^!^^-%?@QX5_X. M+?VAM!G0WI$:W&#\RW6CF,L/K%(F/RKZ/\ V9/^#E5?&/CC3=#^(7PZ^Q1: MG/':QZAH- YYICD=@HW02X^7)Y(DR,=#4XWPTSS#P%,WQ-&-?#X>4H2 MV:ZG@XKBC*L-5=^O7C&4=TWL?H?17A/["?\ P4%\& _\ !07PCKNL^#=/\1:? M;>'[Q+*X75X(HG=W3>"HCD<$8]2*]VKR,7A*V%K2P^(CRSCNGT/6PN+HXFDJ M^'ES1>S74**<5\=_ME?\%N?@W^R-JE_H<5W=>.?%MB3')IFBE6AMY,9V37! M.Q/0A= [+W6M_$G(E+EYWZ\K_P"'_ ; M>BOSI_96_P"#C7X8_%>XM]-^(NC7_P .]3E?8+Q9/M^EMZ%I JR1_BA_O5> M _# _.#C?X-_#&2XM/!NE>(?B']$60DD*C3]/=O3SI09/Q6%A7CO@K/%7^K? M5INN,LE=#ZQ]8CR_C_X#\7X'Z$45^.E]_P '0?BA[DFV^$>@ M1P]EEUR9V'XB(_E7Z-_\$[?VK]1_;8_95T3XB:GHEKX?N=8N+J+[';SM-&B MPSO$"&8 \[<]*C..$,URN@L3C:? +%NWQ1>KN^C?8O*>+,LS.N\@ZG-)*^S6 MFBZI=SW"BBN-^./[0?@O]FSP1-XB\<^)-+\-Z3%P)KR8*TS?W(T&6D?_ &4! M/M7SM*E.K-4Z:;]D]DM6SZ"I5A3@ZE1I);MZ)'945^:GQV_X.7? AOX/FDMO / M@SQ%XSF1MOVJ^F72K1A_>7Y9)&^C(E>._P#$4#XK^T_\DE\/>3GI_;4V['U\ MO'Z5]AA_#W/ZT.>-"R\W%/[F[GR.(X^R*C/D=>[\E)K[TK'[5A3>CP)_P"# MESX;^,)HK;Q]X,\1>#)G;:;JQF35;11_>;B.5?HJ/7WS\#_VA/!7[2?@F'Q# MX&\2:7XDTF;@RVDNYH6_N2(K<5Y11J2I5<1%2B[-7V:/T/HKYE\=_\%^(-? GTZ+QAIR:EIFB>4LVL2Q,,C=!&S!/3^$%G):EL.^G MZ^R2/(4*\!#'HV7KTUW^5! P6_\ @/\ M-:S::0NMWO@S7+UO+AL_$<^6]2O MV59U9H ,D5>8<$9W@X>TK8=\]ZJTO_26S/ <9Y+C)^SHUUS=G>/_ M *4E<^OJ*16#]"""",@CO2U\J?4!1110 4444 %?F+_P6N_X+!WGP1O;WX1_ M"W4EA\4-$8_$.M0-E](5U_X]X&[3E6RSCF/@**#\K]H?\%"?VJH/V-/V2?%OC MGS+8:I:6_P!ET>&9@/M-]+\D*@?Q8)+E1_#&W8$U_,_XF\2W_C+Q'?ZOJEU- M?:EJ=P]U=7,S;GGE=BSNQ]2237ZKX:<*4\?5EF&+C>G!V2>SEOKY+\6_(_+_ M !'XIJ8&E' 825]DU=M;]EYO\$O,K7M[-J5Y+<7$LD]Q.YDEED8L\C$Y+,3 MR22JBNW=OHOO\ 0_+N&>#L9G3]ADZJSE0!,N>JR9X)P5)S7Q>]\7Z$ZMJCB\.X1?52YK?#R_KH? 8XWPEK0I.6%Q"E+LX\M_G=_UU/YNK*^FTV\BN+>66 M"Q<<2R1QL5>-@<@@CD$'O7[(?\$4?^"PU[\8-3T_X0?%/4?M'B(QB'P[KD[M/J05?^/:=B?FFP/E?]^"#\V"WY; +7O[*GB7]C'X\:SX#\41@W>G-YEM=QH M5AU*V8GR[B//.U@#]&#*>0:\[T;6+KP]]JK?V,\MK>V,R7%O/$VUX9$8,KJ> MQ! (/M7W^=Y+@<_P'*[-25X372^S7EW74^$R7.<;D6/YE=6=IQ?6VZ? GV9_6 M?17A/_!-S]K1?VTOV0/"OC651'J[1'3]8C'1;V#Y)6'^R_@*82 =]JVK^4L M9A:F%KSP]96E!M/U1_4>$Q5/$T(8BB[QDDUZ,\F_;0 ;#* L0? W4/&OBF4 MND/[BPL(F'GZG2:IC_X+1? ML77[7O[8&JV=I/GPAX"EET71HD8[965L M7%P1G&Z212 1CY(X^^<_(=?T;P!PC2RW"QQE>-Z\U??[*?1>??[NA_/7'G%E M3,<5+"4':C!V_P 375^7;[PJ2UM9;VX6*&-Y97X5$4LS?0"OM?\ X)*? \$D+ M_P#;OUQ_%7BI[W1OAII,XCDEB4I/K3>NODEZD<-^'V,S2BL34E[.F]FU=OS2TT\VS^6W4=*NM(N#%=VT]K*.J31E M&'X&MSX._P#)??"W_88M/_1R5_5#XG\&:/XVTM['6=)TW5[*4%7M[VU2XB<' MJ"K@@_E7RC\=O^"(7P,^+&L6FLZ!M'\"WB"PO8[Z&YT$"*V=DV/[O8<= M$"$=CVKP<)XMX2LG3Q=%T[]4^9?/1[KGNXKPIQ=%JIA:RG;HUROYM:??8^P M:_7_@X1_P"4D>L_]#6]SF[W(GLZ'TUNRG\Q7\Y?] TCX58R=;)G3G]B;2]+*7YMG M\[>*&$A2SA5(?;@F_6[7Y)'ZR_\ !L/\:I5U#XP_#R>1V@>.V\0629^6-@3! M\1(#A)/"EQN'KBXM\5^C?\ P6[NGM?^'8GQ.*$J7BL4./0W M]N#7P'&& I2XOA2:TJ2IW^=D_P C[SA"5(\)SJWUIQJ6^5VC^=>65II&=V+ M.Q+,S'))/'+3Q1_P4^^%EO>[3%#<7UXBD?>EAT^YECQ]'13^%?O6:XMX7!5L3'[$9 M2^Y-GX7E>%6*QM'#2VG*,?O:1^__ ,!/@GH'[.P/\.>! #D+1:/X:L8[*W+ MX,DNT?-(Y +NV68X&2QXKKZ** C:I4G4FZE1W=:V^[9_7U.G&G!4X*R6B7D M%%%%06%?S_\ !P- P I*?$7_8)TE_M K^?_ /X.!O\ E)3XB_[!.G?^ MB!7Z;X3_ /(ZE_U[E^<3\V4_P#D3Q_QQ_*1\3U^\?\ P;E?\H\I?^QO_P#T7;U^#E?O' P;E?\H\I?^QO_P#T7;U^C>*G_(D_[?C^1^?>%_\ R.O^W)?H M?>M%%%?S8?T4?B7 ,',_P#R=GX'_P"Q6' I5-7YMU^E/_!S7&%_:I\!-W;P MP0?PNI?\:_-OZOX%_Y$.&_P_JS^6N-_^1[B?\7Z(_9O_@V%_P"2"?$__L/V MW_I/7T1_P7'O9+/_ ()C_$;R_O18QOC^Z;V#_"OG?\ X-A?^2"?$_\ [#]M M_P"D]?8G_1$WX-W'QY_8&^*'AVSR;Y]%DO[0,F66U*W*QCWZ'L>14IU>$3ZA(O^"GGPRAN MU#1PRWUT@/:2*PN9$\ WTJU\H5ZI^Q#+0*?8OV7>VLO ?CRY6= ['PJLC2^*4))>KBTC\$R6O3H9A0K5?AC.+?HF MFS^H2BLWPAXNTSQ]X6T_6]&O;?4M)U6W2ZM+J!P\<\;C*LI'8@UI5_'$DXOE MEN?UXFI*ZV/R%_X.A- #MD\2?"+4@@%Y);:C;,XZM&K0,H/T+-C_>-?E#7WC_M ,'!'[5^F?M"?M?6?AO0;E+W2?AS8MILMQ&X>..:^D??<;2.H4+$A_P!I'KX. MK^KN!<-5P^18>G65G9OY-MK\&? RWQOB:5?/,14HNZNE\TDG^*/U]_P"+'3^ CL/I"1WR/P+K^GO#7'PQ M&1TZ:>M-N+^^Z_!H_FOQ&P,L/GS_(-WOB,GC+_@GE:Z M3Y@:7PGKM]8,N>461AX:W\#^.HX[M'4I^]JZ?.A8P7)&?N@NRL>RN3SMQ7] FG:C;ZQ80W5I/#=6MR@EAFBY5?,GZ[KU3_1]3]>X!SBEC .I-?#;Z(^V/B7_@X- M^*]K\\ _@G3K&C23*E[XTU6QTNVCS\SA)ENI#CT"0$$_P"T!WK\!Z^VO^"W M/ !0JR_;3^/UIHGA6Z2Z\">!1);V-RA^74[E\>=<#C[GRJB>H4M_%@?$M?U+ MX?9-4R[)XPKJTYMS: [7LDON2^9_;*!4<PS:4Z+0^"44^]KMO[VS]*O^#9 MP9_P#[M1594VM]BB!CMCCKM;,L@/<2@],5]T^(_#UEXN\7VE:E;1WFG:G/R6EU!)V M>*12KH?8J2/QK\8XOSJ,N)I8NGJJ4HV_[% M2/WJ2_R9_.T'5P6+3:M.G+\8O_-']; .117YF?\ !&/_(+#:IX^^'NB?"CX MGZS#!BW2$33]%U6^F(AUN$#$<;R-PLZ@!?F/[SY<'=P?TR1Q(@92"",@@\& MOY'SO)<5E>*EA<5&S6SZ27=? UILS^KLFSG#9GA8XK#2NGNNJ?9_UKN+117!_M'S]I[P#^R_X0DUOQWXITCPY9(#Y8N9P)KDCG;%$/GD;V4$UYE&C4K35.E%RD M]DE=L]&K6A2@ZE5I16[>B.\K\"/^#A72Y-/_ .C^JRN'%O=#T^:,^H$93^: M&OW4^7Q5T;XX_#'0_%_AZ=KO0_$5FE92LFQGB<9&5['U:OR7 .#G+X*7 M%A3/AS\0X8I=-H%U(H_UM_#0Q4>6VFZ%X_:&2QOKB79% M:ZA'E$C8G@"56QN)&&C0?QWXJQ^XM%(K!U!!!&01WJ.O8=.M))[B6."%2\DDC!411U) M)X K^6_(_IH_%?\ X.;/^3I/ /\V+#?^E,E?FI7W#_P7F :Q\%?M3_M6:2? M!&IC6K#PGI1TJYQXA_HUQ/YSNWDM_&H! W#@GIDZ_LQ_\ !2GXT?LA M>'SH_@?QI>6&B%S*NFW,,=Y:1,QRQ1)58)DDD[<9/)KL_BS_ ,%I/VC?C'X4 MNM%U'QJ)86% [&8IQI5C!82R(1@KYD:!P"N"*;W^'FOQZ':ZFVAZPNFWP)M MKLV4@@N "5.Q\;6P01P>H-\/_#GQ#XLU&.STK0=9U.[E.$@M+*2:1S[*JDF MO3JY/E52J\34HTW/*9QC>_KW/-I9OFE.DL- 3K34>RE*UO0QB YK]EOV"/^"<7@'_@ MG[X&DL?#4,FI^(-14#5-?O47[7>XYV#'$<0/1%^I+'FOF.*./\!EU&5/"S52 ML]DM4GWDUIIVW_,^EX9X#QV85HU,5!TZ/5O1OR2WU[[?D>G?L\? _1OV;/@C MX9\"Z!%Y>E>&;".SB) #3,!EY6Q@;WN9^_ PMT^3Q+X.U8'^SO$^F7&F7!"@ ME%EC*;AGNN,NS&5',:>.JN[C-2?=ZW?WG[_F&7QK9?4P5-63@XKRT MLON/Y3:]B_X)_:UX5T3]LSX>-XWTC2=<*7>K)8:E::G"LUJT5PK0;W5N/D, M@<>A05P/Q@^%NJ_!#XI^(/"&N0F#5O#E_-IJTI! +QL5W#/.T@ CV(KG$:-_B+K4.E?$728DLK6\U" <+'XD10%1A(V/](Q@,AY01WK^4\X_MG+,3+"XJK--?WI6:[K75,_J/*?[(S'#1Q.%IP:?]V-T^ST MT:/#O^'9G[/G_1&_AW_X)8?_(FC_AV9^SY_T1OX=_\ @EA_^)KW*F7%S':0

MM)*Z1QJ,LSM@#ZFO+_MC'_\ /^?_ (%+_,]/^R<#_P ^8?\ @*_R/%M- P"" M;OP#TC4(+NU^$'P_@N;619H94T:$-&ZG*L#MZ@@&O;*\5L/^"A7PCU_]H72/ MA=HOB_3_ !#XQUOD>OZPX9_P"1/A?^O5^YM?A ME_P1]!D_,H#>H']%UD6VMZ#JB;9K>8?=8CZU$;NUMC_P!,N0\0_P!E&"\D MXSS7OO[9F33P5CU>P0DD!E.%G &!N0[CUV M5\"^-OA_KWPTUV72_$6BZKH6I0$K):ZA:/;3(?=7 -?T9A\=E&?8;EBXU8O[M+M=>J>J9_/>(P6;9%B..2E2DOM+9^C6C1^B"_P#!S;\6!H_EGP%\/C?8QY^+ MOR_^_?G9_P#'J^ <9YKYEK3\(^"M8\?ZW%INA:5J6LZC.=L=K8VSW$TA]D0$G\JG"*9 M-@Y_6*-",6M;[V\]=AXGBG.,9#V%6O*2>EEI?[MS,KZ>_P"'7' !.W6OV^?C MQ:VLUO=VO@/0Y4N/$&IJNU1&""+:-L8\Z3H!_"NYCTP?:?V'O^#?CXD_''5; M;5OB@L_PZ*)*IDM9"K:O?IP2(X_F6$$9&Z7D'^!A7[/? /]G_PE^S'\,;#P MAX)T:VT30].!V11#YIG/WI9&ZO(W=FY/T XX_C'QPVHRPN6S4ZKTYEJH^=M^K[6VZ]CZ[A#P_Q.*JQQ68Q<*2UL]'+RMT7>^_3N=/X?T&S\+:#9:9I]O%:6 M&G0):VT$2[4AB10]JJH[#Z5&VW=G[^DDK(^!/^"W_P#P3#N?VO\MP!!X_P#!5]TWQ!\)VQCDLP,ZW8C)+&P3_5V=S(E_;1?[D5PLB+_P ! KTS]H#_((=_M"_ S798K7PC_PFVEJ" MT6I>'IA<)(/0Q-MF5O;9CT)KY]\0_LN?$SPG::] MK>_%C6;>*0;2=.L[/3I/:2WA1QJ0+?&^M>/]7?4.-=U?5-:OY"2]S?W M3W,S$\G+N23^==MX2_8T^+GCNX2/2/ACX]OR_1HJ!N=GXL4VC\37T#\!/^"# MW[0OQIU0#4?#=IX$TT8+7NOW:QYZ<+#'OE)QZJHX^*P^LY%E<7*+I4O3E3^ MY:LV^K9WF2(YBX..GG1CC(S]2?\ !3#]C6+]N/\ 9,U[P?%Y<6OV^-2T M*=\8CO8@2BDDC"R*6C)[!\]J\R_X)P_\$9_!W[!'B)?%L^N:GXJ\=F"2V^W$ MFUL[:*0 ,D<"D[LXY:1F[8"U]F5_.G$.:X99[+,3>NMMVC M^A,@RO$O)(Y?FT5?E<6KW]WI?S2TTOLG<_DW\5>%M2\#^);[1]8L;K3-5TR= M[:[M+F,QRV\JG#(RGD$&J.#7]!G_!23_@C9X*_;NEE\2:7<)X.^(FT ZK%# MOM]2"C 6ZC&"Q D4A@ =P_)?XZ?\$9_VAO@7KEU;R^ ;_Q-80',>H^' MR+_^"X7^\J+^]7Z.BGCICFOWCA_CO+,RI+GFJ=3K&3MKY-Z-?CW1^&Y_P/F67 M57R0=2GTE%7T\TM4_P .S.2^#W_!3OX^? ;0(]*_%#Q):Z9 ,16MTT=_% M/1!<+)L'LN![5B?'/JO7XR?M*6/V3QK\1?$VMV'>R-S]GM&]VAB"QL?[L90&*CK\BL3V!KUZL,EPTOKE14HO?F]U/[]SRJ4 MLYQ$?JE-U9+;E]YK[CYTHK]! P!.L7_@@OXW_&??A/X(;P9:ZU\3/%NI7-W_M ,) VE6N+6Q0)#Y*QJ3N(W&;YVQNX^5<<._ #][]HG_*)!XT__\ Z]/! M\3Y5BJ7MJ=>-G?=I/1VV=GZ>0L9PUFF&J^QJ4)7TV3:U5]UIZGZ&_P#!K[_R M2OXM?]A73_\ T3-7ZF5^=O\ P;V_LR^/OV:OAS\2K;QYX4U?PM<:KJ5E+:1W M\7EM<*D4H8K[D?G7Z(2RK!$SNP1$!9F8X"@=237\W<=5J=;/<14I24HMJS6 MJ^%']$<$4JE+(Z%.K%Q:3T:L_B9_.C_P6LTK4M*_X*9_$_\ M+>6N;JUGMV8 M8#0-:0^7CV &/JIKY7K[<_X+D_MF^/VN/VD[6/P1I$$W "(12:7=>)E=@=; MPV0B)P/*C;?M<\MN./EQGXCK^D>&'6>4X=5X.$E"*L_)6^5][;KJ?SOQ*J2S M7$.A/GBYMW7F[_AM?9]#[9_9! X+J_%7]E'X7:)X(;2/" B[POH2>1:PZA#)M%=109)$0EC8# R0"R,0,#G%?6WPU_P"#FOP-,ZIXA^%.O:$&QO?2]0@O5'OA MDA-?CA17G9AP+DF,G*I5HVD]6XMK5];)V_]# <<9S@X*G2K7BM$FD]%TNU? M\3^A/X2?\%W?V;_BKJ45E+XNO?"UU.=J+KFFRV\1/O,H>)/J[**^K/ OQ%T# MXH:!'JOAO6]*U_39AE+K3[M+F%O^!(2*_E KT/\ 9Q_:J\?_ +)GCE/$'@'Q M]J&@WW"SQQ/NM[U 0?+FB/R2+D=&'TP:^+S7PCPTH.6757&7:6J^])-?B?8Y M9XKXF,U',*2E'O'1 ?2-2MH?# Q M&T2!9;_3D8F" CX!N;8GG9N^\AR4W#E@0:^OZ_%,RRW$X#$2PN*CRSCT_5=T M?LN7YCA\=AXXG"RYH2_K[S\R_P#@N]_P2SOOCE9'XQ?#W33=^*-*MA%XATNV MAS-JUN@PEQ&!RTL:C:PP2R!#?I^IR')9IH!C#LQR9$()R2P8U^H\#^(M<,%2CE^9WY%\,M[+LUO;LUMMMM^9\:^\\95>/RVW._BCM=]UTOW3WWWW_Y M6*G(X(Y!':OU33A;KX_M;0XPTT&@V D;\3"0/P KP?XQ?M MA_%3]H"Y:3QG\0?%GB!&!'D7.I2?9ESUVPJ1&N?]E17.Z;\%?&6LW0@L_"7B M:ZF;@1PZ7.['\ N:]7^&_P#P2T_:%^*TD0TGX3>+D69MJR:C;#34'N6N#& / M6)SO'KV;E5J>5Y2_ [S_@A=_RDY^'G^[J'_I# M7/]#U?F-_P $M?\@AMXP_9.^/.@?$[QQXKT1=1T:.;RM%TN-[D$RP/$1).V MP KO)PJL./O5^G-?@GB1FV$S#-(U<'/GC&"3:VO>3^>Y^Y^'>58O 99*EC(< MDI3;2>]K17RV/YW_/@N=_RD[^(WTT__-(+>OD>OT6_X*^_L!_&?XU_\%!/ M'7B3PI\./$^O:%J LOLU]:6V^&;99PHV#GLRD?45\T?\.KOVB?\ HD'C3_P#M_P#KU^W<.9Q@(95AH3KP35.%TY+^5>9^+\0Y3CIYIB9PHS:R5$>7*L1Z$5]:U_-_%%2,\WQ,X.Z^U'Q ES;07\7EO-&+=% M+ >F01^%?I_B-F>#K9'4IT:L92O'123>Z[,_-?#S+<71SJ%2M2E%6EJXM+;S M1Z/XW_X*&?$WPI^TLOPNMOV?+_4O$%[9W.K:9M\::?$NH:?#,8OM.6&V/<<' MRV8.,].*J6W_5XT!?$'Q^TR*7=E=_ FVFN94;44;^W!'*T1$?R?N_P!YMY:Y^;'F#\>P\:?!KQ-J7_!5+P5X[@TF>3PEIO@"^TFYU(.GEPW3W8=(B,[LE M><@8]Z^._B7_,$U_B1\0/VH[G4SX8OH_#/C#XJ:FGB=UGA5;WPS)<:;=HS_M #[O+>2U<#YASQS7YCE^$R7$*,<0HP]Q2;4I?%S/F6LGJXQLEWE?M;]*QV* MSB@Y.@Y3]]Q2<8[_"7Q#\#/V(?"7ACQ5I>=X5C^-/A[H'Q(TK[#XAT32- M>LLY^SZC9QW46?7:X(S6Q151E*+YHNS%**DN62NCRK_AA?X,>=O_.%4_#[= MG.?[!MO_(BNZ\$?#;P[\,M,-EX2 MX8'MF.,Q\<_O:^T*_/_(.>/#MW=_'X9:J@]L;'Q!<6LQ["2:WW)^D,E?3 M\&8:EB,[PU*M\/-?[DVOQ1\UQAB:M#)<14H_%RV^]I/\&?C'7VC_,$I?^"1 M>I?\%!+B^\2:[J=SX<^'NCW'V22ZMXPUWJ=P K-##N^50JL"TA!P2 %)SM^+ MJ_>O_@WH^+V@>-?V [#PS83VZZYX/U*\@U.U! E_?3-/%,1U*LLFT-ZQL.U? MO_'V;XO+AZM,,;[S6@VI7$I]2920N?1 J^U=M=_P#!/[X'WUOY M4OPE^'S)C&/[#MQQ^"UZ_17\UU,YS"I+GJ5YM_XG_F?T93RC TX\E.C!+_"O M\CX?_:;_."!'P*^.6FW$WAG3;GX;:_S1W>CR,]H6[;[5V*;?:,QGWK\3/V MJOV80$_['WQQUGP'XL@6/4])<%)XP?(OH&&8YXB0,HP_(AE/*D5_4G7X+?\ M!P[\6-!^)7[>26.B74%[-X4T.WTK4I8>52Y\R64Q;NA*++*H..A)4\@@?JOAE MQ'F6(QSP->;J4^5O75QM;KO9[6^X_+_$GA[+J&"6.H05.IS)::*5_+:ZWO\ M>?)7[_QZUC]F+X\>%_'6ASR0W_AV_CN2$.//BSB6)O57C+*1Z-7]1OA'Q78 M>._">F:WI5PMWI>LVD5]9SJ.)H94#HX^JL#^-?R<@9-?U&?L8^%;_P "_LA? M"W1M5ADMM3TKPGI=I=PR##PRI:1*ZL/4$$'Z5T^,&&I7JM'^#_,Y M_"3$U>;$8?['NOT>J_%?D>ERT445^'G[2%%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !17S?\ MT?M/?%W]EG39/$'A7X9Z;X^\(V\ M/F7<]O?RI?:?@$NTD(0YC &=ZDXYW 9/Q5_Q$D^(?\HENC?^#>3_XW4.I% M.S/D,WXZR*^Z_P!6Q\Y0EYPG9^:=K->A^LM%?DU_Q$D^(/\ HENC?^#>3_XW M1_Q$D^(/^B6Z-_X-Y/\ XW2]K$\K_B*O#7_/]\ @$__)$_66BOR:_XB2?$M'_1+=&_\&\G_,;H_P"(DGQ!_P!$MT;_,&\G_QNCVL0_P"(J\-7_W_. 3 M_P#D3]9:*_,WX#_\"%>D>*/B#;V'C_P5_P (UH5T-AU+3KIKPVK]C)&54E/4 MKDCT-?HUX"^(.A_%/PE9:]X6>QL44451[X4444 %%%% !1110 4444 %%%% M!1110 5XI_P4(_9'M_VW/V5/$G@-YX[34+I%O-*NI%W+;7D1W1^BMRC(HRH5E>,DT_1G\HOQ-^&>N_!OQ[JGA MCQ-IEUH^NZ-.;>[0M*E"CQ,/Y@C!!'!!!&0:U_@'^T5XU_9@^($/B?P)X@0\ MP[K,2&,S6[#;/&>L,="]LQ$BMCJJ[QGH3UK^DLBX\RG-J'L<8XPFU:496Y7Z-Z-/L]3 M^=<[X&S3*J_ML&G."=U*/Q+U2U3\UH>S!_ (.:O'OA[38[;QMV_#OB65% M"_;-.NY--D?'5F0B5"3_+.T>U=]??\ !T+9BT_T;X0733XX$OB!0F?J("?T MK\K/&/P@\6?#O6)=/U_PQXAT._@.);:_TZ:VEC^JNH(K&70[UVP+.Z)]!$W^ M%=4^ N'*S]]J"U[2DE^$K?<2ZC=RSW$LD\\[F2221 MBSR,3DL2>22>]>E?! \ 8K^+?QJD_P"*/^'7B_78<[3&-*0HXT?295N;^Y'5EDE_UD5\]$OD?/7_!(#_@GWJG[: M_P"TAIU>VDT?@'PA=1WVM7C1GR[ED8.EFC8P7KL3R[GJ68DGN:ZJOP#B_BBIG>,JM;EIQ MTBO+JWYO_)'[SPEPS3R"?>QOS3EK)^?9>2_X(4445\F?4A1110 4444 %%%% M !1110 445QGQ%^.>B?#S5[72"C5_$FH*6L]%T]1->7 '5BN0(T'.7 M:B=2,%S3=D95JU.E'GJ.R.ONKJ.RMI)II$BBB4N[NVU44#))/8"H=*U1-7MS M-$L@A)Q&[+M\T?W@#SCT)Z]1Q@GDO#?@K6/%D\&J>,GM_,4!X-$M7+V5BV>_S[>F_>VP4445H;!1110 M4444 %%%% ",H=2",@\$'O7Q%^WQ_P $5?!?[3KW_B7P4;;P5XWF'F.(X\:;MJ3_]-8U_U;GNZ#W*L3FOMZBDXIZ,\K.,DP6:8=X;'4U./XKS3W3#^:?]HG] ME[QS^RKXYF\^-]!N](NT8^3,5W6UZO]^&4?*ZGV.1T(!!%>?U_3=\8 @CX4 M_:!\#W/ASQEH5AK^CW7+074>[8PSAT;[R.,G#*01ZU^6'[<'_! S7_ 7V[Q% M\;F?Q-I(;S&\/W3S2I-;'\Y6>$N.P%\1EE MZU+M]M?+[7RU\C\X**O>(_#6H^#M-Q&$K+$8:,;A-;-.S/WC_8?_P"'P'PV ;:[AM=(U M">/P5XU=[TO4)AY%T_?[/.<*_\ NMM?GH<$[U[^T3\6/&?P@\/?VKX:\ CQ MS9P(7NHK?5_LUW"!G)6+R7\P8QJUMW/W>,U_-@K%&!!((Y!':OLK]B[_(+5 M?$S]F1K32/$LLGQ \(PJ(A;7\Y^W6B#IY-P\7I5:7U3.&X2V56"3^K2^2W/M:Y_X+?-97#Q3?"R:&6-BKH_MB#:R$=00;7(-_X?CK_T3%O_HO_N:MS1/$/[-O_I6'15N-U"'P_X^N8/.RY ZJ6^7^)>WS9^TA_P31^(OP"FENK6R/BW05!?[=ID3,\0 MSTEA^^IQSE=R_P"U7Q^95,]POOQJ<\.ZC'\5;_@'LYCFG$]&E];P6)5>@]IP MC! _>N6Z\^Q[O_P /QU_Z)BW_ (47_P!S5[#^SS_P50^'7QJF@L-7D?P7K4V M(-1E#6LC9QA+C7T^^$SGC-?E 1M.#P1U%!YKQ:'%F80GS3DI+LTOTL?/83Q M'SJE44ZTU4CV<8K\8I/^MC]]+6[BOK9)H9(YH9%#(Z,&5P>A!'!%25^*?P-_M; ^(?[.Y6/PSXBNX-/#;CIUQ^_LVYR?W;9"Y[E<'WK[,^"7_ 6AT+6FMK/Q M[X>N=%G=@DFH::3<6J_[31G]XH]EWGZU]=@>+,'7]VK[DO/;[\ .Q^F91XC M99B[0Q'[J7GJO_ E^J1]P45R/PO^/?@SXTVGG>%O$FDZT-NYH[><>:@]6C.' M7\0*ZZOI85(SCS0=UY'WE*M3JP52E)23ZIW044459H%%%% !1110 4444 17 M-G%>IMFBCE7T=0P_6JZ>'-/B;*V%FI'0B!1_2KM%/F:V%9"*H1< 8 Z =J6B MBD,**** "BBB@ HHHH **** "BC->,_'#]OGX8? >VN4U'Q%;ZEJD (&FZ61 M=7+L/X3@[$/^^RUC7Q%*C'GJR45YG+B\;A\+3]KB9J$>[=CV:N+^,O[0O@[X M Z$U_P"*]=LM+3&8H&;?<7![".)9X<,[Q&.TRNE>M/ /R=U'_+=7Q2_!>92T?XG?%+]K)P?"NGS_ Q\'3+I"'UB_0@Y^S6Y M^6(>DCYZY7)&*]<^$'P+V?!+298-&MI7NL[MO,O=2O)3<7^H.>2\TS?,Y]LX M'8"NP P**[*.$4'[2H^:7=]/1;+\^[9ZF%RU4Y>VK2=2I_,^GE%;17IJ^K84 M445UGI!1110 4444 %%%% !1110 4444 %%%% 'C/[5W[!'PR_;(T.6'QAX? M@;5?*,=MK-IB#4+0]BL@^\!_=<,OM7Y6?MA_\$-/B9\!][K5/!(?XB>&4#2# M[)%MU.V4=G@R3)QWCSG!^45^W-%1*FI'QG$O >4YTG.O#EJ?SQT?SZ/YKT:/ MY;+RSFTZ[D@N(I()XF*21R*5="."'#R#45?T3?M5?\$Z?A1^\V#9LWBKPW!#K M//EZUIN+74$/^U(HQ(/]F0,!DX /-?FA^U7_,$" B1*)+[4_A>0>/M#BW M2I:\6VJQ(.=OED]6 _N$%L<(.E<\]4D?@'$7A5G&77J89>WI]X_%\X[_=<^ M**TO%?@_5OFN3:9K>F:AH^HVY*RVM[;O!-&?=6 (_*LVLC\SE&47RR5FB? M3M2N-'OX;JTGFM;JW<2130N4DB8@.7(/13 MTXCXY_\ !('QSX&E>[\&W=KXRTSEEC#+;7]#ME6.Q_JK?\!%?E*#BO>/V:O^M"E/QC_96G2/PYXOOKK20T>-\LS#W<\PUI?_*7NOU<7H_-_^U@#CWK+KZO^%G_!>7P!\7] CT;XW?#:!BR&.6]L($O[1\]_(E^> M/_@+.^(TBQVOC73K&9ND>IAK$G\90%S[9K\<:*]/#<78ZGI4M/U6O MX6/H,#XEYO07+6Y:B\U9>K?DS5[M)URRUZRCN+&[M;VWE&Y)8)5D1QZ@@D& MK5?@MH7BS5?"\WF:9J>HZ<^=VZUN7A.7?*D5ZKX(_P""@GQC\ (B6?CS6+F) M/X-1\N_R/3,RNV/QX[8KW*/&U%_QJ;7H[_Y'UF%\5_]YH27^%I_GRG[*45 M^76A_P#!9'XJ:;JBZL?"FHXZF2RDC+?]\2"O0_#7_!;^XCA5=8^'D,LG\4MG MJYC!^B-$W_H5>I3XKRZ>\FO5/]+GT%#Q&R.I\51Q]8O]+GZ!45\7Z+_P6N\# MW0'V_P)^*+-N_E-!,H_$LI_2NCLO^"Q7PGN%'FP^*+<^C6"MC\G-=D<^R^6 MU5?E^9Z=/C+)9ZK$Q^=U^9]6T5\P0?\ !77X.RCYKS7X_P#>TQC_"]JW%_P M5E^"TFW.MZJF>N[2I_E^N%-;_P!LX!_\OH_>CH7%.3O_)B8?^!(^E**^);@ M@;B./LCHK^-S/R3?Z6_$_2"H+_%*WTJU>:ZGAMH8U+/)* MX15 ZDD\ 5^2_BO_(*7?&_XHS_9++7FT[S!C[/HNGHDC9]&VM)GZ,*7PE^Q M=\??VF)3=ZC9^(?LA!>[\2W\D(8]00DI,C?4(1[UP_ZU1JOEP=&4WJW^9X_M_$188B7L\LPLZK^[\N;\;'Z! $C_(*& "'X8NT=UXQL-1N%!S#I>;UL^FZ/ M*@_5J^0EY#T&((3Z_]-*O?![_((JZ98J M+CQSXJN+^0@?Z'I$?DQH>^97RS?@J_C7U;\'OV7%\!;%8?"WAC3=.D7&Z MZ,?G74A_VIGRY^F<#/ K6,2YI?JOQ1\ M3:1\%?VG_P!M*<2>*MOT-^SY_P M2[?&OP2$=WV3%KEJWVKWC'WK4(87,J(##"0/^6< ^0?\"W'WKZ1HKNPV18>G+VE6]2? M>6O_#UL!PA@:%3V^(O6J?S5'S? ?VDM"&G>./"FC>(H(\^2]U #-;DC!,Y\[G7">4YLO]NH MJ3_FVE_X$K/]#^>7X_\ !,+XV_LY3WCZWX'U*_TNT)/]J:0/M]I(G]_,>70 M?[Z]1W%>!R1M#(5=2K*<%2,$&OZEJ\I^-'[#GPD_:%>YE\7> /#NJW=V,2WH MMOL]XY]?/BVR9]]U9.AV/R;-_!*#;GEF(M_=FK_^3+_Y%G\WM%?L1\7?^#=7 MX=>)KN6X\'>+_$GA7S,E;:[C34;>,]MN=DF/JY/O7RU\6/\@@%\;? KRR:! M/X7\96BD/[LEZ;6Y9?4QS!5!]@[5DZ&G$.#U=#G7>#4OP7O?@?#E* MCF-PRDJRG((/(KU[XH?L!_&CX-@OK_PT\7VUNHRUS[!W5LOUEB#(/H2*\FO M+&?3IS'<0RP2*<%)$*L#]#4'QF)P6)PTN3$4Y0?FFOS/9@M_P %%/C5\ +> MTMO#?Q#\01:=98$.GW#13C\T M+E_P!S2YI/_05->4>$_P#@K3^T3X,Q]D^*&M3@'I?6 M]M?9_P"_T;UW>A_\%W/VB-)*^?KWA_4\=?M.B0+N^OEA*XY<(X1_#.2^[_@& MD"=91B#I&I@@ MX(-J_'Z5Z!I?_!Q!\;;- MQH'PXO,=6;3KM&/_?-R!^E;EK_,'&WQ.0'SO MW@:3TV?:DQ_Y%-8O@ZETK/\!_X)LJG#$O^8R:]:7^4CR%/"&K2KE=+U%AZ MBV<_TI1X+U_\PG4O_5_P#"O8_^(CKXC_\0@^"O^_ES_\%U:TW_@X2^+O MB>00Z3\-/"MY<,<*L5$5Y.3[;5?J+_4VG_P _O_)?^"7%<,O18Z;?_7E_YGD- MG\(_%>HMBW\,>(9STQ'ITS?R6N@TC]D[XG:ZP%MX!\7-GGYM+FC_/0E%?0W M@W_@H1^VW\6X=_A_X#Z-:6[?=GU#1+VT4@XP5:>YC5OJ 17H_A.S_;W^)0#W MU_\"CP#"QY$MN+B4]PJB8<>["M8<&4>M1OY(JS!\.Y?B+.BL147=4>5?? MI'RUHG_!.[XT>() L'@'5$SWN9H+8#\9'6O2O"G_1O^*>MK&^HWOA;15;E MTEO'FD3\(T*D_P# OQKZOT/]D;XU>((XO^$R_:3\3S1]9H/#GA[3M)^H67RW M?\?TKUWX?_ #2?,'.]>+-=NF #W6LZ[=7CO[[2_EK_P%!7;2X.P4=9N3^:_ M1'V>7>'>"G*]:E42_OS@OPAS?BT?('@[_@B)EQ_B#Q[(\0/[V+3]/",WLK MNQ ^I0_2O:O G_!*KX.>"94DET74->D08W:I>M(#[E4V+^E?1D4:PQJB*%51 MA0!@ 4ZO6H9!E']X:2^>OYW/L\'P;DV&UIX>+?\ >O+_-*N<_X#^%'ACX7: M;]D\.>']'T2WSDI96B0[CZDJ 2?<\UT%%%>M&,8KEBK(^DITX4X\E-62Z(** M**HL**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH *P/%OPJ\,>/CG7?#F@ZR<;9X7\1_\@F;\!/BK$%U7X6>%(F'/F:;;'3)#]6MC&3^)->6Z M[_P0D_9WU?/V?0-?TO\ Z]=;G;'_']+U]C45/)%]#Q,3POD^(?-6PM-OOR1 MO]]KGP/K7_!O!\&[]B;3Q!X[L<] +NWD_[ZAK N_P#@W#^',CDP^/\QI&. MP:*V?'_C@K]%Z*7LX]CRY^'W#LM\)'\5^3/S8F_X-NO!S2G9\3/$JIG@-IL# M$?CN'\J;_P 0W/A'_HIWB/\ %D/_P 57Z4T4>SCV,/^(;<-?] J^^7_,D? MG!:_\&WW@-8QYWQ&\7.WQK'P[X'?\@BG^S?X?D1SX"DOW0YS=ZU?2 GW43!3],8KZKHI\D>QWT># XML 13 R1.htm IDEA: XBRL DOCUMENT

Cover - shares	6 Months Ended	
	Jun. 30, 2024	Aug. 02, 2024
Cover [Abstract]		
Document Type	10-Q	
Document Quarterly Report	true	
Document Period End Date	Jun. 30, 2024	
Document Transition Report	false	
Entity File Number	001-36751	
Entity Registrant Name	OCUGEN, INC.	
Entity Incorporation, State or Country Code	DE	
Entity Tax Identification Number	04-3522315	
Entity Address, Address Line One	11 Great Valley Parkway	
Entity Address, City or Town	Malvern	
Entity Address, State or Province	PA	
Entity Address, Postal Zip Code	19355	
City Area Code	484	
Local Phone Number	328-4701	
Title of 12(b) Security	Common Stock, par value $0.01 per share	
Trading Symbol	OCGN	
Security Exchange Name	NASDAQ	
Entity Current Reporting Status	Yes	
Entity Interactive Data Current	Yes	
Entity Filer Category	Non-accelerated Filer	
Entity Small Business	true	
Entity Emerging Growth Company	false	
Entity Shell Company	false	
Entity Common Stock, Shares Outstanding		287,857,769
Entity Central Index Key	0001372299	
Current Fiscal Year End Date	--12-31	
Document Fiscal Year Focus	2024	
Document Fiscal Period Focus	Q2	

Amendment Flag	false

XML 14 R2.htm IDEA: XBRL DOCUMENT

CONDENSED CONSOLIDATED BALANCE SHEETS - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Current assets		
Cash and cash equivalents	$ 15,697	$ 39,462
Prepaid expenses and other current assets	2,920	3,509
Total current assets	18,617	42,971
Property and equipment, net	17,474	17,290
Restricted cash	302	0
Other assets	4,149	4,286
Total assets	40,542	64,547
Current liabilities		
Accounts payable	3,391	3,172
Accrued expenses and other current liabilities	12,814	13,343
Operating lease obligations	461	574
Current portion of long term debt	1,306	0
Total current liabilities	17,972	17,089
Non-current liabilities		
Operating lease obligations, less current portion	3,546	3,567
Long term debt, net	1,552	2,800
Other non-current liabilities	545	527
Total non-current liabilities	5,643	6,894
Total liabilities	23,615	23,983
Commitments and contingencies		
Stockholders' equity		
Convertible preferred stock; $0.01 par value; 10,000,000 shares authorized at June 30, 2024 and December 31, 2023	0	1
Common stock; $0.01 par value; 295,000,000 shares authorized, 257,542,624 and 256,688,304 shares issued, and 257,421,124 and 256,566,804 shares outstanding at June 30, 2024 and December 31, 2023, respectively	2,576	2,567
Treasury stock, at cost, 121,500 shares at June 30, 2024 and December 31, 2023	(48)	(48)
Additional paid-in capital	327,742	324,191
Accumulated other comprehensive income	28	20
Accumulated deficit	(313,371)	(286,167)
Total stockholders' equity	16,927	40,564
Total liabilities and stockholders' equity	$ 40,542	$ 64,547

XML 15 R3.htm IDEA: XBRL DOCUMENT

CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) - $ / shares	Jun. 30, 2024	Dec. 31, 2023
Statement of Financial Position [Abstract]		
Convertible preferred stock, par value (in USD per share)	$ 0.01	$ 0.01
Convertible preferred stock, shares authorized (in shares)	10,000,000	10,000,000
Convertible preferred stock, shares issued (in shares)	0	54,745
Convertible preferred stock, shares outstanding (in shares)	0	54,745
Common stock, par value (in USD per share)	$ 0.01	$ 0.01
Common stock, shares authorized (in shares)	295,000,000	295,000,000
Common stock, shares issued (in shares)	257,542,624	256,688,304
Common stock, shares outstanding (in shares)	257,421,124	256,566,804
Treasury stock (in shares)	121,500	121,500

XML 16 R4.htm IDEA: XBRL DOCUMENT

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Total revenue	$ 1,141	$ 485	$ 2,155	$ 928
Operating expenses				
Research and development	8,902	14,574	15,728	24,746
General and administrative	7,688	9,451	14,092	17,757
Total operating expenses	16,590	24,025	29,820	42,503
Loss from operations	(15,449)	(23,540)	(27,665)	(41,575)
Other income (expense), net	169	475	461	1,184
Net loss	(15,280)	(23,065)	(27,204)	(40,391)
Other comprehensive income (loss)				
Foreign currency translation adjustment	3	(2)	8	(3)
Unrealized gain (loss) on marketable securities	0	(1)	0	(1)
Comprehensive loss	(15,277)	(23,068)	(27,196)	(40,395)
Net loss — basic and diluted	(15,280)	(23,065)	(27,204)	(40,391)
Redeemed Series B convertible preferred stock	4,988	0	4,988	0
Net loss available to common shareholders— basic	(10,292)	(23,065)	(22,216)	(40,391)
Net loss available to common shareholders— diluted	$ (10,292)	$ (23,065)	$ (22,216)	$ (40,391)
Shares used in calculating net loss per common share - basic (in shares)	257,353,857	238,311,498	257,293,247	231,952,888
Shares used in calculating net loss per common share - diluted (in shares)	257,353,857	238,311,498	257,293,247	231,952,888
Net loss per share available to common shareholders — basic (in USD per share)	$ (0.04)	$ (0.10)	$ (0.09)	$ (0.17)
Net loss per share available to common shareholders — diluted (in USD per share)	$ (0.04)	$ (0.10)	$ (0.09)	$ (0.17)
Collaborative Arrangements				
Total revenue	$ 1,141	$ 485	$ 2,155	$ 928
Operating expenses				
Research and development			$ 400	$ 2,300

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CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY - USD ($) $ in Thousands	Total	Preferred Stock	Common Stock	Treasury Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit
Convertible preferred stock, beginning balance (in shares) at Dec. 31, 2022		54,745					
Common stock, beginning balance (in shares) at Dec. 31, 2022			221,721,182				
Beginning balance at Dec. 31, 2022	$ 73,981	$ 1	$ 2,217	$ (48)	$ 294,874	$ 26	$ (223,089)
Increase (Decrease) in Stockholders' Equity							
Stock-based compensation expense	2,689				2,689		

Issuance of common stock for stock option exercises and restricted stock unit vesting, net (in shares)			348,555				
Issuance of common stock for stock option exercises and restricted stock unit vesting, net	(1)		$ 3		(4)		
Issuance of common stock for capital raises, net (in shares)			4,478,956				
Issuance of common stock for capital raises, net	5,559		$ 45		5,514		
Other comprehensive income (loss)	(1)					(1)	
Net loss	(17,326)						(17,326)
Convertible preferred stock, ending balance (in shares) at Mar. 31, 2023		54,745					
Common stock, ending balance (in shares) at Mar. 31, 2023			226,548,693				
Ending balance at Mar. 31, 2023	64,901	$ 1	$ 2,265	(48)	303,073	25	(240,415)
Convertible preferred stock, beginning balance (in shares) at Dec. 31, 2022		54,745					
Common stock, beginning balance (in shares) at Dec. 31, 2022			221,721,182				
Beginning balance at Dec. 31, 2022	73,981	$ 1	$ 2,217	(48)	294,874	26	(223,089)
Increase (Decrease) in Stockholders' Equity							
Net loss	(40,391)						
Convertible preferred stock, ending balance (in shares) at Jun. 30, 2023		54,745					
Common stock, ending balance (in shares) at Jun. 30, 2023			256,608,552				
Ending balance at Jun. 30, 2023	59,242	$ 1	$ 2,566	(48)	320,181	22	(263,480)
Convertible preferred stock, beginning balance (in shares) at Mar. 31, 2023		54,745					
Common stock, beginning balance (in shares) at Mar. 31, 2023			226,548,693				
Beginning balance at Mar. 31, 2023	64,901	$ 1	$ 2,265	(48)	303,073	25	(240,415)
Increase (Decrease) in Stockholders' Equity							
Stock-based compensation expense	2,632				2,632		
Issuance of common stock for stock option exercises and restricted stock unit vesting, net (in shares)			59,859				
Issuance of common stock for stock option exercises and restricted stock unit vesting, net	10		$ 1		9		
Issuance of common stock for capital raises, net (in shares)			30,000,000				
Issuance of common stock for capital raises, net	14,767		$ 300		14,467		
Other comprehensive income (loss)	(3)					(3)	
Net loss	(23,065)						(23,065)
Convertible preferred stock, ending balance (in shares) at Jun. 30, 2023		54,745					
Common stock, ending balance (in shares) at Jun. 30, 2023			256,608,552				
Ending balance at Jun. 30, 2023	$ 59,242	$ 1	$ 2,566	(48)	320,181	22	(263,480)
Convertible preferred stock, beginning balance (in shares) at Dec. 31, 2023	54,745	54,745					
Common stock, beginning balance (in shares) at Dec. 31, 2023	256,566,804		256,688,304				
Beginning balance at Dec. 31, 2023	$ 40,564	$ 1	$ 2,567	(48)	324,191	20	(286,167)
Increase (Decrease) in Stockholders' Equity							
Stock-based compensation expense	1,761				1,761		
Issuance of common stock for stock option exercises and restricted stock unit vesting, net (in shares)			758,460				
Issuance of common stock for stock option exercises and restricted stock unit vesting, net	(145)		$ 8		(153)		
Other comprehensive income (loss)	5					5	
Net loss	(11,924)						(11,924)
Convertible preferred stock, ending balance (in shares) at Mar. 31, 2024		54,745					
Common stock, ending balance (in shares) at Mar. 31, 2024			257,446,764				
Ending balance at Mar. 31, 2024	$ 30,261	$ 1	$ 2,575	(48)	325,799	25	(298,091)
Convertible preferred stock, beginning balance (in shares) at Dec. 31, 2023	54,745	54,745					
Common stock, beginning balance (in shares) at Dec. 31, 2023	256,566,804		256,688,304				
Beginning balance at Dec. 31, 2023	$ 40,564	$ 1	$ 2,567	(48)	324,191	20	(286,167)
Increase (Decrease) in Stockholders' Equity							
Net loss	$ (27,204)						
Convertible preferred stock, ending balance (in shares) at Jun. 30, 2024	0	0					
Common stock, ending balance (in shares) at Jun. 30, 2024	257,421,124		257,542,624				
Ending balance at Jun. 30, 2024	$ 16,927	$ 0	$ 2,576	(48)	327,742	28	(313,371)
Convertible preferred stock, beginning balance (in shares) at Mar. 31, 2024		54,745					
Common stock, beginning balance (in shares) at Mar. 31, 2024			257,446,764				
Beginning balance at Mar. 31, 2024	30,261	$ 1	$ 2,575	(48)	325,799	25	(298,091)
Increase (Decrease) in Stockholders' Equity							
Stock-based compensation expense	1,898				1,898		
Issuance of common stock for stock option exercises and restricted stock unit vesting, net (in shares)			95,860				
Issuance of common stock for stock option exercises and restricted stock unit vesting, net	45		$ 1		44		
Series B Convertible Preferred Stock redemption (in shares)		(54,745)					
Series B Convertible Preferred Stock redemption	0	$ (1)			1		
Other comprehensive income (loss)	3					3	
Net loss	$ (15,280)						(15,280)
Convertible preferred stock, ending balance (in shares) at Jun. 30, 2024	0	0					
Common stock, ending balance (in shares) at Jun. 30, 2024	257,421,124		257,542,624				
Ending balance at Jun. 30, 2024	$ 16,927	$ 0	$ 2,576	$ (48)	$ 327,742	$ 28	$ (313,371)

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - USD ($) **$ in Thousands**	**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**
Cash flows from operating activities		
Net loss	$ (27,204)	$ (40,391)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	757	348
Amortization (accretion) on marketable securities	0	(182)
Non-cash interest expense	57	54
Non-cash lease expense	229	265
Non-cash (income) expense from collaborative arrangements, net	1,745	1,392
Stock-based compensation expense	3,659	5,321

Impairment of advance for COVAXIN supply	0	4,074
Loss on disposal of fixed assets related to COVAXIN	0	363
Other	19	439
Changes in assets and liabilities:		
Prepaid expenses and other current assets	567	572
Accounts payable and accrued expenses	(113)	(9,049)
Lease obligations	(222)	(252)
Net cash used in operating activities	(20,506)	(37,046)
Cash flows from investing activities		
Purchases of marketable securities	0	(3,947)
Proceeds from the maturities of marketable securities	0	17,500
Purchases of property and equipment	(2,865)	(4,389)
Net cash (used in) provided by investing activities	(2,865)	9,164
Cash flows from financing activities		
(Payments) from issuance of common stock, net	(100)	
Proceeds from issuance of common stock, net		20,690
Payment of equity issuance costs	0	(222)
Proceeds from issuance of debt	0	500
Payment of debt issuance costs	0	(68)
Net cash (used in) provided by financing activities	(100)	20,900
Effect of changes in exchange rate on cash, cash equivalents, and restricted cash	8	(3)
Net (decrease) in cash, cash equivalents, and restricted cash	(23,463)	(6,985)
Cash, cash equivalents, and restricted cash at beginning of period	39,462	77,563
Cash, cash equivalents, and restricted cash at end of period	15,999	70,578
Supplemental disclosure of non-cash investing and financing transactions:		
Equity issuance costs	0	133
Purchases of property and equipment	246	2,637
Series B Convertible Preferred Stock redemption	1	0
Right-of-use asset related to operating leases	$ 103	$ 0

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Nature of Business	6 Months Ended Jun. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Nature of Business	Nature of Business

Ocugen, Inc., together with its wholly owned subsidiaries ("Ocugen" or the "Company"), is a biotechnology company focused on discovering, developing, and commercializing novel gene and cell therapies and vaccines that improve health and offer hope for patients across the globe. The Company is headquartered in Malvern, Pennsylvania, and manages its business as one operating segment.

Our technology pipeline includes:

- **Modifier Gene Therapy Platform** — Based on the use of nuclear hormone receptors ("NHRs"), the Company believes its modifier gene therapy platform has the potential to address many retinal diseases, including rare genetic diseases such as retinitis pigmentosa ("RP") (OCU400) and Leber congenital amaurosis ("LCA") (OCU400), with a gene-agnostic approach. The Company also believes its modifier gene therapy platform has the potential to address multifactorial retinal diseases including dry age-related macular degeneration ("dAMD") using OCU410, which affects millions of patients in the United States alone, and Stargardt disease (OCU410ST), which is also a rare genetic disease. The Company received clearance from FDA to initiate a Phase 3 trial for OCU400 for the treatment of RP and dosed its first patient in June 2024. After completion of Phase 1/2 for OCU400 for the treatment of LCA, the Company will discuss alignment for Phase 3 strategy with the FDA. Currently both OCU410, for the treatment of geographic atrophy ("GA"), an advanced form of dAMD, and OCU410ST, for the treatment of Stargardt disease, are in Phase 1/2 clinical development, with OCU410 initiating Phase 2 dosing. In OCU410 GA study, low, medium, and high dose cohorts were completed to date. In OCU410ST Stargardt study, low and medium dose cohorts were completed to date, and the Company is proceeding to dose with the high dose in the dose-escalation phase of the trial.
- **Novel Biologic Therapy for Retinal Diseases** — OCU200 is a novel fusion protein consisting of two human proteins, tumstatin and transferrin. OCU200 possesses unique features which potentially enable it to treat vascular complications of diabetic macular edema ("DME"), diabetic retinopathy ("DR"), and wet AMD. Tumstatin is the active component of OCU200 and binds to integrin receptors, which play a crucial role in disease pathogenesis. Transferrin is expected to facilitate the targeted delivery of tumstatin into the retina and choroid and potentially help increase the interaction between tumstatin and integrin receptors. The Company continues to work with the FDA to address comments to lift the clinical hold on its IND application for OCU200.
- **Regenerative Cell Therapy Platform** — The Company's Phase 3-ready regenerative cell therapy platform technology, which includes NeoCart (autologous chondrocyte-derived neocartilage), is being developed for the repair of knee cartilage injuries in adults. The Company received concurrence from the FDA on the confirmatory Phase 3 trial design and has completed renovating an existing facility into a current Good Manufacturing Practice ("GMP") facility to support clinical study and initial commercial launch. This facility is needed to generate patient-specific NeoCart implant from chondrocytes derived from knee biopsy.
- **Inhaled Mucosal Vaccine Platform** — The Company's next-generation, inhaled mucosal vaccine platform includes OCU500, a COVID-19 vaccine; OCU510, a seasonal quadrivalent flu vaccine; and OCU520, a combination quadrivalent seasonal flu and COVID-19 vaccine. The Company has completed IND-enabling studies and GMP manufacturing of clinical trial material for OCU500. The Company is currently collaborating with the National Institute of Allergy and Infectious Diseases ("NIAID") for early clinical studies for OCU500. NIAID plans to submit an IND to initiate a Phase 1 clinical trial in 2024. The Company is continuing discussions with relevant government agencies as well as strategic partners regarding developmental funding for its OCU510 and OCU520 platforms.

Going Concern

The Company has incurred recurring net losses since inception and has funded its operations to date through the sale of common stock, warrants to purchase common stock, the issuance of convertible notes and debt, and grant proceeds. The Company incurred net losses of approximately $27.2 million and $40.4 million for the six months ended June 30, 2024 and 2023, respectively. As of June 30, 2024, the Company had an accumulated deficit of $313.4 million and cash, cash equivalents, and restricted cash totaling $16.0 million. This amount plus the amounts raised subsequent to June 30, 2024, as discussed in Note 14, will not meet the Company's capital requirements over the next 12 months after the date that the condensed consolidated financial statements are issued. The Company believes that its cash and cash equivalents as of June 30, 2024, as well as the amount raised subsequent to June 30, 2024, are expected to enable it to fund its operations into the third quarter of 2025. Due to the inherent uncertainty involved in making estimates and the risks associated with the research, development, and

commercialization of biotechnology products, the Company may have based this estimate on assumptions that may prove to be wrong, and the Company's operating plan may change as a result of many factors currently unknown to the Company.

The Company is subject to risks, expenses, and uncertainties frequently encountered by companies in its industry. The Company intends to continue its research, development, and commercialization efforts for its product candidates, which will require significant additional funding. If the Company is unable to obtain additional funding in the future and/or its research, development, and commercialization efforts require higher than anticipated capital, there may be a negative impact on the financial viability of the Company. The Company is currently exploring options to fund its operations through public and private placements of equity and/or debt, payments from potential strategic research and development arrangements, sales of assets, licensing and/or collaboration arrangements with pharmaceutical companies or other institutions, funding from the government, particularly for the development of the Company's novel inhaled mucosal vaccine platform, or funding from other third parties. Such financing and funding may not be available at all, or on terms that are favorable to the Company. While Company management believes that it has a plan to fund operations, its plan may not be successfully implemented. Failure to generate sufficient cash flows from operations, raise additional capital, or appropriately manage certain discretionary spending, could have a material adverse effect on the Company's ability to achieve its intended business objectives.

As a result of these factors, together with the anticipated continued spending that will be necessary to continue to research, develop, and commercialize the Company's product candidates, there is substantial doubt about the Company's ability to continue as a going concern within one year after the date that these condensed consolidated financial statements are issued. The condensed consolidated financial statements do not contain any adjustments that might result from the resolution of any of the above uncertainties.

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Summary of Significant Accounting Policies	6 Months Ended Jun. 30, 2024
Accounting Policies [Abstract]	
Summary of Significant Accounting Policies	Summary of Significant Accounting Policies

Basis of Presentation and Consolidation

The accompanying unaudited condensed consolidated financial statements included herein have been prepared in conformity with generally accepted accounting principles in the United States ("GAAP") and under the rules and regulations of the United States Securities and Exchange Commission ("SEC") for interim reporting. The accompanying unaudited condensed consolidated financial statements include all adjustments, consisting of normal recurring adjustments, that are necessary to present fairly the Company's financial position, results of operations, and cash flows. The condensed consolidated results of operations are not necessarily indicative of the results that may occur for the full fiscal year. Certain information and footnote disclosures of the Company normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted under the SEC's rules and regulations. These condensed consolidated financial statements should be read in conjunction with the audited financial statements and accompanying notes thereto for the year ended December 31, 2023, included in the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024 (the "2023 Annual Report"). The condensed consolidated financial statements include the accounts of Ocugen and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

In preparing the condensed consolidated financial statements in conformity with GAAP, management is required to make 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, as well as the reported amounts of expenses during the reporting period. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be affected by changes in these estimates. On an ongoing basis, the Company evaluates its estimates and assumptions. These estimates and assumptions include those used in the accounting for research and development contracts, including clinical trial accruals, determination of the collaborative arrangements' transaction price, calculating the progress towards the satisfaction of the performance obligations under the collaborative arrangements, and determining the value of the non-cash consideration received under collaborative arrangements.

Cash, Cash Equivalents, and Restricted Cash

The Company considers all highly liquid investments that have maturities of three months or less when acquired to be cash equivalents. Cash equivalents may include bank demand deposits and money market funds that invest primarily in certificates of deposit, commercial paper, and U.S. government agency securities and treasuries. The Company records interest income received on its cash and cash equivalents to other income (expense), net in the consolidated statements of operations and comprehensive loss. The Company recorded $0.2 million and $0.5 million as interest income for the three and

six months ended June 30, 2024, respectively. The Company recorded $0.5 million and $1.2 million as interest income for the three and six months ended June 30, 2023, respectively. The Company's restricted cash balance as of June 30, 2024 consisted of cash held to collateralize a corporate credit card account and a line of credit related to an operating lease in the event of a payment default.

The following table provides a reconciliation of cash, cash equivalents, and restricted cash from the condensed consolidated balance sheets to the total amount shown in the condensed consolidated statements of cash flows (in thousands):

	As of June 30,	
	2024	2023
Cash and cash equivalents	$ 15,697	$ 70,578
Restricted cash	302	—
Total cash, cash equivalents, and restricted cash	$ 15,999	$ 70,578

Fair Value Measurements

The Company follows the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurements* ("ASC 820"), which defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value:

Level 1 — quoted prices in active markets for identical assets or liabilities

Level 2 — quoted prices for similar assets and liabilities in active markets or inputs that are observable

Level 3 — inputs that are unobservable (for example, cash flow modeling inputs based on assumptions)

The carrying value of certain financial instruments, including cash and cash equivalents, accounts payable, and accrued expenses, approximates their fair value due to the short-term nature of these instruments.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist of cash, cash equivalents, and restricted cash. The Company's cash, cash equivalents, and restricted cash are held in accounts at financial institutions that may exceed federally insured limits. The Company has not experienced any credit losses in such accounts and does not believe it is exposed to significant credit risk beyond the standard credit risk associated with commercial banking relationships.

Leases

The Company determines if an arrangement is a lease at inception. This determination generally depends on whether the arrangement conveys to the Company the right to control the use of an explicitly or implicitly identified fixed asset for a period of time in exchange for consideration. Control of an underlying asset is conveyed to the Company, if the Company obtains the rights to direct the use of and to obtain substantially all of the economic benefits from using the underlying asset. The Company's lease agreements include lease and non-lease components, which the Company has elected not to account for separately for all classes of underlying assets. Lease expense for variable lease components is recognized when the obligation is probable.

The Company currently leases real estate classified as operating leases. Operating leases are included in other assets and operating lease obligations in the Company's consolidated balance sheets. At lease commencement, the Company records a lease liability based on the present value of the lease payments over the expected lease term including any options to extend the lease that the Company is reasonably certain to exercise and records a corresponding right-of-use lease asset based on the lease liability, adjusted for any lease incentives received and any initial direct costs paid to the lessor prior to the lease commencement date. Lease expense is recognized on a straight-line basis over the lease term and recognized as research and development expense or general and administrative expense based on the underlying nature of the expense. FASB ASC Topic 842, *Leases* ("ASC 842") requires a lessee to discount its unpaid lease payments using the interest rate implicit in the lease or, if that rate cannot be readily determined, its incremental borrowing rate. The implicit interest rates were not readily determinable in the Company's current operating leases. As such, the incremental borrowing rates were used based on the information available at the commencement dates in determining the present value of lease payments.

The lease term for the Company's leases includes the non-cancellable period of the lease plus any additional periods covered by either an option to extend (or not to terminate) the lease that the Company is reasonably certain to exercise, or an option to extend (or not to terminate) the lease controlled by the lessor.

Lease payments included in the measurement of the lease liability are comprised of fixed payments, variable payments that depend on an index or rate, and amounts probable to be payable under the exercise of an option to purchase the underlying asset if reasonably certain.

Variable payments not dependent on an index or rate associated with the Company's leases are recognized when the event, activity, or circumstance is probable. Variable payments include the Company's proportionate share of certain utilities and other operating expenses and are presented as operating expenses in the Company's consolidated statements of operations and comprehensive loss in the same line item as expense arising from fixed lease payments.

Impairment of Assets

The Company reviews its assets, including property and equipment, for impairment whenever changes in circumstances or events may indicate that the carrying amounts are not recoverable. These indicators include, but are not limited to, a significant change in the extent or manner in which an asset is used or its physical condition, a significant decrease in the market price of an asset, or a significant adverse change in the business or the industry that could affect the value of an asset. An asset is tested for impairment by comparing the net carrying value of the asset to the undiscounted net cash flows to be generated from the use and eventual disposition of the asset.

Stock-Based Compensation

The Company accounts for its stock-based compensation awards in accordance with FASB ASC Topic 718, *Compensation—Stock Compensation* ("ASC 718"). The Company has issued stock-based compensation awards including stock options, restricted stock units ("RSUs"), and market-condition based restricted stock units ("PSUs), and also accounts for certain issuances of preferred stock and warrants in accordance with ASC 718. ASC 718 requires all stock-based payments, including grants of stock options, RSUs, and PSUs, to be recognized in the consolidated statements of operations and comprehensive loss based on their grant date fair values. The Company uses the Black-Scholes option-pricing model to determine the fair value of stock options granted. For RSUs, the fair value of the RSU is determined by the market price of a share of the Company's common stock on the grant date. For PSUs, the Company determines fair value by using a Monte Carlo simulation technique. The Company recognizes forfeitures as they occur.

Expense related to stock-based compensation awards granted with service-based vesting conditions is recognized on a straight-line basis based on the grant date fair value over the associated service period of the award, which is generally the vesting term. Stock-based compensation awards generally vest over a one to three year requisite service period. Stock options have a contractual term of 10 years. Expense for stock-based compensation awards with performance-based vesting conditions is only recognized when the performance-based vesting condition is deemed probable to occur. Expense for stock-based compensation awards with market-based and service-based vesting conditions is recognized ratably over the grantee's requisite service period. Compensation cost is not adjusted based on the actual achievement of the market-based performance goals. Expense related to stock-based compensation awards are recorded to research and development expense or general and administrative expense based on the underlying function of the individual that was granted the stock-based compensation award. Shares issued upon stock option exercise, PSU and RSU vesting are newly-issued common shares.

Estimating the fair value of stock options requires the input of subjective assumptions, including the expected term of the stock option, stock price volatility, the risk-free interest rate, and expected dividends. Estimating the fair value of PSUs requires the

input of subjective assumptions, including stock price volatility, total shareholder return ("TSR") ranking, the risk-free rate, and expected dividends. The assumptions used in the Company's Black-Scholes option-pricing model and Monte Carlo simulation technique represent management's best estimates and involve a number of variables, uncertainties, assumptions, and the application of management's judgment, as they are inherently subjective. If any assumptions change, the Company's stock-based compensation expense could be materially different in the future.

The assumptions used in Ocugen's Black-Scholes option-pricing model for stock options and in Ocugen's Monte Carlo simulation technique for PSUs are as follows, unless noted otherwise:

Expected Term. As Ocugen does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term, the expected term of employee stock options subject to service-based vesting conditions is determined using the "simplified" method, as prescribed in SEC's Staff Accounting Bulletin No. 107, whereby the expected term equals the arithmetic average of the vesting term and the original contractual term of the stock option. This expected term assumption is not an assumption used in the Company's Monte Carlo simulation technique for PSUs. The expected term of the PSUs is equal to the performance period of the PSUs.

Expected Volatility. The expected volatility is based on historical volatilities of Ocugen and similar entities within Ocugen's industry for periods commensurate with the assumed expected term.

Risk-Free Interest Rate. The risk-free interest rate is based on the interest rate payable on U.S. Treasury securities in effect at the time of grant for a period that is commensurate with the assumed expected term.

Expected Dividends. The expected dividend yield is 0% because Ocugen has not historically paid, and does not expect for the foreseeable future to pay, a dividend on its common stock.

TSR ranking. The Company's TSR, over a three-year period, is relative to the TSR, for that same period, as related to other companies within the Nasdaq Biotechnology index. This assumption is only used for the market-based PSUs.

Collaborative Arrangements and Revenue Recognition

The Company analyzes its collaborative arrangements to assess whether they are within the scope of ASC 808, *Collaborative Arrangements* ("ASC 808") to determine whether such arrangements involve joint operating activities performed by parties that are both active participants in the activities and exposed to significant risks and rewards. This assessment is performed throughout the life of the arrangements based on changes to the arrangements. For collaborative arrangements within the scope of ASC 808 the Company may analogize to ASC 606 for certain elements.

The Company identifies the goods or services promised within each collaborative arrangement and assesses whether each promised good or service is distinct for the purpose of identifying the performance obligations in the contract. This assessment involves subjective determinations and requires management to make judgments about the individual promised goods or services and whether such are separable from the other aspects of the contractual relationship. Promised goods and services are considered distinct provided that: (i) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer and (ii) the entity's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract.

The allocation of the transaction price to the performance obligations in proportion to their standalone selling prices is determined at contract inception. If the consideration promised in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the promised goods or services to a customer. The Company determines the amount of variable consideration by using the expected value method or the most likely amount method. The Company includes the unconstrained amount of estimated variable consideration in the transaction price. The amount included in the transaction price is the amount for which it is probable that a significant reversal of cumulative revenue recognized will not occur. At the end of each subsequent reporting period, the Company re-evaluates the estimated variable consideration included in the transaction price and any related constraint, and if necessary, adjusts its estimate of the overall transaction price. Any such adjustments are recorded on a cumulative catch-up basis in the period of adjustment.

In determining the transaction price, the Company adjusts consideration for the effects of the time value of money if the timing of payments provides the Company with a significant benefit of financing. The Company does not assess whether a contract has a significant financing component if the expectation at contract inception is such that the period between payment by the counterparty and the transfer of the promised goods or services to the counterparty will be one year or less. The Company assessed its collaboration arrangements in order to determine whether a significant financing component exists and concluded that a significant financing component does not exist in any of its arrangements.
The Company recognizes as collaboration revenue the amount of the transaction price that is allocated to the respective performance obligation as each performance obligation is satisfied over time, with progress toward completion measured based on actual costs incurred relative to total estimated costs to be incurred over the life of the arrangement. Significant management judgment is required in determining the level of effort required under an arrangement and the period over which the Company is expected to complete their performance obligations under the arrangements. The Company evaluates the measure of progress each reporting period and, if necessary, adjusts the measure of performance and related revenue recognition. Adjustments to original estimates will be required as work progresses and additional information becomes known, even though the scope of the work required under the contract may not change. Any adjustment as a result of a change in estimates is made when facts develop, events become known, or an adjustment is otherwise warranted.

Under the Company's collaborative arrangements, the timing of revenue recognition and receipt of consideration may differ, and result in assets and liabilities. Assets represent revenues recognized in excess of the consideration received under collaborative arrangement. Liabilities represent the consideration received in excess of revenues recognized under collaborative arrangement.

Recently Adopted Accounting Standards

In August 2020, the FASB issued ASU No. 2020-06, *Debt — Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40).* This standard will have an effective and transition date of January 1, 2024. This standard simplifies an issuer's accounting for convertible instruments by eliminating two of the three models that require separate accounting for embedded conversion features as well as simplifies the settlement assessment that entities are required to perform to determine whether a contract qualifies for equity classification. This standard also requires entities to use the if-converted method for all convertible instruments in the diluted earnings per share calculation and includes the effect of potential share settlement (if the effect is more dilutive) for instruments that may be settled in cash or shares, except for certain liability-classified share-based payment awards. The standard requires new disclosures about events that occur during the reporting period that cause conversion contingencies to be met and about the fair value of a public business entity's convertible debt at the instrument level, among other things. The adoption of ASU 2020-06 on January 1, 2024 did not have a material impact on the Company's condensed consolidated financial statements and related disclosures.

Recent Accounting Pronouncements

In March 2024, the FASB issued Accounting Standards Update, or ASU, 2024-01 “Compensation — Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards,” or ASU 2024-01. ASU 2024-01 improves clarity and operability without changing the guidance. ASU 2024-01 is effective on a prospective basis, with the option for retrospective application, for annual periods beginning after December 15, 2024 and early adoption is permitted. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements disclosures.

In December 2023, the FASB issued ASU 2023-09 “Income Taxes (Topic 740): Improvements to Income Tax Disclosures”. This guidance is intended to enhance the transparency and decision-usefulness of income tax disclosures. The amendments in ASU 2023-09 address investor requests for enhanced income tax information primarily through changes to disclosure regarding rate reconciliation and income taxes paid both in the U.S. and in foreign jurisdictions. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 on a prospective basis, with the option to apply the standard retrospectively. Early adoption is permitted. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements disclosures.

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License and Development Agreements	6 Months Ended Jun. 30, 2024
Revenue from Contract with Customer [Abstract]	

License and Development Agreements

License and Development Agreements

Co-Development and Commercialization Agreement with CanSino Biologics, Inc.

The Company entered into a co-development and commercialization agreement with CanSino Biologics, Inc. ("CanSinoBIO") with respect to the development and commercialization of the Company's modifier gene therapy product candidates, OCU400, OCU410, and OCU410ST. The co-development and commercialization agreement was originally entered into in September 2019 ("the Original CanSinoBIO Agreement") with regards to OCU400 and was subsequently amended in September 2021 and November 2022 ("the Amendments"), to include OCU410 and OCU410ST, respectively. The Company concluded that the Original CanSinoBIO Agreement and the Amendments are separate contracts (collectively referred to as the "CanSinoBio Agreements"). Pursuant to the CanSinoBIO Agreements, the Company and CanSinoBIO are collaborating on the development of the Company's modifier gene therapy platform. CanSinoBIO is responsible for the chemistry, manufacturing, and controls development and manufacture of clinical supplies of such products and is responsible for the costs associated with such activities. CanSinoBIO has an exclusive license to develop, manufacture, and commercialize the Company's modifier gene therapy platform in and for China, Hong Kong, Macau, and Taiwan (the "CanSinoBIO Territory"), and the Company maintains

exclusive development, manufacturing, and commercialization rights with respect to the Company's modifier gene therapy platform outside the CanSinoBIO Territory (the "Company Territory").

Should any of the product candidates be commercialized in any of the related territories, CanSinoBIO will pay to the Company an annual royalty between mid- and high-single digits based on Net Sales (as defined in the CanSinoBIO Agreements) of the products included in the Company's modifier gene therapy platform in the CanSinoBIO Territory. The Company will pay to CanSinoBIO an annual royalty between low- and mid-single digits based on Net Sales of the products included in the Company's modifier gene therapy platform in the Company Territory.

Accounting analysis and revenue recognition

The Company determined the collaboration arrangements with CanSinoBIO, are within the scope of ASC 808 and has analogized to ASC 606 to account for CanSinoBIO's access to its IP as well as data generated in connection with the co-development activities to be undertaken by Ocugen. These elements of the arrangements are not distinct and are accounted for as a single performance obligation.

The non-cash consideration to be received related to the Company's satisfaction of the performance obligations includes but is not limited to services related to chemistry, manufacturing, and controls development and manufacture of clinical supplies of such products through completion of pre-clinical, clinical, regulatory, and other commercialization readiness services. The estimated market value of the co-development services to be performed by CanSinoBIO, represents variable consideration that is included in the transaction price. The Company recognizes collaborative arrangement revenue over time using an input method using ratio of costs incurred to date compared to total estimated costs require to satisfy the performance obligations under the CanSinoBIO Agreements.

The Company constrained the transaction price related to certain future co-development services and future royalties, as it assessed that it is probable that the inclusion of such variable consideration could result in a significant reversal of cumulative revenue in future periods. The variable consideration is reevaluated at each reporting period and as changes in circumstances occur.

The services provided by CanSinoBIO are recorded as incurred and the difference between the revenue and expense recognized is recorded on the Company's balance sheet as a contract liability within Accrued expenses and other current liabilities. The related revenue recognized was recorded in the condensed consolidated statements of operations and comprehensive loss as collaborative arrangement revenue and was approximately $2.2 million and $0.9 million for the six months ended June 30, 2024 and 2023, respectively. The related expense incurred for services provided by CanSinoBIO was recorded in the consolidated statements of operations and comprehensive loss as research and development expense and was approximately $0.4 million and $2.3 million for the six months ended June 30, 2024 and 2023, respectively.

The contract liability was $8.8 million and $12.6 million as of June 30, 2024 and 2023, respectively. Revenue recognized for the six months ended June 30, 2024, that was included in the contract liabilities balances as of January 1, 2024 was approximately $2.2 million. Revenue recognized for the six months ended June 30, 2023, that was included in the contract liabilities balances as of January 1, 2023, was approximately $0.9 million.

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Fair Value Measurements	6 Months Ended Jun. 30, 2024
Fair Value Disclosures [Abstract]	
Fair Value Measurements	Fair Value MeasurementsThe valuation of the Company's cash, cash equivalents, and restricted cash totaling $16.0 million, which includes $15.3 million in money markets, as of June 30, 2024, utilized Level 1 inputs. Further, the Company believes the fair value using Level 2 inputs of the borrowings under the EB-5 Loan Agreement (as defined in Note 8) approximate their carrying value.

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Property and Equipment	6 Months Ended Jun. 30, 2024
Property, Plant and Equipment [Abstract]	

Property and Equipment

Property and Equipment

The following table provides a summary of the major components of property and equipment as reflected on the condensed consolidated balance sheets (in thousands):

	June 30, 2024	December 31, 2023
Furniture and fixtures	$ 370	$ 337
Machinery and equipment	2,949	1,557
Leasehold improvements	16,001	2,086
Construction in progress	120	14,540
Total property and equipment	19,440	18,520
Less: accumulated depreciation	(1,966)	(1,230)
Total property and equipment, net	$ 17,474	$ 17,290

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Operating Leases	6 Months Ended Jun. 30, 2024
Leases [Abstract]	

Operating Leases

Operating Leases

The Company has commitments under operating leases for office, laboratory, and manufacturing space in Malvern, Pennsylvania and other locations. The Company's corporate headquarters, located in Malvern, Pennsylvania, lease has an initial term of approximately seven years and includes options to extend the lease for up to 10 years. The Company's current GMP facility, located in Malvern, Pennsylvania, lease has an initial term of seven years and includes an option to extend the lease for up to five years, which the Company has elected to account for since it is reasonably certain that the Company will exercise such option. The Company leases two other general use facilities, within the United States, which have initial terms of two to three years and contain no option to extend.

The Company's future minimum base rent payments are approximately as follows (in thousands):

For the years ending December 31,	Amount
Remainder of 2024	$ 413
2025	845
2026	869
2027	867
2028	884
2029	705
Thereafter	$ 978
Total	$ 5,561
Less: present value adjustment	(1,554)
Present value of minimum lease payments	$ 4,007

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Accrued Expenses and Other Current Liabilities	6 Months Ended Jun. 30, 2024
Accrued Liabilities, Current [Abstract]	

Accrued Expenses and Other Current Liabilities

Accrued Expenses and Other Current Liabilities

The following table provides a summary of the major components of accrued expenses and other current liabilities as reflected on the condensed consolidated balance sheets (in thousands):

	June 30, 2024	December 31, 2023
Research and development	$ 671	$ 212
Clinical	464	84
Professional fees	718	580
Employee-related	1,723	1,791
Deferred revenue relating to collaborative arrangements	8,780	10,525
Other	458	151
Total accrued expenses and other current liabilities	$ 12,814	$ 13,343

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Debt

6 Months Ended
Jun. 30, 2024

Debt Disclosure [Abstract]

Debt

Debt

In September 2016, in connection with the U.S. government's foreign national investor program, commonly known as the EB-5 Program, the Company entered into a financing arrangement (the "EB-5 Loan Agreement") which provided for cumulative borrowings of up to $10.0 million from EB5 Life Sciences, L.P. ("EB-5 Life Sciences") as the lender. Pursuant to the EB-5 Loan Agreement, borrowings were made in $0.5 million increments with a fixed interest rate of 4% per annum (the "Original Offering"). The borrowings pursuant to the Original Offering are secured by substantially all of the Company's assets, with the exception of any patents, patent applications, pending patents, patent licenses, patent sublicenses, trademarks, and other intellectual property rights held by the Company.

Under the terms and conditions of the Original Offering, the Company borrowed $1.0 million during 2016, $0.5 million during 2020, $0.5 million in September 2022, and an additional $0.5 million in May 2023. Issuance costs were recognized as a reduction to the loan balance and are amortized to interest expense over the term of each borrowing. Pursuant to the Original Offering, each outstanding borrowing, including accrued interest, becomes due upon the seventh anniversary of its disbursement date, subject to certain extension provisions. Once repaid, amounts cannot be re-drawn.

The March 2022 EB-5 Reform and Integrity Act of 2022 (the "RIA") enacted changes to the EB-5 Program, including but not limited to: raising the minimum investment amount for a targeted employment area (the "TEA") from its previous level of $0.5 million to its new level of $0.8 million, as well as modifying the process for the creation of TEAs. Under the previous regime, the state in which the TEA would be located could send a letter in support of efforts to designate a TEA. Under the current regime, only U.S. Citizenship and Immigration Services can designate TEAs.

In connection with the aforementioned changes to the EB-5 Program, the Original Offering was amended in May 2023 (the "Amended Offering"). Pursuant to the terms and conditions of the Amended Offering, EB-5 Life Sciences now provides for cumulative borrowings of up to $20.0 million. Future borrowings can be made in increments of $0.8 million with a fixed interest rate of 4.0% per annum. Each future borrowing pursuant to the Amended Offering, including accrued interest, will become due upon the seventh anniversary of its disbursement date. The Company has not made any borrowings pursuant to the Amended Offering as of June 30, 2024.

The carrying values of the borrowings pursuant to the Original Offering as of June 30, 2024 and December 31, 2023 are summarized below (in thousands):

	June 30, 2024	December 31, 2023
Principal outstanding	$ 2,500	$ 2,500
Plus: accrued interest	450	400
Less: unamortized debt issuance costs	(92)	(100)
Carrying value, net	2,858	2,800
Less: current portion of long term debt	(1,306)	—
Long term debt, net of current portion	$ 1,552	$ 2,800

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Equity

6 Months Ended
Jun. 30, 2024

Equity [Abstract]

Equity

Equity

COVAXIN Preferred Stock Purchase Agreement

On March 1, 2021, the Company entered into a preferred stock purchase agreement (the "Preferred Stock Purchase Agreement") with Bharat Biotech International Limited ("Bharat Biotech"), pursuant to which the Company agreed to issue and sell 0.1 million shares of the Company's Series B Convertible Preferred Stock, par value $0.01 per share (the "Series B Convertible Preferred Stock"), at a price per share equal to $109.60, to Bharat Biotech. On March 18, 2021, the Company issued the Series B Convertible Preferred Stock as an advance payment of $6.0 million for the supply of COVAXIN, a monovalent vaccine, to be provided by Bharat Biotech pursuant to a Development and Commercial Supply Agreement (the "Supply Agreement").

Each share of Series B Convertible Preferred Stock was convertible, at the option of Bharat Biotech, into 10 shares of the Company's common stock (the "Conversion Ratio") only after (i) the Company received stockholder approval to increase the number of authorized shares of common stock under its Sixth Amended and Restated Certificate of Incorporation, which the Company received in April 2021, and (ii) the Company's receipt of shipments by Bharat Biotech of the first 10.0 million doses of COVAXIN manufactured by Bharat Biotech pursuant to the Supply Agreement, and further on the terms and subject to the

conditions set forth in the Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock. The conversion rate of the Series B Convertible Preferred Stock was subject to adjustment in the event of a stock dividend, stock split, reclassification, or similar event with respect to the Company's common stock. In May 2024, Bharat Biotech and the Company entered into a Preferred Stock Forfeiture Agreement whereby the outstanding shares of Series B Convertible Preferred Stock were redeemed.

The Company accounted for the issuance of the Series B Convertible Preferred Stock in accordance with ASC 718 and recorded its grant date fair value of $5.0 million within stockholders' equity during the year ended December 31, 2021, with a corresponding short-term asset for the advanced payment for the supply of COVAXIN included in prepaid expenses and other current assets in the consolidated balance sheet as of December 31, 2021. The Company utilized the traded common stock price, adjusted by the Conversion Ratio, to value the Series B Convertible Preferred Stock and the Finnerty model to estimate a 15% discount rate for the lack of marketability of the instrument. The valuation incorporated Level 3 inputs in the fair value hierarchy, including the estimated time until the instrument's liquidity and estimated volatility of the Company's common stock as of the grant date. As of December 31, 2022, the remaining balance of the short-term asset for the advanced payment for the supply of COVAXIN was $4.1 million.

In April 2023, the FDA announced the cancellation of all emergency use authorizations ("EUA") issued with respect to monovalent COVID-19 vaccine formulations. Consequently, the Company determined it was no longer commercially viable to further the development of COVAXIN in its North American territories. During the three and six months ended June 30, 2023, the Company wrote off the remaining balance of the short-term asset for the advanced payment for the supply of COVAXIN of $4.1 million to research and development expense in the consolidated statements of operations and comprehensive loss. As referenced above, in May 2024, the outstanding shares of Series B Convertible Preferred Stock were redeemed.

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Warrants

6 Months Ended
Jun. 30, 2024

Equity [Abstract]

Warrants

Warrants

OpCo Warrants

Beginning in 2016, OpCo issued warrants to purchase the Company's common stock (the "OpCo Warrants"). As of June 30, 2024 and December 31, 2023, 0.6 million OpCo Warrants were outstanding. As of June 30, 2024, the outstanding OpCo Warrants had a weighted average exercise price of $6.23 per share and expire between 2026 and 2027.

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Stock-Based Compensation

6 Months Ended
Jun. 30, 2024

Share-Based Payment Arrangement [Abstract]

Stock-Based Compensation

Stock-Based Compensation

Stock-based compensation expense for stock options, RSUs and PSUs is reflected in the condensed consolidated statements of operations and comprehensive loss as follows (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
General and administrative	$ 1,333	$ 1,987	$ 2,649	$ 3,939
Research and development	565	645	1,010	1,382
Total	$ 1,898	$ 2,632	$ 3,659	$ 5,321

As of June 30, 2024, the Company had $8.8 million of unrecognized stock-based compensation expense related to stock options, RSUs and PSUs outstanding, which is expected to be recognized over a weighted-average period of 1.7 years.

Equity Plans

The Company maintains two equity compensation plans, the 2014 Ocugen OpCo, Inc. Stock Option Plan (the "2014 Plan") and the Ocugen, Inc. 2019 Equity Incentive Plan (the "2019 Plan", collectively with the 2014 Plan, the "Plans"). On the first business day of each fiscal year, pursuant to the "Evergreen" provision of the 2019 Plan, the aggregate number of shares that may be issued under the 2019 Plan will automatically increase by a number equal to the lesser of 4% of the total number of shares of the Company's common stock outstanding on December 31st of the prior year, or a number of shares determined by the Board of Directors. As of June 30, 2024, the 2014 Plan and the 2019 Plan authorize for the granting of up to 0.8 million and 38.6 million equity awards in respect to the Company's common stock, respectively. The 2014 Plan and 2019 Plan have 0.5 million and 16.4 million equity awards remaining available for future grant, respectively, as of June 30, 2024. In addition to stock options, PSUs and RSUs granted under the Plans, the Company has granted certain stock options and RSUs as material inducements to employment in accordance with Nasdaq Listing Rule 5635 (c)(4), which were granted outside of the Plans.

Stock Options to Purchase Common Stock

The following table summarizes the Company's stock option activity:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (In Thousands)
Options outstanding at December 31, 2023	13,161,228	$ 2.38	7.86	$ 337
Granted	3,661,636	0.93		49
Exercised	(168,083)	0.65		91
Forfeited	(657,130)	3.79		80
Options outstanding at June 30, 2024	15,997,651	$ 2.01	7.87	$ 5,536
Options exercisable at June 30, 2024	9,576,154	$ 2.39	7.08	$ 2,483

The weighted average grant date fair values of stock options granted during the three and six months ended June 30, 2024 were $1.27 and $0.77, respectively. The weighted average grant date fair values of stock options granted during the three and six months ended June 30, 2023 were $0.43 and $0.88, respectively. The total fair value of stock options vested during the three and six months ended June 30, 2024 were $0.8 million and $5.7 million, respectively. The total fair values of stock options vested during the three and six months ended June 30, 2023 were $2.5 and $8.1 million, respectively.

RSUs

The following table summarizes the Company's RSU activity:

	Number of Shares	Weighted Average Grant Date Fair Value
RSUs outstanding at December 31, 2023	2,982,661	$ 1.63
Granted	39,738	$ 0.51
Vested	(983,511)	$ 1.92
Forfeited	(54,320)	$ 1.64
RSUs outstanding at June 30, 2024	1,984,568	$ 1.47

PSUs

In December 2023, pursuant to the 2019 Plan, the Compensation Committee of the Company's Board of Directors adopted a performance restricted stock unit agreement (the "PSU Agreement"). Pursuant to the PSU Agreement, the Company granted 615,467 and 256,885 of market-based performance stock units at target on January 2, 2024 and April 16, 2024, respectively. All of these PSUs cliff vest after the requisite service period ending on December 31, 2026. The PSUs have the potential to be earned at between 0% and 200% of the number of awards granted depending on the level of growth of the Company's total shareholder return ("TSR") as compared to the TSR of the other companies within the Nasdaq Biotechnology Index over the performance period. The fair value of the market-based PSUs was determined using a Monte Carlo simulation technique.

The following table summarizes the PSU activity:

	Number of Shares	Weighted Average Grant-Date Fair Value
PSUs outstanding at December 31, 2023	—	$ —
Granted	872,352	$ 1.71
Vested	—	$ —
Forfeited	—	$ —
PSUs outstanding at June 30, 2024	872,352	$ 1.71

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Net Loss Per Share of Common Stock

6 Months Ended Jun. 30, 2024

Earnings Per Share [Abstract]

Net Loss Per Share of Common Stock

Net Loss Per Share of Common Stock

The following table sets forth the computation of basic and diluted net loss per share for the three and six months ended June 30, 2024 and 2023 (in thousands, except share and per share amounts):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Net loss — basic and diluted	(15,280)	(23,065)	(27,204)	(40,391)
Redeemed Series B convertible preferred stock	4,988	—	4,988	—
Net loss available to common shareholders— basic and diluted	(10,292)	(23,065)	(22,216)	(40,391)
Shares used in calculating net loss per common share — basic and diluted	257,353,857	238,311,498	257,293,247	231,952,888
Net loss per share available to common shareholders — basic and diluted	$ (0.04)	$ (0.10)	$ (0.09)	$ (0.17)

The following potentially dilutive securities have been excluded from the computation of diluted weighted average shares outstanding, as their inclusion would have been antidilutive:

	June 30,	
	2024	2023
Stock options to purchase common stock	15,997,651	14,138,935
RSUs	1,984,568	3,446,823
PSUs	872,352	—
Warrants	628,834	628,834
Series B Convertible Preferred Stock (as converted to common stock)	—	547,450
Total	19,483,405	18,762,042

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Commitments and Contingencies

6 Months Ended Jun. 30, 2024

Commitments and Contingencies Disclosure [Abstract]

Commitments and Contingencies

Commitments and Contingencies

Commitments

The Company has commitments under certain license and development agreements, lease agreements, commitments related to renovating an existing facility for GMP, and debt agreements. Commitments under certain license and development agreements include annual payments, payments upon the achievement of certain milestones, and royalty payments based on net sales of licensed products (commitments under the Company's license and development agreements are more fully described within the Company's 2023 Annual Report). Commitments under lease agreements are future minimum lease payments (see Note 6). Renovation commitments are related to retrofitting an existing facility in order to be GMP compliant (see Note 1). Commitments under debt agreements are the future payment of principal and accrued interest under the EB-5 Loan Agreement (see Note 8). Additionally, the Company does not expect to fulfill any commitments under the amended Co-Development, Supply and Commercialization Agreement (the "Covaxin Agreement") with Bharat Biotech as a result of the termination of the COVAXIN program.

Contingencies

In June 2021, a securities class action lawsuit was filed against the Company and certain of its agents in the U.S. District Court for the Eastern District of Pennsylvania ("Court") (Case No. 2:21-cv-02725) that purported to state a claim for alleged violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder, based on statements made by the Company concerning the announcement of the Company's decision to pursue the submission of a Biologics License Application ("BLA") for COVAXIN for adults ages 18 years and older rather than pursuing an EUA. In July 2021, a second securities class action lawsuit was filed against the Company and certain of its agents in the Court (Case No. 2:21-cv-03182) that also purported to state a claim for alleged violations of Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder, based on the same statements as the first complaint. In March 2022, the Court consolidated these two related securities class action lawsuits and appointed a lead plaintiff. In March 2024, the Third Circuit affirmed the Court's decision to dismiss with prejudice the consolidated securities class action lawsuits.

In August 2021, a stockholder derivative lawsuit was filed derivatively on behalf of the Company against certain of its agents and the nominal defendant Ocugen in the Court (Case No. 2:21-cv-03876) that purported to state a claim for breach of fiduciary duty and contribution for violations of Sections 10(b) and 21(d) of the Exchange Act, based on facts and circumstances relating to the securities class action lawsuits and seeking contribution and indemnification in connection with claims asserted in the securities class action lawsuits. In September 2021, a second stockholder derivative lawsuit was filed derivatively on behalf of the Company against certain of its agents and the nominal defendant Ocugen in the Court (Case No. 2:21-cv-04169) that purported to state a claim for breach of fiduciary duties, unjust enrichment, abuse of control, waste of corporate assets, and contribution for violations of Sections 10(b) and 21(d) of the Exchange Act, based on the same allegations as the first complaint. The parties to both stockholder derivative lawsuits stipulated to the consolidation of the two stockholder derivative lawsuits. In April 2024, the Court dismissed without prejudice the consolidated stockholder derivative lawsuits.

In April 2024, a securities class action lawsuit was filed against the Company and certain of its agents in the Court (Case No. 2:24-cv-01500) that purported to state a claim for alleged violations of Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder, based on statements made by the Company concerning the Company's previously-issued audited consolidated financial statements for each fiscal year beginning January 1, 2020 and its previously-issued unaudited interim condensed consolidated financial statements for each of the first three quarters in such years and the effectiveness of the Company's disclosure controls and procedures during each such period. The complaint seeks unspecified damages, interest, attorneys' fees, and other costs.

In May 2024, a stockholder derivative lawsuit was filed on behalf of the Company against certain of its agents and the nominal defendant Ocugen in the Court (Case No. 2:24-cv-02234) that purported to state a claim for breach of fiduciary duties, unjust enrichment, abuse of control, gross mismanagement, waste of corporate assets, violations of Section 14(a) of the Exchange Act, and contribution for violations of Sections 10(b) and 21(d) of the Exchange Act, based on the facts and circumstances relating to the securities class action and seeking damages and certain governance reforms in connection with claims asserted in the securities class action. In June 2024, the Court approved the parties' joint stipulation for an order staying the derivative lawsuit pending resolution of a motion to dismiss in the related securities class action. In July 2024, two additional stockholder derivative lawsuits were filed on behalf of the Company against certain of its agents and the nominal defendant Ocugen in the Court (Case No. 2:24-cv-03119 and Case 2:24-cv-03209) asserting similar facts and claims as the first complaint.

The Company believes that the lawsuits are without merit and intends to vigorously defend against them. At this time, no assessment can be made as to their likely outcome or whether the outcome will be material to the Company. No information is available to indicate that it is probable that a loss has been incurred and can be reasonably estimated as of the date of the condensed consolidated financial statements and, as such, no accrual for the loss has been recorded within the condensed consolidated financial statements.

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Subsequent Event

6 Months Ended Jun. 30, 2024

Subsequent Events [Abstract]

Subsequent Event

Subsequent Event

Subsequent to June 30, 2024, the Company's certificate of incorporation was amended to increase the total number of shares of all classes of stock the Company has authority to issue to four hundred million shares. This consists of three hundred ninety million shares of Common Stock, par value $0.01 per share (the "Common Stock"), and ten million shares of Preferred Stock, par value $0.01 per share ("the Preferred Stock").

Subsequent to June 30, 2024, the Company entered into an underwriting agreement with an underwriter, pursuant to which the Company agreed to issue and sell 30.4 million shares of its common stock, par value $0.01 per share, at a public offering price of $1.15 per share (the "July 2024 Public Offering"). Pursuant to the terms of the underwriting agreement, the Company granted to the underwriter a 30-day option to purchase up to an additional 4,565,217 shares of common stock at the offering price (the "Option Shares") at the public offering price, less underwriting discounts and commissions. The net proceeds to the Company from the offering, excluding any exercise by the underwriter of its 30-day option to purchase any of the Option Shares, are expected to be approximately $32.6 million after deducting the underwriting discounts and commissions and estimated offering expenses payable by the Company. The July 2024 Public Offering was made pursuant to the Company's Registration Statement on Form S-3, which was previously filed with the SEC and became effective on May 1, 2024.

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Pay vs Performance Disclosure - USD ($) $ in Thousands	3 Months Ended		6 Months Ended			
	Jun. 30, 2024	Mar. 31, 2024	Jun. 30, 2023	Mar. 31, 2023	Jun. 30, 2024	Jun. 30, 2023
Pay vs Performance Disclosure						
Net loss	$ (15,280)	$ (11,924)	$ (23,065)	$ (17,326)	$ (27,204)	$ (40,391)

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Insider Trading Arrangements	3 Months Ended	6 Months Ended
	Jun. 30, 2024 shares	Jun. 30, 2024 shares
Trading Arrangements, by Individual		
Non-Rule 10b5-1 Arrangement Adopted	false	
Rule 10b5-1 Arrangement Terminated	false	
Non-Rule 10b5-1 Arrangement Terminated	false	
Arun Upadhyay [Member]		
Trading Arrangements, by Individual		
Material Terms of Trading Arrangement		On June 14, 2024, Arun Upadhyay, Chief Scientific Officer, adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act. The trading arrangement provides for the sale of up to 288,566 shares of common stock, commencing on September 13, 2024 and continuing until all shares are sold or until February 28, 2025, whichever occurs first.
Name	Arun Upadhyay	
Title	Chief Scientific Officer	
Rule 10b5-1 Arrangement Adopted	true	
Adoption Date	June 14, 2024	
Expiration Date	February 28, 2025	
Arrangement Duration	168 days	
Aggregate Available	288,566	288,566

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Summary of Significant Accounting Policies (Policies)	6 Months Ended
	Jun. 30, 2024
Accounting Policies [Abstract]	
Basis of Presentation	***Basis of Presentation and Consolidation*** The accompanying unaudited condensed consolidated financial statements included herein have been prepared in conformity with generally accepted accounting principles in the United States ("GAAP") and under the rules and regulations of the United States Securities and Exchange Commission ("SEC") for interim reporting. The accompanying unaudited condensed consolidated financial statements include all adjustments, consisting of normal recurring adjustments, that are necessary to present fairly the Company's financial position, results of operations, and cash flows. The condensed consolidated results of operations are not necessarily indicative of the results that may occur for the full fiscal year. Certain information and footnote disclosures of the Company normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted under the SEC's rules and regulations. These condensed consolidated financial statements should be read in conjunction with the audited financial statements and accompanying notes thereto for the year ended December 31, 2023, included in the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024 (the "2023 Annual Report").
Basis of Consolidation	The condensed consolidated financial statements include the accounts of Ocugen and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.
Use of Estimates	***Use of Estimates*** In preparing the condensed consolidated financial statements in conformity with GAAP, management is required to make 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, as well as the reported amounts of expenses during the reporting period. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be affected by changes in these estimates. On an ongoing basis, the Company evaluates its estimates and assumptions. These estimates and assumptions include those used in the accounting for research and development contracts, including clinical trial accruals, determination of the collaborative arrangements' transaction price, calculating the progress towards the satisfaction of the performance obligations under the collaborative arrangements, and determining the value of the non-cash consideration received under collaborative arrangements.
Cash, Cash Equivalents, and Restricted Cash	***Cash, Cash Equivalents, and Restricted Cash*** The Company considers all highly liquid investments that have maturities of three months or less when acquired to be cash equivalents. Cash equivalents may include bank demand deposits and money market funds that invest primarily in certificates of deposit, commercial paper, and U.S. government agency securities and treasuries. The Company records interest income received on its cash and cash equivalents to other income (expense), net in the consolidated statements of operations and comprehensive loss.
Fair Value Measurements	***Fair Value Measurements*** The Company follows the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurements* ("ASC 820"), which defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value: Level 1 — quoted prices in active markets for identical assets or liabilities Level 2 — quoted prices for similar assets and liabilities in active markets or inputs that are observable Level 3 — inputs that are unobservable (for example, cash flow modeling inputs based on assumptions) The carrying value of certain financial instruments, including cash and cash equivalents, accounts payable, and accrued expenses, approximates their fair value due to the short-term nature of these instruments.
Concentration of Credit Risk	***Concentration of Credit Risk*** Financial instruments that potentially subject the Company to significant concentrations of credit risk consist of cash, cash equivalents, and restricted cash. The Company's cash, cash equivalents, and restricted cash are held in accounts at financial institutions that may exceed federally insured limits. The Company has not experienced any credit losses in such accounts and does not believe it is exposed to significant credit risk beyond the standard credit risk associated with commercial banking relationships.
Leases	***Leases*** The Company determines if an arrangement is a lease at inception. This determination generally depends on whether the arrangement conveys to the Company the right to control the use of an explicitly or implicitly identified fixed asset for a period of time in exchange for consideration. Control of an underlying asset is conveyed to the Company, if the Company obtains the rights to direct the use of and to obtain substantially all of the economic benefits from using the underlying asset. The Company's lease agreements include lease and non-lease components, which the Company has elected not to account for separately for all classes of underlying assets. Lease expense for variable lease components is recognized when the obligation is probable. The Company currently leases real estate classified as operating leases. Operating leases are included in other assets and operating lease obligations in the Company's consolidated balance sheets. At lease commencement, the Company records a lease liability based on the present value of the lease payments over the expected lease term including any options to extend the lease that the Company is reasonably certain to exercise and records a corresponding right-of-use lease asset based on the lease liability, adjusted for any lease incentives received and any initial direct costs paid to the lessor prior

to the lease commencement date. Lease expense is recognized on a straight-line basis over the lease term and recognized as research and development expense or general and administrative expense based on the underlying nature of the expense. FASB ASC Topic 842, *Leases* ("ASC 842") requires a lessee to discount its unpaid lease payments using the interest rate implicit in the lease or, if that rate cannot be readily determined, its incremental borrowing rate. The implicit interest rates were not readily determinable in the Company's current operating leases. As such, the incremental borrowing rates were used based on the information available at the commencement dates in determining the present value of lease payments.

The lease term for the Company's leases includes the non-cancellable period of the lease plus any additional periods covered by either an option to extend (or not to terminate) the lease that the Company is reasonably certain to exercise, or an option to extend (or not to terminate) the lease controlled by the lessor.

Lease payments included in the measurement of the lease liability are comprised of fixed payments, variable payments that depend on an index or rate, and amounts probable to be payable under the exercise of an option to purchase the underlying asset if reasonably certain.

Variable payments not dependent on an index or rate associated with the Company's leases are recognized when the event, activity, or circumstance is probable. Variable payments include the Company's proportionate share of certain utilities and other operating expenses and are presented as operating expenses in the Company's consolidated statements of operations and comprehensive loss in the same line item as expense arising from fixed lease payments.

Impairment of Assets

Impairment of Assets

The Company reviews its assets, including property and equipment, for impairment whenever changes in circumstances or events may indicate that the carrying amounts are not recoverable. These indicators include, but are not limited to, a significant change in the extent or manner in which an asset is used or its physical condition, a significant decrease in the market price of an asset, or a significant adverse change in the business or the industry that could affect the value of an asset. An asset is tested for impairment by comparing the net carrying value of the asset to the undiscounted net cash flows to be generated from the use and eventual disposition of the asset.

Stock-Based Compensation

Stock-Based Compensation

The Company accounts for its stock-based compensation awards in accordance with FASB ASC Topic 718, *Compensation—Stock Compensation* ("ASC 718"). The Company has issued stock-based compensation awards including stock options, restricted stock units ("RSUs"), and market-condition based restricted stock units ("PSUs), and also accounts for certain issuances of preferred stock and warrants in accordance with ASC 718. ASC 718 requires all stock-based payments, including grants of stock options, RSUs, and PSUs, to be recognized in the consolidated statements of operations and comprehensive loss based on their grant date fair values. The Company uses the Black-Scholes option-pricing model to determine the fair value of stock options granted. For RSUs, the fair value of the RSU is determined by the market price of a share of the Company's common stock on the grant date. For PSUs, the Company determines fair value by using a Monte Carlo simulation technique. The Company recognizes forfeitures as they occur.

Expense related to stock-based compensation awards granted with service-based vesting conditions is recognized on a straight-line basis based on the grant date fair value over the associated service period of the award, which is generally the vesting term. Stock-based compensation awards generally vest over a one to three year requisite service period. Stock options have a contractual term of 10 years. Expense for stock-based compensation awards with performance-based vesting conditions is only recognized when the performance-based vesting condition is deemed probable to occur. Expense for stock-based compensation awards with market-based and service-based vesting conditions is recognized ratably over the grantee's requisite service period. Compensation cost is not adjusted based on the actual achievement of the market-based performance goals. Expense related to stock-based compensation awards are recorded to research and development expense or general and administrative expense based on the underlying function of the individual that was granted the stock-based compensation award. Shares issued upon stock option exercise, PSU and RSU vesting are newly-issued common shares.

Estimating the fair value of stock options requires the input of subjective assumptions, including the expected term of the stock option, stock price volatility, the risk-free interest rate, and expected dividends. Estimating the fair value of PSUs requires the

input of subjective assumptions, including stock price volatility, total shareholder return ("TSR") ranking, the risk-free rate, and expected dividends. The assumptions used in the Company's Black-Scholes option-pricing model and Monte Carlo simulation technique represent management's best estimates and involve a number of variables, uncertainties, assumptions, and the application of management's judgment, as they are inherently subjective. If any assumptions change, the Company's stock-based compensation expense could be materially different in the future.

The assumptions used in Ocugen's Black-Scholes option-pricing model for stock options and in Ocugen's Monte Carlo simulation technique for PSUs are as follows, unless noted otherwise:

Expected Term. As Ocugen does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term, the expected term of employee stock options subject to service-based vesting conditions is determined using the "simplified" method, as prescribed in SEC's Staff Accounting Bulletin No. 107, whereby the expected term equals the arithmetic average of the vesting term and the original contractual term of the stock option. This expected term assumption is not an assumption used in the Company's Monte Carlo simulation technique for PSUs. The expected term of the PSUs is equal to the performance period of the PSUs.

Expected Volatility. The expected volatility is based on historical volatilities of Ocugen and similar entities within Ocugen's industry for periods commensurate with the assumed expected term.

Risk-Free Interest Rate. The risk-free interest rate is based on the interest rate payable on U.S. Treasury securities in effect at the time of grant for a period that is commensurate with the assumed expected term.

Expected Dividends. The expected dividend yield is 0% because Ocugen has not historically paid, and does not expect for the foreseeable future to pay, a dividend on its common stock.

TSR ranking. The Company's TSR, over a three-year period, is relative to the TSR, for that same period, as related to other companies within the Nasdaq Biotechnology index. This assumption is only used for the market-based PSUs.

Collaborative Arrangements and Revenue Recognition

Collaborative Arrangements and Revenue Recognition

The Company analyzes its collaborative arrangements to assess whether they are within the scope of ASC 808, *Collaborative Arrangements* ("ASC 808") to determine whether such arrangements involve joint operating activities performed by parties that are both active participants in the activities and exposed to significant risks and rewards. This assessment is performed throughout the life of the arrangements based on changes to the arrangements. For collaborative arrangements within the scope of ASC 808 the Company may analogize to ASC 606 for certain elements.

The Company identifies the goods or services promised within each collaborative arrangement and assesses whether each promised good or service is distinct for the purpose of identifying the performance obligations in the contract. This assessment involves subjective determinations and requires management to make judgments about the individual promised goods or services and whether such are separable from the other aspects of the contractual relationship. Promised goods and services are considered distinct provided that: (i) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer and (ii) the entity's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract.

The allocation of the transaction price to the performance obligations in proportion to their standalone selling prices is determined at contract inception. If the consideration promised in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the promised goods or services to a customer. The Company determines the amount of variable consideration by using the expected value method or the most likely amount method. The Company includes the unconstrained amount of estimated variable consideration in the transaction price. The amount included in the transaction price is the amount for which it is probable that a significant reversal of cumulative revenue recognized will not occur. At the end of each subsequent reporting period, the Company re-evaluates the estimated variable consideration included in the transaction price and any related constraint, and if necessary, adjusts its estimate of the overall transaction price. Any such adjustments are recorded on a cumulative catch-up basis in the period of adjustment.

In determining the transaction price, the Company adjusts consideration for the effects of the time value of money if the timing of payments provides the Company with a significant benefit of financing. The Company does not assess whether a contract has a significant financing component if the expectation at contract inception is such that the period between payment by the counterparty and the transfer of the promised goods or services to the counterparty will be one year or less. The Company assessed its collaboration arrangements in order to determine whether a significant financing component exists and concluded that a significant financing component does not exist in any of its arrangements.
The Company recognizes as collaboration revenue the amount of the transaction price that is allocated to the respective performance obligation as each performance obligation is satisfied over time, with progress toward completion measured based on actual costs incurred relative to total estimated costs to be incurred over the life of the arrangement. Significant management judgment is required in determining the level of effort required under an arrangement and the period over which the Company is expected to complete their performance obligations under the arrangements. The Company evaluates the measure of progress each reporting period and, if necessary, adjusts the measure of performance and related revenue recognition. Adjustments to original estimates will be required as work progresses and additional information becomes known, even though the scope of the work required under the contract may not change. Any adjustment as a result of a change in estimates is made when facts develop, events become known, or an adjustment is otherwise warranted.
Under the Company's collaborative arrangements, the timing of revenue recognition and receipt of consideration may differ, and result in assets and liabilities. Assets represent revenues recognized in excess of the consideration received under collaborative arrangement. Liabilities represent the consideration received in excess of revenues recognized under collaborative arrangement.

Recently Adopted Accounting Standards and Recent Accounting Pronouncements

Recently Adopted Accounting Standards

In August 2020, the FASB issued ASU No. 2020-06, *Debt — Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40).* This standard will have an effective and transition date of January 1, 2024. This standard simplifies an issuer's accounting for convertible instruments by eliminating two of the three models that require separate accounting for embedded conversion features as well as simplifies the settlement assessment that entities are required to perform to determine whether a contract qualifies for equity classification. This standard also requires entities to use the if-converted method for all convertible instruments in the diluted earnings per share calculation and includes the effect of potential share settlement (if the effect is more dilutive) for instruments that may be settled in cash or shares, except for certain liability-classified share-based payment awards. The standard requires new disclosures about events that occur during the reporting period that cause conversion contingencies to be met and about the fair value of a public business entity's convertible debt at the instrument level, among other things. The adoption of ASU 2020-06 on January 1, 2024 did not have a material impact on the Company's condensed consolidated financial statements and related disclosures.

Recent Accounting Pronouncements

In March 2024, the FASB issued Accounting Standards Update, or ASU, 2024-01 "Compensation — Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards," or ASU 2024-01. ASU 2024-01 improves clarity and operability without changing the guidance. ASU 2024-01 is effective on a prospective basis, with the option for retrospective application, for annual periods beginning after December 15, 2024 and early adoption is permitted. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements disclosures.

In December 2023, the FASB issued ASU 2023-09 "Income Taxes (Topic 740): Improvements to Income Tax Disclosures". This guidance is intended to enhance the transparency and decision-usefulness of income tax disclosures. The amendments in ASU 2023-09 address investor requests for enhanced income tax information primarily through changes to disclosure regarding rate reconciliation and income taxes paid both in the U.S. and in foreign jurisdictions. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 on a prospective basis, with the option to apply the standard retrospectively. Early adoption is permitted. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements disclosures.

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Summary of Significant Accounting Policies (Tables)

6 Months Ended

Jun. 30, 2024

Accounting Policies [Abstract]

Schedule of Cash and Cash Equivalents

The following table provides a reconciliation of cash, cash equivalents, and restricted cash from the condensed consolidated balance sheets to the total amount shown in the condensed consolidated statements of cash flows (in thousands):

	As of June 30,	
	2024	2023
Cash and cash equivalents	$ 15,697	$ 70,578
Restricted cash	302	—
Total cash, cash equivalents, and restricted cash	$ 15,999	$ 70,578

Schedule of Restricted Cash

The following table provides a reconciliation of cash, cash equivalents, and restricted cash from the condensed consolidated balance sheets to the total amount shown in the condensed consolidated statements of cash flows (in thousands):

	As of June 30,	
	2024	2023
Cash and cash equivalents	$ 15,697	$ 70,578
Restricted cash	302	—
Total cash, cash equivalents, and restricted cash	$ 15,999	$ 70,578

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Property and Equipment (Tables)

6 Months Ended
Jun. 30, 2024

Property, Plant and Equipment [Abstract]

Schedule of Major Components of Property, Plant and Equipment

The following table provides a summary of the major components of property and equipment as reflected on the condensed consolidated balance sheets (in thousands):

	June 30, 2024	December 31, 2023
Furniture and fixtures	$ 370	$ 337
Machinery and equipment	2,949	1,557
Leasehold improvements	16,001	2,086
Construction in progress	120	14,540
Total property and equipment	19,440	18,520
Less: accumulated depreciation	(1,966)	(1,230)
Total property and equipment, net	$ 17,474	$ 17,290

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Operating Leases (Tables)

6 Months Ended
Jun. 30, 2024

Leases [Abstract]

Schedule of Future Minimum Base Rent Payments

The Company's future minimum base rent payments are approximately as follows (in thousands):

For the years ending December 31,	Amount
Remainder of 2024	$ 413
2025	845
2026	869
2027	867
2028	884
2029	705
Thereafter	$ 978
Total	$ 5,561
Less: present value adjustment	(1,554)
Present value of minimum lease payments	$ 4,007

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Accrued Expenses and Other Current Liabilities (Tables)

6 Months Ended
Jun. 30, 2024

Accrued Liabilities, Current [Abstract]

Schedule of Major Components of Accrued Expenses and Other Current Liabilities

The following table provides a summary of the major components of accrued expenses and other current liabilities as reflected on the condensed consolidated balance sheets (in thousands):

	June 30, 2024	December 31, 2023
Research and development	$ 671	$ 212
Clinical	464	84
Professional fees	718	580
Employee-related	1,723	1,791
Deferred revenue relating to collaborative arrangements	8,780	10,525
Other	458	151
Total accrued expenses and other current liabilities	$ 12,814	$ 13,343

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Debt (Tables)

6 Months Ended
Jun. 30, 2024

Debt Disclosure [Abstract]

Schedule of Debt

The carrying values of the borrowings pursuant to the Original Offering as of June 30, 2024 and December 31, 2023 are summarized below (in thousands):

	June 30, 2024	December 31, 2023
Principal outstanding	$ 2,500	$ 2,500
Plus: accrued interest	450	400
Less: unamortized debt issuance costs	(92)	(100)
Carrying value, net	2,858	2,800
Less: current portion of long term debt	(1,306)	—
Long term debt, net of current portion	$ 1,552	$ 2,800

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Stock-Based Compensation (Tables)

6 Months Ended
Jun. 30, 2024

Share-Based Payment Arrangement [Abstract]

Schedule of Stock-based Compensation Expense

Stock-based compensation expense for stock options, RSUs and PSUs is reflected in the condensed consolidated statements of operations and comprehensive loss as follows (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
General and administrative	$ 1,333	$ 1,987	$ 2,649	$ 3,939
Research and development	565	645	1,010	1,382
Total	$ 1,898	$ 2,632	$ 3,659	$ 5,321

Schedule of Stock Option Activity

The following table summarizes the Company's stock option activity:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (In Thousands)
Options outstanding at December 31, 2023	13,161,228	$ 2.38	7.86	$ 337
Granted	3,661,636	0.93		49
Exercised	(168,083)	0.65		91
Forfeited	(657,130)	3.79		80
Options outstanding at June 30, 2024	15,997,651	$ 2.01	7.87	$ 5,536
Options exercisable at June 30, 2024	9,576,154	$ 2.39	7.08	$ 2,483

Schedule of RSU Activity

The following table summarizes the Company's RSU activity:

	Number of Shares	Weighted Average Grant Date Fair Value
RSUs outstanding at December 31, 2023	2,982,661	$ 1.63
Granted	39,738	$ 0.51
Vested	(983,511)	$ 1.92
Forfeited	(54,320)	$ 1.64
RSUs outstanding at June 30, 2024	1,984,568	$ 1.47

Schedule of PSU Activity

The following table summarizes the PSU activity:

	Number of Shares	Weighted Average Grant-Date Fair Value
PSUs outstanding at December 31, 2023	—	$ —
Granted	872,352	$ 1.71
Vested	—	$ —
Forfeited	—	$ —
PSUs outstanding at June 30, 2024	872,352	$ 1.71

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Net Loss Per Share of Common Stock

6 Months Ended

(Tables)	Jun. 30, 2024
Earnings Per Share [Abstract]	
Schedule of Computation Basic and Diluted Earnings Per Share	

The following table sets forth the computation of basic and diluted net loss per share for the three and six months ended June 30, 2024 and 2023 (in thousands, except share and per share amounts):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Net loss — basic and diluted	(15,280)	(23,065)	(27,204)	(40,391)
Redeemed Series B convertible preferred stock	4,988	—	4,988	—
Net loss available to common shareholders— basic and diluted	(10,292)	(23,065)	(22,216)	(40,391)
Shares used in calculating net loss per common share — basic and diluted	257,353,857	238,311,498	257,293,247	231,952,888
Net loss per share available to common shareholders — basic and diluted	$ (0.04)	$ (0.10)	$ (0.09)	$ (0.17)

Schedule of Potentially Dilutive Securities Excluded from Computation of Earnings Per Share

The following potentially dilutive securities have been excluded from the computation of diluted weighted average shares outstanding, as their inclusion would have been antidilutive:

	June 30,	
	2024	2023
Stock options to purchase common stock	15,997,651	14,138,935
RSUs	1,984,568	3,446,823
PSUs	872,352	—
Warrants	628,834	628,834
Series B Convertible Preferred Stock (as converted to common stock)	—	547,450
Total	19,483,405	18,762,042

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Nature of Business (Details) $ in Thousands	3 Months Ended				6 Months Ended			
	Jun. 30, 2024 USD ($)	Mar. 31, 2024 USD ($)	Jun. 30, 2023 USD ($)	Mar. 31, 2023 USD ($)	Jun. 30, 2024 USD ($) segment	Jun. 30, 2023 USD ($)	Dec. 31, 2023 USD ($)	Dec. 31, 2022 USD ($)
Organization, Consolidation and Presentation of Financial Statements [Abstract]								
Number of operating segments | segment					1			
Net loss	$ 15,280	$ 11,924	$ 23,065	$ 17,326	$ 27,204	$ 40,391		
Accumulated deficit	313,371				313,371		$ 286,167	
Cash, cash equivalents and restricted cash	$ 15,999		$ 70,578		$ 15,999	$ 70,578	$ 39,462	$ 77,563

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Summary of Significant Accounting Policies - Narrative (Details) - USD ($) $ in Millions	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
RECENT ACCOUNTING PRONOUNCEMENTS				
Interest income	$ 0.2	$ 0.5	$ 0.5	$ 1.2
Expiration period			10 years	
Share-based payment arrangement, option				
RECENT ACCOUNTING PRONOUNCEMENTS				
Expected dividend yield			0.00%	
Minimum				
RECENT ACCOUNTING PRONOUNCEMENTS				
Award vesting period			1 year	
Maximum				
RECENT ACCOUNTING PRONOUNCEMENTS				
Award vesting period			3 years	

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Summary of Significant Accounting Policies - Schedule of Cash, Cash Equivalents, and Restricted Cash (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023	Jun. 30, 2023	Dec. 31, 2022
Accounting Policies [Abstract]				
Cash and cash equivalents	$ 15,697	$ 39,462	$ 70,578	
Restricted cash	302		0	
Total cash, cash equivalents, and restricted cash	$ 15,999	$ 39,462	$ 70,578	$ 77,563

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License and Development Agreements (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Dec. 31, 2023
Disaggregation of Revenue [Line Items]					
Total revenue	$ 1,141	$ 485	$ 2,155	$ 928	
Expense incurred	8,902	14,574	15,728	24,746	
Collaborative Arrangements					
Disaggregation of Revenue [Line Items]					
Total revenue	1,141	485	2,155	928	
Expense incurred			400	2,300	
Contract liability	$ 8,780	$ 12,600	$ 8,780	$ 12,600	$ 10,525

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Fair Value Measurements (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023	Jun. 30, 2023	Dec. 31, 2022
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]				
Cash, cash equivalents and restricted cash	$ 15,999	$ 39,462	$ 70,578	$ 77,563
Money Market Funds | Fair Value, Inputs, Level 1				
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]				
Cash, cash equivalents and restricted cash	$ 15,300			

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Property and Equipment (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Property, Plant and Equipment [Line Items]		
Total property and equipment	$ 19,440	$ 18,520
Less: accumulated depreciation	(1,966)	(1,230)
Total property and equipment, net	17,474	17,290
Furniture and fixtures		

Property, Plant and Equipment [Line Items]		
Total property and equipment	370	337
Machinery and equipment		
Property, Plant and Equipment [Line Items]		
Total property and equipment	2,949	1,557
Leasehold improvements		
Property, Plant and Equipment [Line Items]		
Total property and equipment	16,001	2,086
Construction in progress		
Property, Plant and Equipment [Line Items]		
Total property and equipment	$ 120	$ 14,540

XML 49 R37.htm IDEA: XBRL DOCUMENT

Operating Leases - Narrative (Details)	**Jun. 30, 2024 lease**
Corporate headquarters	
Leases	
Leases, term of contract	7 years
Lease renewal term	10 years
GMP facility	
Leases	
Leases, term of contract	7 years
Lease renewal term	5 years
General Use Facilities	
Leases	
Number of leases	2
General Use Facilities | Minimum	
Leases	
Leases, term of contract	2 years
General Use Facilities | Maximum	
Leases	
Leases, term of contract	3 years

XML 50 R38.htm IDEA: XBRL DOCUMENT

Operating Leases - Schedule of Future Minimum Base Rent Payments (Details) $ in Thousands	**Jun. 30, 2024 USD ($)**
Leases [Abstract]	
Remainder of 2024	$ 413
2025	845
2026	869
2027	867
2028	884
2029	705
Thereafter	978
Total	5,561
Less: present value adjustment	(1,554)
Present value of minimum lease payments	$ 4,007

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Accrued Expenses and Other Current Liabilities (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Dec. 31, 2023**	**Jun. 30, 2023**
Accrued Liabilities [Line Items]			
Research and development	$ 671	$ 212	
Clinical	464	84	
Professional fees	718	580	
Employee-related	1,723	1,791	
Other	458	151	
Total accrued expenses and other current liabilities	12,814	13,343	
Collaborative Arrangements			
Accrued Liabilities [Line Items]			
Deferred revenue relating to collaborative arrangements	$ 8,780	$ 10,525	$ 12,600

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Debt - Narrative (Details) - Loans payable - EB-5 Loan Agreement - USD ($)	**1 Months Ended**		**12 Months Ended**			
	May 31, 2023	**Sep. 30, 2022**	**Mar. 31, 2022**	**Sep. 30, 2016**	**Dec. 31, 2020**	**Dec. 31, 2016**
Debt Instrument [Line Items]						
Maximum borrowing	$ 20,000,000			$ 10,000,000		
Borrowing increments	$ 800,000		$ 800,000	$ 500,000		
Interest rate	4.00%			4.00%		
Proceeds from secured lines of credit	$ 500,000	$ 500,000			$ 500,000	$ 1,000,000.0

XML 53 R41.htm IDEA: XBRL DOCUMENT

Debt - Schedule of Debt (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Dec. 31, 2023**
Debt Instrument [Line Items]		
Less: current portion of long term debt	$ (1,306)	$ 0
Long term debt, net of current portion	1,552	2,800
Loans payable | EB-5 Loan Agreement		
Debt Instrument [Line Items]		
Principal outstanding	2,500	2,500
Plus: accrued interest	450	400
Less: unamortized debt issuance costs	(92)	(100)
Carrying value, net	2,858	2,800
Less: current portion of long term debt	(1,306)	0
Long term debt, net of current portion	$ 1,552	$ 2,800

XML 54 R42.htm IDEA: XBRL DOCUMENT

Equity (Details) $ / shares in Units, $ in Thousands, vaccine_dose in Millions, shares in Millions	**Mar. 18, 2021 USD ($) vaccine_dose**	**Jun. 30, 2024 USD ($) $ / shares**	**Dec. 31, 2023 USD ($) $ / shares**	**Dec. 31, 2022 USD ($)**	**Dec. 31, 2021 USD ($)**	**Mar. 01, 2021 $ / shares shares**
Subsidiary, Sale of Stock [Line Items]						
Convertible preferred stock, par value (in USD per share) | $ / shares		$ 0.01	$ 0.01			
Preferred stock issued | $		$ 0	$ 1		$ 5,000	

Preferred stock, outstanding | $				$ 4,100	
Fair Value, Inputs, Level 3 | Discount Rate					
Subsidiary, Sale of Stock [Line Items]					
Preferred stock, measurement input				0.15	
COVAXIN Preferred Stock Purchase Agreement					
Subsidiary, Sale of Stock [Line Items]					
Agreement to sell, number of shares issued in transaction (in shares) | shares					0.1
Convertible preferred stock, par value (USD per share) | $ / shares					$ 0.01
Agreement to sell, price per share (USD per share) | $ / shares					$ 109.60
Advance payment amount | $		$ 6,000			
Conversion ratio (in shares)					10
Supply agreement, number of doses | vaccine_dose		10.0			

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Warrants (Details) - OpCo Warrants - $ / shares shares in Millions	**Jun. 30, 2024**	**Dec. 31, 2023**
Class of Warrant or Right		
Number of warrants outstanding (in shares)	0.6	0.6
Initial exercise price (in USD per share)	$ 6.23	

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Stock-Based Compensation - Schedule of Stock-based Compensation Expense (Details) - USD ($) $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Stock-based compensation expense	$ 1,898	$ 2,632	$ 3,659	$ 5,321
General and administrative				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Stock-based compensation expense	1,333	1,987	2,649	3,939
Research and development				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Stock-based compensation expense	$ 565	$ 645	$ 1,010	$ 1,382

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Stock-Based Compensation - Narrative (Details) $ / shares in Units, $ in Millions	**Apr. 16, 2024 shares**	**Jan. 02, 2024 shares**	**3 Months Ended**		**6 Months Ended**		**12 Months Ended**
			Jun. 30, 2024 USD ($) equity_compensation_plan $ / shares shares	**Jun. 30, 2023 USD ($) $ / shares**	**Jun. 30, 2024 USD ($) equity_compensation_plan $ / shares shares**	**Jun. 30, 2023 USD ($) $ / shares**	**Dec. 31, 2023**
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Unrecognized compensation expense | $			$ 8.8		$ 8.8		
Unrecognized compensation expense related to options outstanding, weighted average period for expense to be recognized					1 year 8 months 12 days		
Number of equity compensation plans | equity_compensation_plan			2		2		
Weighted average grant date fair value (in USD per share) | $ / shares			$ 1.27	$ 0.43	$ 0.77	$ 0.88	
Options, vested in period, fair value | $			$ 0.8	$ 2.5	$ 5.7	$ 8.1	
PSUs							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Units granted (in shares)					872,352		
2019 Plan							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Automatic increase in shares to be issued					4.00%		
Number of shares authorized for grant (in shares)			38,600,000		38,600,000		
Number of shares available for grant (in shares)			16,400,000		16,400,000		
2019 Plan | PSUs							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Units granted (in shares)	256,885	615,467					
2019 Plan | PSUs | Minimum							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Vesting percentage of the awards granted							0.00%
2019 Plan | PSUs | Maximum							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Vesting percentage of the awards granted							200.00%
2014 Plan							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Number of shares authorized for grant (in shares)			800,000		800,000		
Number of shares available for grant (in shares)			500,000		500,000		

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Stock-Based Compensation - Schedule of Stock Option Activity (Details) - USD ($) $ / shares in Units, $ in Thousands	**6 Months Ended**	**12 Months Ended**
	Jun. 30, 2024	**Dec. 31, 2023**
Number of Shares		
Beginning balance (in shares)	13,161,228	
Granted (in shares)	3,661,636	
Exercised (in shares)	(168,083)	
Forfeited (in shares)	(657,130)	
Ending balance (in shares)	15,997,651	13,161,228
Exercisable (in shares)	9,576,154	
Weighted Average Exercise Price		
Beginning balance (in USD per share)	$ 2.38	
Granted (in USD per share)	0.93	
Exercised (in USD per share)	0.65	

Forfeited (in USD per share)	3.79	
Ending balance (in USD per share)	2.01	$ 2.38
Exercisable (in USD per share)	$ 2.39	
Weighted Average Remaining Contractual Life (Years)		
Weighted average remaining contractual life	7 years 10 months 13 days	7 years 10 months 9 days
Weighted average remaining contractual life, options exercisable	7 years 29 days	
Aggregate Intrinsic Value (In Thousands)		
Options outstanding, beginning balance	$ 337	
Granted in period, intrinsic value	49	
Exercises in period, intrinsic value	91	
Forfeited in period, intrinsic value	80	
Options outstanding, ending balance	5,536	$ 337
Options exercisable	$ 2,483	

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Stock-Based Compensation - Schedule of RSU and PSU Activity (Details)	6 Months Ended Jun. 30, 2024 $ / shares shares
RSUs	
Number of Shares	
Beginning balance outstanding (in shares) | shares	2,982,661
Granted (in shares) | shares	39,738
Vested (in shares) | shares	(983,511)
Forfeited (in shares) | shares	(54,320)
Ending balance outstanding (in shares) | shares	1,984,568
Weighted Average Grant Date Fair Value	
Beginning balance (in USD per share) | $ / shares	$ 1.63
Granted (in USD per share) | $ / shares	0.51
Vested (in USD per share) | $ / shares	1.92
Forfeited (in USD per share) | $ / shares	1.64
Ending balance (in USD per share) | $ / shares	$ 1.47
PSUs	
Number of Shares	
Beginning balance outstanding (in shares) | shares	0
Granted (in shares) | shares	872,352
Vested (in shares) | shares	0
Forfeited (in shares) | shares	0
Ending balance outstanding (in shares) | shares	872,352
Weighted Average Grant Date Fair Value	
Beginning balance (in USD per share) | $ / shares	$ 0
Granted (in USD per share) | $ / shares	1.71
Vested (in USD per share) | $ / shares	0
Forfeited (in USD per share) | $ / shares	0
Ending balance (in USD per share) | $ / shares	$ 1.71

XML 60 R48.htm IDEA: XBRL DOCUMENT

Net Loss Per Share of Common Stock - Schedule of Computation Basic and Diluted Earnings Per Share (Details) - USD ($) $ / shares in Units, $ in Thousands	3 Months Ended				6 Months Ended	
	Jun. 30, 2024	Mar. 31, 2024	Jun. 30, 2023	Mar. 31, 2023	Jun. 30, 2024	Jun. 30, 2023
Earnings Per Share [Abstract]						
Net loss — basic and diluted	$ (15,280)	$ (11,924)	$ (23,065)	$ (17,326)	$ (27,204)	$ (40,391)
Redeemed Series B convertible preferred stock	4,988		0		4,988	0
Net loss available to common shareholders— basic	(10,292)		(23,065)		(22,216)	(40,391)
Net loss available to common shareholders— diluted	$ (10,292)		$ (23,065)		$ (22,216)	$ (40,391)
Shares used in calculating net loss per common share - basic (in shares)	257,353,857		238,311,498		257,293,247	231,952,888
Shares used in calculating net loss per common share - diluted (in shares)	257,353,857		238,311,498		257,293,247	231,952,888
Net loss per share available to common shareholders — basic (in USD per share)	$ (0.04)		$ (0.10)		$ (0.09)	$ (0.17)
Net loss per share available to common shareholders — diluted (in USD per share)	$ (0.04)		$ (0.10)		$ (0.09)	$ (0.17)

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Net Loss Per Share of Common Stock - Schedule of Potentially Dilutive Securities Excluded from Computation of Earnings Per Share (Details) - shares	6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Earnings Per Share		
Potentially dilutive securities outstanding excluded from the computation of diluted weighted average shares outstanding (in shares)	19,483,405	18,762,042
Stock options to purchase common stock		
Earnings Per Share		
Potentially dilutive securities outstanding excluded from the computation of diluted weighted average shares outstanding (in shares)	15,997,651	14,138,935
RSUs		
Earnings Per Share		
Potentially dilutive securities outstanding excluded from the computation of diluted weighted average shares outstanding (in shares)	1,984,568	3,446,823
PSUs		
Earnings Per Share		
Potentially dilutive securities outstanding excluded from the computation of diluted weighted average shares outstanding (in shares)	872,352	0
Warrants		
Earnings Per Share		
Potentially dilutive securities outstanding excluded from the computation of diluted weighted average shares outstanding (in shares)	628,834	628,834
Series B Convertible Preferred Stock		
Earnings Per Share		
Potentially dilutive securities outstanding excluded from the computation of diluted weighted average shares outstanding (in shares)	0	547,450

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Commitment and Contingencies (Details) - lawsuit	1 Months Ended		
	Jul. 31, 2024	Mar. 31, 2022	Sep. 30, 2021
Securities Class Action Lawsuit			
Loss Contingencies [Line Items]			
Number of lawsuits		2	
Stockholder Derivative Lawsuit			
Loss Contingencies [Line Items]			
Number of lawsuits			2

Loss Contingencies [Line Items]

Number of lawsuits	2

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Subsequent Event (Details) - USD ($) $ / shares in Units, $ in Millions	1 Months Ended		
	Aug. 08, 2024	Jun. 30, 2024	Dec. 31, 2023
Subsequent Events			
Common stock, shares authorized to issue (in shares)		295,000,000	295,000,000
Common stock, par value (in USD per share)		$ 0.01	$ 0.01
Preferred stock, shares authorized to issue (in shares)		10,000,000	10,000,000
Preferred stock, par value (in USD per share)		$ 0.01	$ 0.01
Subsequent Event			
Subsequent Events			
Shares authorized (in shares)	400,000,000		
Common stock, shares authorized to issue (in shares)	390,000,000		
Common stock, par value (in USD per share)	$ 0.01		
Preferred stock, shares authorized to issue (in shares)	10,000,000		
Preferred stock, par value (in USD per share)	$ 0.01		
Subsequent Event | July 2024 Public Offering			
Subsequent Events			
Common stock, par value (in USD per share)	$ 0.01		
Number of shares issued in underwriting agreement (in shares)	30,400,000		
Price per share of shares issued in underwriting agreement (in USD per share)	$ 1.15		
Proceeds from sale of shares issued in underwriting agreement	$ 32.6		
Subsequent Event | Over-Allotment Option			
Subsequent Events			
Number of shares issued in underwriting agreement (in shares)	4,565,217		
Option period purchase additional shares in underwriting agreement	30 days		

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IUE!K9';O=05SP6.XYB1'^QL4$UFG2&98T1G*=D 4. #?$ MT4Q0?*]!MHK@PI+27)#6SRFU4!H(FLB!]4>"(<7K;YH] M5Z%82=J$^!!&&N*<<^9ST6S[!Z5&T?95O-RCEU@5 9<8WS2J-2S%UGB5P/&M MG#P=$Q+-E L&08:7)"82J3E^34@3_BNEVOZKR2.FJW"$2M"/F(9 M-AIRM1:!MG&IA&!:$L;1>$[2M!'\6:PUDSY@R.S-D77.UI$.$9)>-T(^8LZ+ MD!& '8X2IKMHG%8!/V>7L-)P>B"RV;]N'Z&U3-L+([W1]072N0/)J< Z3(T M!Z.:60F]A%9JGZJ'-#ZH'C(*!?&Y'C[E>G@*-Y;&O%"N@GL!]':-*K^(+ M.7\N?<^E[[GT/:'2MSAD6R4)RU3393>* M$IY"&V[I4_5*E=?EK[DHN#Q;Y.FOH70^+,_Y/%_GM,T+,T.WF)&Y M"M-2D&_#^>G%>!KB.=D$N7V85VWGV-'1^^?!4;"C[SR6'<>(\J(AJ]&&F,_# M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU_$L%.!D8"V@!X.O40+R4E5@,5O& RN0 MHGQ,C$7H<.>77%_CT9+CVZ9EM6ZO*7<9;2)2.<)IF!-GJ\K>9;'!51W/55OR ML+YJ/;053L_^6:W(GPP13A8+$DACE!>F2J+S&5.^YRM)Q%4XOT4SMA*7&+SC MYL=Q3E.X$G:V#P(RN;LYJ7IE,6>F\M\M# DL6XA9$N)-7>W5YYNTB42%(JP# 4A M%W+C[^^3:G>,U_HL@6V$5#)DU1?*0XG!/3-R0]A4)?.NVB8+A=OB5,V[&KXF M8$O#>FZ=+2?_VU[4/;07/4;SHYG@'K.' MYA,L0Z1^P7V*BH 1JV*^NJJ/^26<.[1[\8$@F_S6VZ3VW> ,? -2K6J5D*Q$_ M2P=\'Y(&8XQ;]#1?CQ1BK::QK<;:,0QY@%CS#*%F.-^'19H:,]6+K#F-"F]! MU4#E/JO4#6CV#30,9FV-J/D3@H\W/[O#;#"Q([A[8N_ 5!+ P04 M" ##, A9VN6GR,L% # '@ & 'AL+W=OB*&Q1R^JV(A;$C>$@NS:1PX%(51C$?")DD81 MD]LK'HK-9<-N["\\!(NETA=:P\&*+?B4J\^KB82S5N'B!Q&/DT#$1/+Y96-D MOW,=]@79$U\"ODE>'!-,A/B29_<^Y<-2Y> (A]Q3VH+!OS5W>1AJ)RC'MYUI MH_A-+7QYO'>_S> !9L82[HKPS\!7R\M&OT%\/F=IJ![$YC>^ ^IH/T^$2?:7 M;/)GV^T&\=)$B6@GAA)$09S_9\^[%_%28%4(Z$Y WPCLJE]P=@(G \U+EF%= M,\6& RDV1.JGP4T?9.\F4P-$.MJG"H)=P/0J:$KUER2)DF63/)DT%+@J>^T MO)W^*M?3"GV7?!"Q6B;D)O:Y_UK?@K(4!:+[EU1U/#W-#XGCG5&J$7;AO*X MN'R4+LZ)14WR5\5QBO? C9'X.^G[^'LT2):') 6-Z0[E#V^R@^^&[9,4\?MF MCI9PN>:-X4_V%WK5Q/>=5)[!=LN8-N8^_!:>"ET444>MRMN(L7EMM7\9$)" M5361.02YSBD3RF3BLMP2QX[X2DAEPL.ME$Q- +\5%537QN@5>]SB\"9>!\'4O M)# .&"L/=RKZ767'0_4U.7L%9^_(EBD93"'9#%!=C[C7G(6)L2)164W ?@'8 M1PMU$ZM ;!'D:A M&LC^_GN9GQ&[L? NN8D15==DM*UR)K6.H;R//2&A93+=2, (5$%W M)$(25Z2QDEOX[QO1#[A?WYB(<5%=Y!?AP3X&^9$]DWL?NF>@SOR/?!/3G;'Y#W\!SY&)OK%;>T;7('^5N1+RP, M^99,F'S:L*T1'G6J"U\F(1O-'O^!=_49-.Q'L8F-X+C=!Q9"M#(I75Q9%[1, M03:>8]Z"%EUX(L4ZB#US->.>DY$1]!31R"ZSD8TGFK>@$Y$H%I*_@E7U*(4[MVA=.QJQQ3Y&2[# (FV7BZR=KJ"/I9-1ANT.X;,Q&NJHM5IB(;CS+OA0?U-5F* M&$L-!TPY8Q->#2NGQE*++Q1/,8*,A#8DYL^O/L%S+E7BJA)HV0N),K MH@BFI:D2WM,963%)UBQ,.?G1.K=LLH)OO.P+V/@.3A&= [#([V7CH@<3K!_&" M3+?13(1&]$.IZ6YLY#I%7*)E7*)XH-E7)KEY]I8L7O#*4'C :#R:7H^,'YZX ML"YAF8[H4>G(3:74GR[Y]TI6E3"AI,;%E@..7XU+-"ZNJLM9IB)Z5"JZC^'[M.E^6T]^@;]NY,0=JSA/$8!H&8#H40%(?Z-!G(=,L!#2.!8=\!F+N,D\CX,- MF/BYH9'W%#F(ECF('I6#IA$D4W*5)G [,;=:W*=JX027U<4KTP\]*OW<1%PN M=*^\ P>UA(0K5ALKE?EQSJ$1NG[% MH+4V099)B!ZU/N3">"HA\MW'/G\F?W!S/1Y:)K)LIT?IQ841XA1IAY9IA^)A M93]9W@:)CK9?.20U;%'S@%VS:=.F8XRVN+(FJ%/&'^? >LY^1?,EZ2U<-(ZP M!\RJEVPQ65W&,@ Y>%QYR[A;I*ZFQ.T^42/C*<*/4X8?!X\J(P#T<\B0&0>9 M P:5PRJN^[]@K1=[A'K&R[9.$^+I5+ZW^X'I"3,A M(9^#U#KOP8@G\^W2_$2)5;;C.!-*B2@[7'+F%/!^ME=J\G4QD MNJ9Y(D_YAA;P9,5%GBBX%?<3N1$T659*>38ACA-,\H05H^E9]=VMF)[Q4F6L MH+<"R3+/$_'XGF;\X7R$1T]??&7W:Z6_F$S/-LD]G5/U;7,KX&ZRL{)D.2TD MXP42='4^NL!O9VZE4$G\Q>B#W+M&VI4%Y]_US:?E^-\J (&=%_9G\; *QIX"]'@72*)!C%=Q&P:T< MK9%5;ETF*IF>"?Z A)8&:_JBBDVE#=ZP0B_C7 EXRD!/36,B$,\B_IL6/V2IJ".*W7W4'T"GN_<)SOW M267/[7._%((6"B524F5UI];W[/IZD[V5FR2EYR/819**+1U-?_T%!\X[FW.O M9.S 57?GJCMD?3I+Y!K!HJ%47] ?)=LF&?AN];HV%52F="783K$? Q.'99+OO MCBGEQEY =E('.+T=3F\0YZV@FX0M$?T)I4I266'F:DT%[(?G5JLV[>\A(C%Q M.K!-(==W8CMJ?X?:'T1]QU62'0'0-]Z-HP!W VM*>20.L1UBL(,8/!-8*/Y" M/58!U>N_@7*LQJB@RH8T,)&&7NAUD-JD2.S8D88[I.$@TJ]4*L%21>MDM:$+ MS35T2 >;*=.#*]KAB@9QW519V+^XD;ELV(L[]"Q") KLP.(=L/B([.L'%IOO M='RO&R]3*O!\+[1#PT[+,,Y1- 39CR8)E3#%JYPWG-2OM:UD[]'F/5?'@@ERD M*2^AMJ)-\I@L,FIU&)LY[,:XLR@V*=AB/8O2\AX>Y!H-4)1TL,H^MU[$W/HD MPMT"81-S7<_M<:!E,SQ,9S=0RQ+%BGN446CC$%]D[# [1K:$=K6MN@<"(M2GD M[U6\0Z0MG^%A0GO*_PT75>?*5RCC@%M1D4/'N;!67VR2%':=H O8E.HI<;@E M,OP2)GLN"2Q\%L9AM[)8Q9RHAW-QRV@X&"PMU[PX.1;I(#F^N+R\DK5#OUM^ MQ,,$.9#\8_A*RMWZ-4EGC8B%0WW/2#&;5-!'"BV3XF$J_7*P WJ;$&RR)?9] M([U,*1(Y?3NA)54\S*HUW1>)*69,D@H36[]@58&WL' M, (*]LMP,+*94$,4])9&T]$B&Z;%&^QQ"D_F(&^!N/*UB<=1#,&1O,AQFR!G/ M-HD?;A_0_3';).B?_?T*/+:D2=[">SA5/OZ]YMJ1"_E;- M".K1ZNH@- []X*GXE:X=.M_Q,GN%G7FQA+F+0IB%XP8K"_EDBJ4/Q#KUQ3AT, M79Q ,"V7]!W"SMAQJC\DUXG0G5.IUERP?T I4>AS6= :W-,I1Y4]ES2E^8** MYI'U!*.)[1"G-P&S- <]Z=[2/AFF? 9WNT)STN4UBO]]O<,8/QS!0C(/&?>(' MXR"*Q][C/8DS*4LM6C\.QQ[!8[PG[@?!.&K%>:FD@F>:Y%X:UC$""QM:G1!F M]@0V&Q+ U.4^JU0?]Y&V:R'#@_B= -(NQ6,=[+%V+^422!!#2/R] +]&- ID# M^HD7=?T<%CITLVU2R'"3 M!H6T#0H9;E#V(2_IBJ7,VD01L^,X<6$("[OSCTV01 'N2WFW;4_<8]H3>22] MN&;7@8.8&,>/IICG0!/3 [;M3MP7=B?5GCL:/#9.16V'+18QVVG+9.]H7_^N M\F<)*>]8/Q!1 2/28Q%1TC MDC(]-4T11!@46,I4'5ERGB"I9KRF2E2#GB2BY+8="S+-Q-.J!&T\[4A#]HL MD85&A,.1(9$F"^=,9Q&S1,6SC>>&6S"*I%\R@G>(9C$#>IT.N9F;I,B$)4$$8 M11RF':- KG_;L7)!'?">P$"MCI%'&C#WHR>6D8U@Z(X@AE-H"JY\Y]"".M9/* MX_?2U"CWU,+5\;/[>0ZO8,980(_%/\A$1AVC::)3'$6RUNVN(ED*?]0A:+ M_!LMBEB_8: P$Y(E2['*("&T^,6/RX- 8$=CN*P)G*7#V%=27@GH.6F268_6Q MQ$&;LP7B.EJYZ4%^-KE:T1"J_\:1Y.HJ43H9]&ZN^X/KT:"/U&ATW[-: W5K1/D6(Y;(>]ME_SM6.HE\=0W^8>]!B= Y=D' -2]E/@'"9(%6#X<()2S-$< MQQF@(T+1 _:B/4N!% 1Q7G4JQ52/?2C])YH%5L^RV.5^EW1&T1N&6%.[;*8]" M13B3$>/DC[J@:8K52HQB+V\E0]LJ/B]0]@A*MY'A2X;- M",]MN%XU@%\"^.\&4&\7(3&=$#K;1>'OI- B,V$+1*'D:.RB21#T)WG@S-/:Y M&78$K:7=+--N'I#VP=7?W#A*I^55EO\^D6L$K9*@=3C!?@7?VLS):WBNX^MW MSEKV59&^WVS6+;]OZ]W:U#L__@'I?VK^@QM5LSNN2-=<:6]T;_D- \QFA L4P54*KUE .O&C7 MBHED:=[QC)E4_5,^C%2+"UP'J.M3QN3S1#=19=,<_ 502P,$% @ PS (M60-"/2:Q!@ ?R !@ !X;"]W;W)K(I_/(H MLB24<)DMAODJX^&\;)3$0V88HV$21NE@? %K>N\W&IV(MXRCEMQG)UTD29C\N M>"R>SP9T\'+C+EHL97%C.#Y=A0L^Y?+KZC:#]V'#,H\2GN:12$G&'\\&Y_0D M8*.B08GX%O'G?.L[*4)Y$.*IN+B$3'L<%$_3CWYIT MT#RS:+C]_87]4QD\!/,0YGPBXK^CN5R>#=P!F?/'O &K&S"U@=73P*P;F/L^P:H; M6/L^P:X;E*$/]J+X?Q0AN/33#R3K$ #6_&E5+]L#7I%:9$H4YG!KQ&TD^/) MS;4??$\#G\"WZ?? F/7E#HI3<+\4Z#]-Y?CJ4T,GB4<-9W:&+JD.L MIT,FN1*I7.8D2.=\CK3W]>U'FO9#$*=1B+TH=,&TA'^MTV-B&A\(,YB%]&>R M?W,3"^?WGA[\\M-WQ#";=#%+/JN'[U[(,(8"L>'IFF.#6S4?E. <\V#!^^P<=&1^Q#!HDF7](LN! 9#L#83<# M86M3[0X8PVRV)%!'H/1O8$U;P0HEL>&HF.RM/']gRE9UP51RW8L)>\0E.UL M)54E3!?%+, <:X:DW:B(>:2/^DZ>0>W$9<#B'8A_ELLC%#3K31ITN."-7Z>>D M" (L6YF.?A=$+<-3Y L0E./8#AZRTX3L[%%/Q%YSSNEV8&1[AA)Q%\4L@ZG5 M!4%Y+E.X@B[*8K9AXB& [3II=!5HK2[4&;3S9 MF9.]!T*ZGP^LR@D/K,H;#ZC*"T]7EUDU2O9V\XW/.$\C^ M*<\@O\D%U.ATPS,9%8D/B?'(H23,22[%[E5I&OY+*]C,1&4:C[V(@JT1+L: MM/:2ZOUEDPKA)HSBT3=?N ME%P$:KHFI3!]5,E05N:9L#%55<-8J0>USNTY/&&M\V5ZY_N+PM6Y]9ITK.MA M^Z3+H#W2X:RH="BK7KK61S.M$VPG9*%/)]&LSUI MC&-U79K@,-7:])!YJFXX6<_I 6O=+=.[V]_1;#OG]E"-[: <:"NNHAI-U5,/) M^E1KG3'3.^.)B$$A49TMD?,,=@0+7NP"4'^H)_O9K=I!V?R#L@6'8ML=EM:N M,[U=?_5PO6[_RNDZ@NH>KR,@Y'P=0?4>L+/6GS/[$?L3&OR?SKM#LGF'Y0M M.!3; [G"T^P3VVCYA_X-V/=5/#\HAV?R:;2?O#76?C8# @*K[C.'6"]6$9XOR M378.J\DZE=7+LN9N\[;\O'Q'K-R_H"<3BMSWZ4E0O0MOZ:M7\U=AMHC2G,3\ M$1YE'#NO'%GUMKNZD&)5OLY]$%**I/RZY"&L; 4 ?G\40KY<%]H_N=@_#]0 M2P,$% @ PS (69Y?1S-@#@ F*$!@ !X;"]W;W)K@:!\GS8>L;%\)ER]'!'3N)77^N:H_-G=EV7J_K9;K MYN+DKFWOOS\[:V9WY:IHOJONRW7WEYNJ7A5M]V-]>];?70+A?K\EWM-0^K55'__JI<5I\O3OR3+[_X>7%[U_:_M.+L\ONR^NR_>7^7=W]=+:CS!>K]%^;G9 M>^WUN_*AJC[V/[R>7YQ,^BTJE^6L[1%%]\^G\JI<+GM2MQV_;J$GNYS]P/W7 M7^A\L_/=SGPHFO*J6OYG,6_O+D[2$V]>WA0/R_;GZK,LMSL4];Q9M6PV__<^ M;V,G)][LH6FKU79PMP6KQ? KQW^*W[8'8&^ '!P:P[0!F#H@/# BV X)C,X3; M :$Y(#HP(-H.B(P!+#DP(-X.B(T!P?3 @&0[(#$S'#JLZ79 NCF[CZ=C\^^GMU3_EVQ^S_.?KOWGYOWYY_?Z_WJGW MRW7F??W5-]Y7WF+MO;^K'IIB/6_.S]INNWKZV6R[#:\>MX$=V(;W55LLB6%7 M[F'O.I67=5W.O>NVFGTD)D;<%6M5M7ZKW_QX\G?#R'R@4WOKA?-0_W[P4W@ M[O$_S.>+_CU<++UWQ6)^VAW(J^)^01\/,<":S1Y6#\NB[8[(V_:NK+UN![L+ MVEU_I?E4>J_7LVI5$EQY/#AO%VLUXOU;7==6A;K6>E]W1V9YJZHR^8;KVB[[9A]YP7^ MMQZ;,$8ISIF\GQ"^;^Z+67EQTN5NROI3>7+Y* 1*AX^P: /K)X-/EU&8A-'Y MV:=]L2%3YD@81\($$B9!,$V!P4Z!P8 "^[< _3G+.;&,EAX1E@:5?QOR$^7[* M= WGR+0<"1-(F 3!-- F%.]F%3MF]LH1VC+@>F?'>*4R":>KKI^_*CC(B,CNB MEX*A COH-$SU&$Z IF&:A'J8(,)B/402V1@+)NET%Z<=YVAWG*/-P.# <>ZF MNWYR[M['W<'=O/JF7Z=L)NJ[:CDOZZ9;R_SZL&A_IPYXA'PW(V9I8C81P) M$TB8!,$T(<8[(<;.-_Q&<:?]!ZRYUZW ND^=3;'YW%;^UK^F5F2O8ON*'>^] M(1Y5Y4P[5E5(6(Z$\6..A4!FE"'8II9DIY;$J9;73?.PF16JFUXMNQ6*=U/5 MVU?5_58^93U;-&7C=1^[O&Y+VGHQ:[\LHKV']:+U/G6_[:::;[UUV>XO:"C- M.;=K[!4/"I,=^I,_R1U4HI,K?-^:JYX MG)L[5F>IM1()#(DATW%B]\SE$S*?!,$TX4QWPID^73BS1\O#JXM>,$==K)S9 MQEZLD+!L:IW5,$S2:60L>W-D4HZ$"21,@F":Z/R)DWY=",G-Q+W[P>07- *%$T7QY[U[3O%\6B2SC23=+$Q2;VO MEU5#7WBV3.>DY,X[6@M(6@ZE<2A-'"%L)2JCKAGE6OMNV_I--S7UVB"E8?O$ MIWX2F(;'E3O%:'E ?6*[PG+E&"P])R[8T MO;X11V$:3\W;]#$'$H34)I$T73Q*?/==UJJE[DNMZ,D%EFG,0ZG$VMQ%0T6 M.8B07A"F%NQ\=IF#" HFP20)S(6Q'<6*A,7^8V?5T> M#;-MSM-P$DS-=[H[Q5@A06DYE,:A- &E211-%Y(RB)G; ('Z&D_./AW4WXTP. M?]IQIQ[=H6H[IV2+*M1*AM(XE":@-(FBZ3K<:Y4>ZI4^WLD9%AZV-1KJ93/; MDV51'$_2*#(7U-#$'$H34)I$T73Q*3N;N>ULV\D9EACA*T]9R,PY-AA<31,A MO2!,+=CY[-4T$12PB6^N\041QXPMEU1"%@=A.J%7TTR9MFS(M'V.DS/HL;FS MCW[SV\8K.>L@D^90&H?2!)0F431=BLK"96X+=Z23,ZP]:$LUE)8QPKX]4$* M)N90FH#2) (JFZT^9VLQM:I-.SK#*;'>9JB)LPYQSCQU"5!&(?,3<8P>1500B MSJHB4 E=502FK%N6O^23PZ!.+92606DYE,:A- &E211-5Z0R^A<& 8Z&L@U,UF=F=R M-$W- 1M8QLJF#9_0FP^^E"&SCVY\8%T7W!H^^Z]CN83:6 M6#DT(2=VT;Q-#)I0HFBZ@)0]';CM:?0]%>YT8R]>4%H6V 9W,'G\S]04U)6& MT@24)E$T77[*E0[M)I4HFJZ/O<=KN(WC)]U>$1#.:F"J ?MP#&AW,Y3&H31QQ+&5J(RZ9I3]';CM M;U?I/K#=YE,63$Q'YLJ=8K0\H.8UE,:A- &ER>&SI4M$V=+!D"W]ALJ>#H9YK8%'>G6NT*!/!@DH4YHNRD,3 M6N?=E]'0"]:*A- &E211- MUYCRK .W9_V,^R9H4=EN;_G$<9H&9N(#R22LC2V-_;,OV *VLV]%^RE!Y"G5@H+8/2*=V] M8:.O@5#/.+2=U"1*P]@L(D"SKZ"T+"0:GJ.D[[8QK:LE5$/"J8]%<=%Y:Y]V7L= *E<2A- 0&D21=,UIASN:.C9&-AZ M560W^!ZJ5[FW;_QT02*'C)>E4$]6JAM Q*RZ$T M#J4)*$VB:+HBE:,;/;T3.+*]T%.6,'NB@#]P4%H.I7$H34!I$D73A;3W-8! M2+\P^1DEL@U*\YZZX9#,O0.CA04U=*$T :5)%$T7EO)^HY=I *:51#79)B'S M?!9I0H MFJX@Y2;';C?YNJP7G2A>>?NNP;N=:["9/3NYS,O5HXZ&+E[0!T[$Q!?,4>X M-&L.I7$H34!I$D73M: <,Y]AM.(_4'JDWV^TU"Q:Q_=AC\TN8,_>&CA80U%+5TT=V_6 MV.L5G9@LFD,3;E75G,R[H/Z/Y^4U7MEQ_..O[GJOZXR7'Y/U!+ M P04 " ##, A9:,(TS9 ' "U(0 & 'AL+W=O%PURFA:]R65Y[U%,+OE: M96G!'@62ZSRGXO6&9?SYJN?WWF[\FCXME;XQF%RNZ!.;,?7;ZE' :+#5DJ0Y M*V3*"R38XJIW[5], T]/*"5^3]FSW+E&VI0YY]_UX'-RU?,T(I:Q6&D5%'XV M:,JR3&L""_72GO;9^J)N]=OVC^5QH,QOB$IM>S7]"G+P]_S% ?_3:[16<_MGJ,?45J@;TN^EK1(Y.5 1JMY*P$JD"Z/O?=VC)( ]UY835*ZXI)G&ODA?P.E42@84(5A& M%0R!%&H[K :0PP:T14A$.O ;EO7=-/N@EDQ8$07M9=E:"6V9@(P[(!E^]=T$ M.UWJU)*:-6L?:O;(4CI/LV[>]$]*G*?2MN\"0YV^FSL?!8-D2-YRM?(UZ&" MKEX(G2.5:ZR>:)-C+O$UHV%5T#(7Z!S@CTOE:- T8K^EJR9U,1MD2-#+XCLR+&A5>R]:R.3%AMH4 X#QTZV?F\^ MGTK;OA,,&6,W&3^N1;RD.I&!'HYN)G&;:)ND8!'IDW$P[(B:(6/L)N-'P6/& MDCIF4'@ M:JAOL^&P\QL$?&'H>=UV&"H&;NI> <_I*Z$S1KV6%8G]O4Y7NM.P M(F[S;!^/HF;;9A,+R*BC%F%#R/CPOK=J0^M4/]?8-VD"@_GK\>G3IF:K%6VQ ML1]U=$784#@^0.&-I%^D!71S1Z ^*8F?2MN^$PR)8S>)GSW2UW*# <%Y7/BG7 M94\+RQ$Z\ARZ1JF;],[] VYS=-_W6NGC1/%/K324C]V4OU\IWF^C4_N[(JYN M$+ 7Z:M^B6D0L+M!]".IK=*U \K(UM"82WL;AMN=0"MT'UJ*?2F6<#N9]$[M) F;VZ/09O\6UK9(9XTFICL@[DWWCF,UMB/<2MK;Y294BT@_ZC@=(H;#B9O# M#Q3F8TLC.KS?Q0 M&:N7^X9FU3F'YDY]O"326&]IM8#5Q#:ACYKVM47Z'7M9LG-D[B9\':&SA,5"

MM_/GVK+_UQ!;*T""J+DOL@;GB8 M2'EBM:K-^= R1LV=C$5L. R[3AR(Z0V(DW;?:Q33.U^G.6&[?0S'X^99A45L MZ(7#KK)@6)Y$SE9GI@^ERH- FNE3H#CCG<'
M9E;X;6;WF^!=_<'^ZSU#_8&;^LMW_GV^Z .=5J=9NV>EYGRC?&-@?PWHM5[P M^5ZS-EN$FM '.R_ RN\")"J/LJH7R-N[VV\/KLLW[HW[-_[%M/J"P*BI M/FCX2@749@G&+$"E]W$(KA35-P+50/%5^9I]SI7B>7FY9#1A0@O _Q>! M?L#V2XW)_P!02P,$% @ PS (6?[OR@F@#0 Q2$!@ !X;"]W;W)K M>R['3VZM>^\; MI8+XV+7&/YTU(?2/#P]]U:A.^H7ME<$O:^LZ&?#5;0Y]
[Y2L>5+7'BZ/CAX= M=E*;V;,G_.S*/7MB8VBU45=.^-AUTFV?JJ;>/IT=S\]#:[UI CTX?/:DEQOU M5H5?^RN';X?#*K7NE/':&N'4^NGL[/CQ\U,.:SP-
^T^K63SX+\F1E[7OZ>J;6DAF/$AKSD;MJ2)TV]E]1?L.WQ92:_.;?N[KD/S M=/;]3-1J+6,;KNWM3RK[\Y#6]VSK^?_B-H\]FHDJ^F"[!D6=JD?^7'(>O
MF;#,$Y9L=]J(K;R003Y[XNRM<#0;]$'=I5GPSAM*"EO@\.O&O/"L]$ M78OGT>,W[Y\8WG:8WE9]9X)%Y9$QHO?C2UJG?G'*>P:AE,>KY M\HL+_AS-0IP+V3SZSWQFVDT7]*PL%[D;-GGW[S?&CHQ^X-[IX-[IEU;_RAS^W37$FRIN%)U::K%7 2[M4:%1#O@,C= (R&UCVW8K[*U1-0[URNM:2Z>5%_=G:>Y,6""H.1K<"&*OV,,T[;.NME:7&NI+85>87',@<C=]0Y31*-D"V=H@%VO
MX5L#LH,53O3 F=+5LYZSTYL6KM2"_$.'[,[Y O6J#]$Z8)RL%P;\4]VL!MQ MNU+&^&U[^C)9']@;SQ:D.(6X@W$=$;H]3K7E': ML$G5QEKYQ^+;;[Y?+A_]@/-7Z[6&
R\I!N_8]:VX:F4@VN9AQ\L?Q'.9HTON M(-*4;A.K5DERW75DAU.5ZH-UE,77/UU[2EF8N+R"#4A'@UQ\MZ"9.OKV8/Q/TWY[^>'AT]X*#_HE8PL+(&2^F O60G(Y*JR<-? MSL\FX^<)W))W/9
;8SWM+7O 15;-;NYEZ^W_,1JH(GH-=K&.?MF/RR0LM M&W7@%!96!*HJMDA@K6A;EZTC_JP^>W4!UPAE&T^'8-/;QM-TO/6*[)7MRT& M>X+! 'B=T/$K8H7%F?^
T1;02!C&$["IJT.Q+47O^.CMNP=E SKB%!UY9PYW MPTAX0UW&J248@G9Q)WMQ(N+,XH/YQ@V8*VKAG8[8C1*'R[_<"RC: M/22WB"Q36*0#WNJ-
X:$TN7A!M22HS39!CB;#XX4XC\YA*'AU9?&\).[.;3?* M;@"QAB :G.V;+?+^\HQ.K$1AJV\HFK5@\&$X(2+EL"3L,^M^DF+,B4[6.73*R M@9[B]"$M("X4FGL6?
_$=D4:L!W,5#W:ZY=SS5Q/!)9N)L2 O1G2IIJGWKR'H95@8%(!\VX#>./>UZ:T43P;?E=]!LB)TGP9,$ M$+!H/ H@RNVBK-ZC[BGZ3T2C/T0<2\4:P>=#/M 8L*J,7+5P/U!P&$NHN#[Q M$L<74
F%:[25LP'a;E4C48#T+UX]2-A=_B=2=#BQ#*P+ZX3L&ND+0A@&3PR M.*$3M2:-SUN"L!*:LSLT<:5-[1.KX.C!V;':%>H"6X->1>4BZS]G6\]YX3HR MQA*?(;S8?PP;6:
^]N#5!"10N6XUL6=*.E#)&*M1," /MIR7T7Q#<6M4YOVD M8H!1JVO^/(UUH]J>RH%C@V@2>4/"E!" R-TJ9?;R^ZF_NR0,O&!H5!P<;J-V M6&E:IUAZ49W LU:O X\9R
"*D/4%\>WEZPNJG"7UA421BQ\UT/-0M:H-?N\ M=IF8^P]?6/2 ^E"]9-E)NO[V4*BQ&MESZ'?Q'T9 XVPT5/P38TC MOPWJH(8*10)EE*TP3K>HODG'KA07Y,2
B6ES%GNI':7XO5&PJ,S"GG]$5LB4 MEQHEWW^N&%I3<24HY;"(DHLW_(YZAJ;4 DJ[A1$NH=XD"I5^0F]8S=XD0@85 MJ(^9(#)2MPF$@'ZJ0.*EM37$K(FD2]C'F>4P224F5JU.P#C^,%@54-
&8..;R7558K0 M)&5>E)SQ+YP$=!R]WX[0NS2-;#'B5:R@'%OQ6^H0_@IX1GT,!Z/0(KV:UNGR M.KG3&)$WX S@?WB$6B[%^9O?+B\.CO]9!C.C/SSFWXAG++$^FHH:3F!Q\K"-
MX^!0*""EY+9VQGSK 23:8Y^]ON8F\7+#B]!\SJW)$@DZ630\)ND]0 M 9@/.4\0!"[55*0]#. US=5@]^TI$;*E#\SJ42#0MEV>7I'QI;RA*VF"*2/)C:A8/IVP9GU"\ZE#&<$"(MO^X2H,?
[WN(LDXK\U,-$JDP120IR!60'(=[5#4%W0TUN4H<@"%-QF$F9@,3P M;U:)P'P/P -UU/B0OID0#TVF6$?#3\DYXM\$J0E8!DB"=%Y:&GH.EL'NG\! M)_(ARJ /W&*CYK:L" 0T7,5-*"I)N4&A661
UMJYF;4IIG6J@L[&34HMS@DG MD_@ "_A@J_>@9>E03U-IZ:.K.-J[0[C:>1^Y3> %#,(7-(D/8T.&:*U6(2F% M#2U8M-L>UPY.3ES#DMSL?=0$84#GWO*[Q;(T2KSDO=.CQ>GPI#"^UQ_1_O$E
MF.(H<'-1KK!X(CZGZ\ MT..>!F!2]2KPAIX^W14%GZ)5HCN-*U_>?)+ R?D=(_=U@8-)4Q6YHZOI?.V? MKD$XAD:[6N2+*+()"SY**EMI#N? T727*7%2Y[MMX/X=W7"QNGOMAX-
**6QXK0.85\)PGV M$'(KOJT*!,9B$\D?V!&[/I,+98@FI/N\0!!9 QT MF:1."LY D9&9?#65+F.FA2J:]\;>FA+0O/ GO(_X$,TC".W)Q3:OAVBXP: MX\^UR"4T3T +;0
**M^SCN('C#B7:CHSF9G4BB;R2ZE$K%P()IA#3F6GZ=H+.Z([?GHX@I/<^HC^8L M@31?&;3;H?).K=_- ZEUOASY*XD^)VMV=DZF)4[E717$PUNZ><[I3Q$8)A%H
**MJ*P1<&XD>CW".*@)#3LO3MA1$%Z)L(CEU_(&4ZG;(AO3)@[;K M$HLNF;BLP&B$T#R=XT)TV3H?]PIM_#K230*U3[PT5< 7,)N.V[3Q\G%-6H,V
**MY\JW;NUM1M5T(ZYLTX,\""FXSGH*V$UZ*KDC,@&R2G!\X2K1QT(9<3BA7VQL MZU0%Y-A-R!I8P$Z*[Z_+@1RS78XCM;%50['*M!F2)AM>N5@F:)QMSQ)L2OU8 MT:O"_?
**MOO;B:3ZDC\VT]F)YRPQRY(M%"P2;7IN1,=6&?R#XE,;7GW%V,G!@K ME1P(FW3*:QM7P-C*QGV%-8G/8 Q#:,/=0)6[7(5N:&705MZ,_09K>7_-[7U
**M=^;6EO%+1G/)H+A5[.'FUCMQL^ \(J+=#H4YOV8>GP]\HG*57\^/P] <.KZ3;@.U$J]:8>K3X M[N$, H'_:"!]";;G%_4K&X+M^".]752.!N#WM065YR^TP?"7&_^ U!+ P04 M " ##,
**A9^@OHAE$< 45P & 'AL+W=O_#QC[(F;*M)ITR MJ.ZSWYM3*]N-TWK?SQ9]_WV MV?W[OEJ;C?93MS4M_+)TW4;W\+%;W??;SNB:!FV:^Q>SV>/[&VW;DY^-6:&Y_]K7
G"^<^XX=W]8\G,R3(M-*:J<08-_UV;2],T.!&0\47F/(E+XL#[S#[6]H[[&6AO;ETS7_;NE_>/+T M1-5FJ8>F_^!N_F%D/X]POLHUGOY5-_SLPPZUR]?=.Y&=?@TS(9_T%9I-
!!G6SR4J[Z#7RV,ZU]> M\6$HMU17=M7:I:UTVZMY5;FA[6V[4N]=8RMK_(O[/:R'H^Y7,OO6EK4Y?C[P.=D=B+0.RKBSLG_.?03M6#V41=S"X>WC'?@[CY!S3?
M@R/S'=BE^I_YPO<=",O`MHPS_?P\'RH0,_\5E?FQQ/0$&^Z:W/R\F]_.7\\ M>WX'M0\CM0_OFOT/'M6?-;=ZI;WU^.!W&+;:]:NME:7KO7P5,W??%P;T+G*
M;;:ZW>$,0ZN'VO:F5I4#@6@]_R5#X,/2MKJMK&Z4AUD-J'[OE6VK9@#Q46O3 M&=NJM;XV:F%,JX#%6]W!+_MS(,&RO8[T)]^K5:F-9UNFAV28+8XNTY[V78P
MJ]TV!J=7/1#ZJ27"KG!=KTY/_G,^?W]RCW8U *T=/=0-. *_Z\QJ:&B;Q(G] M&:Y,-72VM_+\F]MJK=N5 19M-M:313L]N7IS"6L W4!%;SJ[@7FWKD,2IW\R M^Q3P0NGZ-S
H]/V$AEI/[(=M&CA&E@?R.[PN^+9?JU[!:Q6K:F,]R@HO5-; M/G^U1+8#1B,3+IG+!&9@RUT?J+%!CVQI$&"U^.* PEC:ST2#K%6R6V(_+P?@T-+Z"DC>&=U-
MU:7I>O!J,!7[OB#F2^=Z6,ZH&INYG]!@YK"(,$#X272(^(J@'3RD7)+QS+L: MGC$LR2B)F= GQ@#=#@0>V9)$%$0*F]04(FQ_KA@+QFUVYH:EA9H<,71?MM M:-
FC$GVX:A#,@W,@&84@(^_P&$"?08H"_Y'GRJ"C4*_A'#<+V-&# .JOB'3]"Y8 M3CR+_KMWN&=J44 GH% M8#A\2(%WZ,R7P:) PP%O]&>C3%R>Q,$#!MSR-MBV M+)> TD1-D?
MHKS>1?_"\$4EJK%8)EG6I(/X(-"&%@VI.#:&5\$M!IT]M%&P M2G!.!HVF/TJ6N=TBW[RJA\C,:,$5V"?KZJEZ/1AD_YH6Q1ZC(XTB(U+CQ;B MVC777';
QP:N35!U#J086;C%5PQ47Z-0GA0DSU[H9Z,A09H\>8# KQT\X:86#YP:?M#ASR6@& MT)_HKEKSP9IKB!BV)%%XK C)?# $.("#&/16O<=GAW,U0&GX)':@/Z00J"1 MDD,&G-
SHA>O8)>BN0\[04?\]5RN$!I4![ZB;B@RG'.NVBN9IGP M\+M?RD!9!TZ#O 7:;[=H[$I\5#+1QRF9R,:9_+ T'D.4U=:U9^0KR7W7X@+1 M;QM['3W!\27 J\'H"?
VKWH"2PNQIZ0]PB+!_E!YZX&,F#F%!3U!B#<$.F+#& MPA1XG-=&P +K,]DFD(: @8CZSL!W'!# 83?(S9LUFL4J&0L08-J>2:0QR?DW
M).I!JA:Z_0P\VS#K"&RP",)29@>/=I\AM%T"8X0V)A8/>A.@@D)M),S;,[$R M$:*DS0:,,>$#6?+?/HTO9JJE;LV74OR"9:OK7;*EZ"O!Y\)AHGL>LY)."R' M(D1V'DF!K;B-28<(!XJ;
(9<)3O'QCET'^&D:=BB>Y- /U0;L*:Y[9\!%X MP@6 LLZL,=2&!!BF.6OL^D%1*%-$[0?/$H?;&_I^#=^?1QA+>W00K8 MVT-
09V)01R!Q:RA4;W;'J7A44G&>D_6'J7AP!Q6(KI*6T,F(B\:%@;7%=@+* MQD-=\M-KTY"DDX[V&*38WV$L?.ZVJ+%P;J +%HP>V)E@(=FF*HS::")^HC,-
MG2W,AJ:A$08)W)*Z2M.!]+8$.=T/&1B\:LG37H.<@ M&,1P<(S@/H.%]\AXC.5Q(E"S9,NRO1F).31?AYTV;B M?&B:4K!3'*%.:9P;/!#G[SU3\P/'0[#O(\JB>_56=/YH_N$)_/%D-
GGTY&EN M(>GI![,+];>_/+TXOWBN/A+IW\,BFO^'"WY(\[^%6$K]2A;_9[(>LK5<#_C$ M?/!+U]:'./1M1#)9X X1:5N3SWKE4*1.3][.KUY!X'GPF4M7LR'D$'5^A2'J M1[>UE7IZ
6P[1B]BH^<@!&Z65OPXB!F(*^>XD/Q8@*F3 B'R=NR6;Y)D8:8 M0=1:W3*00X^QU99DG=SU$JR?CLANIT[A27-K>Y[R7A :B?2!(S#!QH%)T/6U M;GNPV" 9T3N(?
8A+I7DMPR2P.Q3C9DAA8?H;1-\R!P#JWN)2)(F\^B9QB! G MX'MF$0A0[Q R@!JM-=BK'@DC9'T+P/]WCC<& MQOEN@6DGTF3;;H?@"P%.C\) M;!LS2:8*Y+*&$
[X+:,QRTPH($/1]S@8!2Q',70$A1)'9$&,;<'(# (H,[A\ MS,I-4J@*#@()G828O1N CA#EP+=;,#>W@O)!DN L,Z&M4YP#=KOKSQ#&JE;W M$IMQ!))1-\6$8640V@?
QN#@N\Q^R@8! ,DW4.\AVV59VC[(8N04:' ;!JT MBZ:6W"8\-B!PQOB'V&V-=A:3(KA\0$&!0[D2*.YZTCR&-Y]P-&7)$,A-'. M\-@%B"4(.*!1#.IA)B?Z7' WX^7"[!PB7Y0!<2G%
[R#0#C;8A[1,!J\1QZ.< M$JC!?:_M%K;T$V*9TO^% G)7Y*2 $.TJD% !'6Q^0OY4$^KN&G,C1,26+ M^P8#!$QJK0U!:_('V<0@)M=F%W%*%#6,^;'RPY@.I,PUN94EM[3%U'F/*1\P
M)IOXB:W9TE*RY=;4XG_([TE83XIC-X3FHM?$!XKXCS2)5N85*0ILR%#PE+!U MII^/+]O !'F8;\@MT)[XM#':<@W>1Y0L;HRFXLPCC;F&B)),_9@<3HI5 M#M3F=Q1^]+-
(6DH1X!-@7A,!@ 2ED&<+XHXP! M,,TS^H:,3YY-Y4 R.#.")3S"9?#72V5I4OZ"J%8!=GS S+0+6MT,PA'#790OGYR- M93M M4GH1F2@LDM+>*"A=<%P''&^< <&:O]\31?6
W($]/,FZL1OOI>TEGAJ8*! MF786B",\/548]!"(E6#FX<4D.!>)71Y>0*B3D#;QRQBV?I[-!-JOH26FCJ0O M&;28?
!@/IC[H#JB4YW872V/@2=EATN%%MMD7JZ>T+)PJ!Q)H\$$>.8O:/# M0FN1+92MCTELJ8Z>Q;!9&O&J=],U > C,BD[T0UXV\2?0A/LNIPN(-DY1YWF1EFL&3ENFZ
MIFHF)@0E\5ZAV'/"W5BVIJV8F,S"G (MXG0"!H$P]8_8G8ER_]Y2 E,:ICF9 MAJ#U4:C'5;<\GBW8D\PVNA=*)UK/22]&-F'*27*1<17:.2,P,BV8\:G-+>X. M!4JB$2F[!!K3*#
(42<[8#V!SF]#[J0&W7D),BT*(Z@LY5 4 MP#_KK@@>(=#(2FJ,")(!B&4N.HA4SW8WP?Q%U'XTU6)H)#P@(TVG7Q MT"=J,?1Q" 6%A/XW91!]<[
M3TD83,E*;T>Y0FVJ+D]"AQP9I?M8,6EF-F'%4%W#/M%(%40NT+BQ4@L.FP> M\!'VH2#K'LH=9D7DZ"#"0N"^LLV >PG8*CL^+)BB.,1:+M92]C,N*5$H& IL MB>
#C"MH3$Q"LY5B-$-+AJ3X(+B1Q&$@V.9#ITRQRE1=]:[Z?/:*?"G**PA] MZK * AP#^*4V<*WD<*#N2C,J(6.XD)-'7!PN.Z:S!SMI&&++!"U;JU M7P:S7^:DHR197 *DI
8S+IU(U]I4O1'GE]4 OZ9@PDB63DQ* SOD<:R(4Y(X MJ,\X87$TY"L@_D$Y25%A!HQD^1'6)D)#Y@8F3PDZ,NI")'([6,4[=AO'4KF? MB-! J
FM4,'*WR5[4679YVP'P@^2BI2AS[6W2$-0*"([S*>?R">6RVN' M8L'1/^?
>_.>S)598BH".53_.75LLUK8U*..=VT*I_;=W<$^#9)0>C&9L8+TU&;#IJ$P)XKD+9%3?:="F5:"R5CYJ9)OGIF2S'#Q"'M0T$M"^"Y=U%^2E,P.6P=S&;;N)TQ(^;$\I;
[)I.=.;^4D3KQE!S")/$)Q/#] MVM4D92CY5,LE_G/K\%4/,#IO#7@U-(V!O]2_W%2=SYZ@>0;A$-=:;@/L"X I M*9V EX&U $=J#%Q6T=WF9CQJ!O!Z95L.*:C5#R'Q,<,IQ9QR[227R
<\4YT7 M4(^8D6^6-1;^@S:=1!'I^4)$:HP8RE]#-@=^'I!:[C]Q!5W3682&, SV)F:D\!KMG\%$4S[C? M[SOW%4_F=>F3]GR5VEDJXGHU^P^PH)7&F$[.(%1?TVF!7<6\\:2LL/*DZ1*"
M0V=DB G2WHL&1V-%(*T;^@,SM HD7GT(_G9<0H.?)@$ 4=/&&37;,Y,FC/0: M3JZ+]-(()@HX2*F7\+3V>;D7!$WJV=BAG/\2_M:?U&OK"-MR[/T2>SY_?*4"BLQB7Y M?'@
'[\Y6R3G)4^(K!>+PV$/=2.9K!%E 2<56EN*5J78BATG$F!VJ-/:ATN MEA#,3D<)W H%^$0)2\;5FLWL*]"#THIE'Q[T2:$S)G(8=FZ_-;=U=I\U]$4 M\1JFWE 2W(HZHAP]'CVN
C]36.RFD+,R8>*/3NYE4.K2:5C'Q3MT.)*;(+H"$2Q\!TL*3BR "F+4$,X:>LMABR4;*K93* M8*0^3Z8Q9-%"\1J-:+R#E4.(O)MDJMZ7*Y*CC$MV)C95D)$7'@O:8V?R3)U:
MKJ3PU5RT?;H-O0VKO&A2SU(##_(\"F31-WF(PO&<(Q9/T2O^\1])E=F/RA.=.?0I6B' M?/7XIL4AN#02TU2[D(=M)\U%#4;SWC2-W.FDOL$" ^MT=R3O!7H7!26[0Q'% M$7-YQ3
N%>I4NN+L_.BZ3 P6R7!Q S-?2N.CQ M"0?6I?KG48U!EQ5/;WJL7ZHD+>ZGI#%FK@J SZD$CAY"%IX::AO[&45$IN4' M1E8SK[9"G.Q:RB31 45B
O_J8V2)B.V)D,@:3S2N6.X+G"VX@&R.!V+S\B*I M7^G\L+;C-;4V50/'"M>&OFZ'LIJ')XOP3I)U\UY4DX(LN_8, 6FT]"\Y96Q M<8?,6;J)1;-\G5%?XT%H&0E +IY(S_#4+M--
W]"+4EX#"PI-1:FF.70J\W8G MMCM=)8YE3[K'04G%C)-@*ZKUV;"58#TQ<,?H*4TTQ5N,X^Z]>X.=B7P]LNJE! 4_065QZO4<@?44&(SP
M9V:0,+0HIXUSI8:S0"RKKR1&#QE#,O0#-=VILF&$(TYQ29R/6PDC6"D^HQ>'?M&"ISN_YA:/UUSIE;Z_M0 M&0FJ=, <'!J;Q766KA]QN]F2Z\H%F#V2\M?
CO07S4IKN(\Y4XEUQO*G9,UUG M.N)IJ9Y.N//PSR@E=-L1&PTYH0\:,F$A'UV.)'Y@SLB%NP1Y*Y ,VY/ S$< MJ*16!*"45DYFCA_E.E<([C60N5XN\69Y
M?)9;349MQT$3@K%"ZO8;4(NDE0M\,@)JOGYU]+@$E2XB7+>@JJ6<#9WNV-4@ MW9,CYGX\448=
_]&7LE0N#\&6//,Y&.6(&3W$D@*.A_9BO>M7?]EJMR_@//]"TH^/+P2H%A*BT#+W8 MGR+!B%,@?OSP$N MF0\K.%.\6SCCSQ1K\VBC]>'Z /9U$MLU^]\.*A? MR'G]
(D6!TZMAT5./QL,GL[.+&;^HYC6H]+7F[F#_]3KY"X,/EEN$6/S'A# M8>+?O?H%@E&\"(YWZ.*T3\\?G3V$:24M$.]RD-92K42'-"SQ*;R;@B4KO%SA
MG[H=\%TQ_!:/A^/)8E6"KK41?SH@:/12 +JW #:+NU7312#LMI3W7I#)OG'1 M+\I-\]HT$D:+\L>(=KP&OFVDKAD(!ZXOC8Z%]_ BB(QBLC*F[QNQ_REQ0BO& MO#L#WG3!7[?),
MV G$2"@7KSH(8NDI)\TD81WY4@LEJ$>Y*K1P<2+FW)L(Q[MIP&M\L-H2UTG:X)\A7[%0]RVY. MT/-E,YZT$;"7C2R.W&W-3?'Z'TYPB:$GZOCM0G>\&80?XZI!)G?Q%2:5'-Z"
MHFYVAC&-5E;WM=H. !BJU"9G@GKGQUJC=+$A#Q>XR4AG@N 2G86DN_&,);*N MI8>6TJF?@N5"+#=2<.!(G:JI.I:4J8WS^28(^-\L,O%J\HZ MU[I!NLG))/],]PWX!0-[%OF0&?
^TK:E) 20']LS;.YOQ9=6+V?.B^2W8UT-] M<;&3[MXS=46@9%[V "M="LJUM!PGU=2O9N3#$ZD6"#$!%JF^0=D,02A(#$@ MUIV5V(SJ!-*8C5X%I8? 2Y#)U6"I8VTTE\]L.P7I,'<,
(.15,;&,)M+!+W#I MLP>S;H>)W&.A]RN%:N/" !V$M_42-I]>^W3^2.2)*A$:+UY'(>3R K_W:I1E M\ME-*<'#O$_L))*-[K>>B6Q:MB@- GA#:3DTK6
D>75&#^L5V^1D&TP=W4.^+8#K%WPD M2U9()+X T)*^2J&CSB?/47UZ)XL4CO)Z4/:FI\ZL0#'"C9/Q>RK$!\D"1BY! M40$LO.T7B\O2=H(E5X@4(2[LK*]M)2\URC=5Z /N(WM-
W+>(\;>]$.9P06=V MTO 0?4ZF5/@VDC?_3S3BT"LO[V=O*MV8;D7O8_6<#N*7EL9OXRM?Y_RFT_0X MOR\6;/H*+ZHV9@E#9],GCT[XMEWX %"6WGL*)]^[#?VY-A"C=?@
_([O\0L? M<('X(MR7_P=02P,$% @ PS (623+2[HT" 2A@ !@ !X;"]W;W)K M.RS0I72CVRM*CR96U?*@)]N,?:U4S+G0Z493R>3LW$I
M=36XNN"U.W=U89M@=*7NG/!-64JWNE'&+B\'QX-VX:->%($6QE<7M5RH>Q5^ MK>\6UK813\\O!]?';FU:SQO^1=72][X+\F1F[6?Z\2Z_'$S(
M(&54%DB"Q,>#NE7&D""8\5N2.>A4TL'^]U;ZW]EW^#*37MU:\V^=A^)R<#X0 MN9K+QH2/=OF32OY\1_(R:SS_+Y9Q[^GW Y$U/M@R'88%I:[BIWQ,./0.G$\. M')BF
U.V.RIB*W^405Y=.+L4CG9#&GUA5_DTC-,5!>4^.#S5.!>N_JDS(*R$ MK'+QHWI D&I 'L3UPBE%W_S%.$ /[1YG2>9-E#D](/-,O+=5*+SX6Y6K?//\ M&/9U1DY;
(V^F3PK\N:E&XF0R%-/)]/0)>2>=TR%=E(_&I4'2XEM5*8+-R*A>Z"E9(D=FC?$M-MJ-&ODS-ZT%ZEYWSQF37H]PH;:[G&A19]$K1,R?KE:B=S1O(S2!% MYS(H&/'A]M?
3R21^'N.3%,3O]Y\B"%_KK?3".KW0E31F"SI=B7M5!U7.8-IT M=8P% M;Qh#I%/"JUHZ1(<$RJ+EK%+C5$-VD:N9 HG%0/TP&_!]@#(F8I\G)NU#I"XX4PA2:!0C^""1[R$274+^"=3
M^_ZHX4Y&J:]"DHA.$LCBVP)D&XJ?+&+T#TM(O9>9;***3U(O8=CK#;K X$_@ MD@[6K8C]+25;*M#,%/#/]QSJ 7X@,MO5P='[B6G-ZUQM<[BSOG4L M&=[S:B3N"]N87-
!ZXNEN*10SM1F%/"+;'7*, -"DJRI?/8L66IC1"U76YX1 M&615-6"@LRMIP@J:PE*I"K-2?L2(%<#GR - ,"]'Q0!6-.;EE&B_8.J]EP8& MOI9$]CG:
(IMV,)G?;#GIVX*V/O85W#J$]V;MZSO?+QT'?<>D'7TG$)YU_9L[MM,V2D;C.,MM47-XD*O;*ZU@87!K$G,KLH+,Y[[GN0(A2@Y*+!A=H:2VZ)RL M%FDZZ<\! &?
(A946DU$^PSV&7+V^OQ7GD_-(#2XGDF:&+['BT].SR1D7_VAS MS/U.,%# ^6Y51*@[^ZH32QQK:!/L%TR.H[I#.4HI56Z@;"-84_7[XH="46J M-
&BR+LC/".5L)3YD#20R)5#I<)')']>P;:! 3E8&>Q9M-BWBX['=D_U MJS=&[5?7D0X$;0+U"_+'Z%(GP31#H]3QI8'G&+)N.M=]]MZ$YA=!:H@F M,:[IAP"%?(C--
(%;=F"%L"]RYQU(@#-:Z#T&: 17"EI M"P/G,L?|S_B82+7,TAVS>7H0\).37>@G'4B3=' KJ\I[0>|_M^5GG&3">7% M&O@^6QBKZ7'|>$IS#3EXdM&M(%(FI6(:3B#K"H%YC-
'WYHC=*WA|@/&@)#PZA M_\O5_!?0EP)A3586VD,MP9+A5)45DJM7!C)FBD[X17QPG#QJ4 >8S*D;J68| MLYC7#E991EE7<-0;=1-ZIT(09@L[Z M'@.T\33HXK$NXN[V.^
L%_PGI;O$-0KH47#E:!K!A=-$6W?VR<,"!2<_$XQ+ MKWX=U#OC.=80:0.Q$[Y0FNZ'S@TX>L$Z&_,G:X=PJ9B$V4IC*!N\)I;4]E3C MW$N S|HB'+|!5E5:/7(:%.AC*6G&M-[ZC"%
[]ZDG$>]U;HEZ%>83U5XY:>LF M;JWM")S5G?_;O9Z?5TRON#0@<$FA2??=,)=SZ1Z8U45YL!"69HJ85G0&$?M M'>A\]4A)L_$)VC^&Z2]02P,$% @ PS (6;LCIQD$ P K@8 !D !X
M;"JW;W)K&ULE57;;MLX$/V5@;98-(076W'7MM MDK;H+AK 2'IY6.P#+8TM;GE122I._[Y#RE;=PG'1%W$XG'-XAN2,YCMM/ML&
MT<&3%,HNHL:Y=I8DMFI0,GNI6U2TLM%&,D=3LTUL:Y#5 21%DJ?I.)&,JV@Y M#[Z56H+-<*#&X6T'74VNRE]? CXR'%GCVSPF:RU_NPG?]>+*/6"4&#E/ .CX1%O
M40A/1#*^[#FC84U/+8/[&]"[I3+FEF\U>(3KUVSB*XPJ'#.N'N]>XM[O,9 M>;Y*'QN^L.MC2]JQZJS3<@^FN>2J'JG3_AR. %?I,X!#\B#[GZCH/(56V?HB?QW*O6>N3S-
[,MF9EM6X2*BNK!H'C%: M_OE'-D[_J.[']"27Y]A_XX+.\IQ6>9H =4L4W6M3 I3\|E'"#;!RG M:4.1Z=48;DFV,UW794@FQ6UI+XK*4\C*>%2F\%X[)IXJE6P:EQ237<4C0KPC
MZ(RZ5=7)3H2CJ)%NK.(L;/ RBZ?C\84?!R*!.,L<@Z*V_@*R25Q.RM[(IRF< M>I;)40^1:+:A4UJZDTZYOIT,WJ$97_<]Z'MXW\GOF-ER94'@AJ#IY604@>F[M8S]QN@T=::T=];=@-
O1#0>,#:'VCM3M,_;#+VKY#5!+ P04 " ##, A9 M ,5?=1Z #*" &0 'AL+W=O&<\E\I_0G4R-:>&F$-(NDMK:=99DI:FR8N5$M2KJIE&Z8I:/> M9*;5R,I@U(BLG^?CK&%
<)LMY^+;2R[ER5G")*PW&-0W3^WL4:K=(>LGQPQ/? MU-9_R);SEFWP&>W'=J7IE'4H)6]0&JXD:*P6R5UO=C_T^D'A%XJ[D<L:@[&Q*#A,OZRET,>
M3@RF^06#_L&@'WA'1X'E>V;9'5_ &78B#@#>X@!<#@]_NUL9JJH+?7XLQ0@Q?A_"=,3,M M*W"14.D;U%M,EE]^T1OG7U\A..P(#J^A_ZZB9 M@4(U#;?48=: H\?

3H#H3$4VHZT%5%2\P!<'6BFZ5WJ? 9$E5%U% ^73:&P3W MP"4\,K%%+5-8H91F+[9,7IZ-8[0*AINGQV3%O4 M)HT&6%[$3B/9$!*3I,8M9P+(N"'NP-I6JQ=.#8QB#P:W*&&/3)O BYDFZD M^R]L*QIXT3Z%7'-#KN@Q+7!#DY<9)=F:DE>@ MMC3G"879,Z@=%X*(H"XX$3"./$6"9WDZ%I7=J4,M;%!2P0EPGG9,&T=/EMLZ M^$'X2$DA@L^6,MF%4;,MGJ7+^'QYW/-GJ1Q5)_JYR1O7A/$-X9U:MH]US^CZ MO$*8KWI!R\K V\!!.4/9-^]F0'L@<(I/0EGWA?\">"VS6%,R@E\)=$W+XA'X? MAHZJPAB#-S#L#;PX@NEPY(4Q3,>W7IB0,/'"%*;3H1=N89*/?"B4^XK"(^O; MR10^*$OAOH%1.AKWJ*F-F4%H=_*X9<)1).4?M#)\9/"VEXY&PW>P.E,@.L=D MQ&+I$D$$TSR? P&OS+#O9+PWJ3=BBOF$IUKAJNJ_=HKZ+^^DO];CE'YG><&HS M@169YC>340(Z;LYXL*H-VVJM+.V^(/IQ@-HKT'VEE#T>O(/NWY?EGU!+ P04 M " ##, A9[D^8AQ # #V!@ &0 'AL+W=O #XH.37!J#8P?;:<>_ MY^RDH4A;$1)?$OM\SW//G>WSHU"[M51 '>\,UW]36&<+ULF4;_(#V8WNE:1:.+"5O4!JN)&BL5L%9?']>.7_O\(GC MSAR,P662*_7=35Z7JR!R@E!@81T#H]\6+U (1T0R?@R_:7/G?* M)6<&+Y3XS$M;KX)% "56K!/V6NU>X9#/U/$52AC_A5WOF\T#*#IC53. 24'# M9?]GMT,=#@"+Z!Y ,@ 2K[L/%6^8):MEUKM0#MO8G,#GZI'OS@NW:9L)6 M.>'L^JPH=(,M9S@6W',TRM!33(<-BX#_O M^9-[^*CFTU>O]5;]X&O3D1O2>3V># MB9S ^7/W'#3,'=)]JX$FZ:"%)N(MJ]%B9[F]?KD?\VM*M0:23J[^?[6*VK+I M-*5TH>Y#_ ^MY\7FO@N6JP^KX"A-_5$Z>L]QV HEN9)52_T._V\'AWWG@3AO M*(_= ['@ZCO0+1XQPQPO]9_I0=B<-IFAZ)VZU$ MC2%Y'BN=S<[X;^]PHQ&L+)V6588%CYME6.%P.CY.3X_$]]^=9=/L9QP6AY^C M7UCM.CH0T_%LEH7P>+F7KA>3P5VO)]@\WV@=ZY_V\=K7C_:7YNMX5WR>'F_< M:&C89%;]'4S3Y,79*)ZE-B_>-.'F.#<>]]#P6.+B3Y8GX/O"&+]YX07Z?R5< M_0U02P,$% @ PS (6?BID*0O!@ [@\ !D !X;"]W;W)K&ULK5=M;]LV$/XKA):M">#Y+2_-NB2 D[1HAG8-DJT;,.P# M+=$6&XI42;8T]L'E0GCV6"CMSI/< M^_+-8.#27!3<]4TI-+[,C"VXQZ.=#UQI! <^"4:$&X^'P9%!PJ9.+L_#NUEZ< MF>WHQN#@K^5S<"_]>6OQ-&A1,ED(M[:31S(K9>3(9O;D\HO5AP6Z.$F.T^&1$@HD7I"X/BW$%=" M*0("C:\U9M)N28;=WPWZN^ [?)ER)ZZ,^D-F/C]/3A.6B1FOE+\SR_>B]N>8 M\%*C7/C+EG'M"(O3RGE3U,9@4$@=__/'.@X=@]/A,P;CVF <>,>- LMK[OG% MF35+9FDUT.A'<#58@Y54E)1[;_%5PLY? O/U:2;\Z&WA@T9M!6MM=1KOQ,W8G M[*/1/G?LK6R+@A?+GS:_L%BH6UHJ,W7N3/K#;RJ8Y9,HFS3YI]Y'C+ M1B&Z^.MSP:Y,47*]8E@AR%QJ;QAG98OG E[9X/$6;Y_,DV]OG!QS#YGESFW MW+-+;;P BQO:4',J2[J8!UE(#Y#]9'U9'^)5WHAK)=3)39C"0+L8{O"CL MB]Q,10="?*W@/^COC88_]4\@??Q>#T*_D[O3 M;K8C1\5D4]E=42AF M,L4# =SHU-C2V%"=O2U%U]*5FDV@:%6+DD#WY;IO"$]87@:%N5R&C+LM\JC# M.I/6>42[(\7,N.A:T^*KJL9^GEEORFT4!4;PHE,9Y7%1\11AT7(2^%B_ZBF M7W!>:*RAE4Q2*!PZBZ>Z0!QE--J(W+5PNQ<-2)&X1VQR/D MCJKML]\BE495MMYRYZHGV7<\X]D7'"Q"=6^H!YC&^"U=C()E:RS7OWL2B41 M.Z13<>>BVT$AZ!0.+BDTR@@2.C[D6';"N+U<^E ;FMLJ3/S>9B(16"^,J4T7 M<42;"4FJZ/2.)7(LH)%0XI6'Y)%./>\4S&[A PI*B" M'ZED,$WJJ@A8]53)VK'R[!BAGJ:J+'81'#A*+C,F'G'1H&(GCTTHS[3"QC0C M:!_7B!65X(R26>A?4ZY"S.(-AKM8BAN>K.>L\E*%OAE*WW+BL=8XPZ#NU642 MNTQ4XGI? #V,O1G_W^5NK^IW4&FM6F*:9"&T>#5D6E%3.1-2?HP!=4%8L]B:2 MB@,#'N+^] \G\(1OVJ4)C5.NA5%/OI+U&(_DFU7!YS/-'S9(5Z6U5-0.U+* MI;!TY%CUZCPU8FDHP@7- "+BPMP/>900^M'VB#]HI_\2]02P,$% @ PS (66;D-<^> @ T 4 M !D !X;"JW;W)K&ULC53;;MLP#/T5PAMV 0+; M<5*WZ!(#2=IA&U"L:+'U8=B#8C.Q4$MR)3E._WZ4G'CID 9[L46*Y^A0%#EI ME7XT):*%K:BDF0:EM?5E%)F\1,%,J&J4M+-26C!+IEY'IM;("@\2593$<1H) MQF603;SO5F<3U=B*2[S58!HAF'Z>8Z7::3 ,]HX[OBZMRGSY"3AMT:&,(H'D,3)^ 3?J$]MY/E&K_!= M/S7[U0T%MS7',IN5P#EW2+PW30!7!C&BR@W<=9!76C\Y)>,]@2 M8:%$S>3S>P.Y$H)ZA9Y=_@@?W%[PXHC@8P@S VH%5"WLJP5,%G"%.8HE:A@- MO7N_EU);U @T)(PE*"D2COPZ@ZB_B$I60&,J%SG47YL@YH& M"> 6=7BLNM%! MEPG4:S]+W)4UTG8-UWO[<37KNO1O>#?K;IBF2AFH<$70.#P_"T!W\Z,SK*I] MSRZ5I0G@ER6-7-0N@/972MF]X0[HAWCV!U!+ P04 " ##, A9>@F^BIX(M N%@ &0 'AL+W=O2DFW%3K;3 M/O0AL21>7I[[?:3SC=*?S5((RQY7964N>DMKU\'' Y,OQ8J;GET<:MXE8O!F:M!2_:B M%_;:![=RL;3T8'!YON8+<2?L;^NIQMU@JZ60*U$9]2JFQ?RB=Q6^O1Z1O!/X M),7&[%TSLF2FU&>Z^5!<] (8$2)0BMZ2!X^=!W(BR)$6 \:71V=L>21OWKUOM MSC;8:?HK$G(7VY*HW[SS9>=A3W6%X; MJU;-9B!8RT& M.%E14.ZLQJK$/GMY9U7^^^KF;$::?*? 8\9[W:/CNJETWIHUS\5%#[5AA'X0 MOO(!]MD8]>T_Y507I5TW&<+ZEG?F'F%O+]!?%(UX*A*3!#0DRM M:<$$[/;N-\-X1!?3A314N52"4"$K9I<"FI @E==9&57*@M.JL?BA0!BFYM G MM#O+*Z/3M5A2,W@0K%0&CPV.+]%4##MUFE5M(&K.WK+[I1:"K7PZ'DI'AF02 M+IGNY.,+*Y1F]"_>N_I15,!1.@R\0/U)2A%J).R$A4$0CR@_ZU=GB5IPM)1@FW# <$A*LHC=*XM32%4VR;RJ.'*J MTH14)D$S*N:8#.' NI:CQZHDM><%.LGZ&3E&6%"B(UY46N5I4\K .R?\G MHEJ4+AI6O1Y8]'<$K"IDM0C89BEA)V)-6O)F^XR4;0]6#T(SSC:N2XKB#<<] MFCY#F*4]"&?8'[,G>,STV?LOM;1/;%IRA/]^SSZ:,A9_AMF-8L*+=>Q8TQ[O ME&@8CMC'O%Z(BGUF>$Z?[WIDSDQ[ZW!#V)[1TN]Q!(@F/L.(%?R+/" [OSJ7)D2+DH8"M:VUJCER"GYVB]W#G DE?]=A:JP=IFN WAT[V M#N4+ ""X09%;5]QFB C%#K1%.77(+'5J1[*0Q->)6HT9T5PW,*5$1-483? V0 MU%!6.2@'!F?VA"@WBA$?(&X@EC#('S;ZMD5F7=8?P&A6FZ_PU"$4;)M0NXR MC^'A.Y$+MS\.X;IFZQI)I1M? *;U#M#NC$%9HU#-,!&3:MX.\%< M:&H.7:T[?9!$PJ+?(.=D5=1Y,VV0ZS6I?*,0!)3S)4N.$K<5^ZOW!3\"_L9 MO9]<<%O#^B2-$W::GYV.SMK^MQ&M*ZC? (4ME(=J$=,B[O<<=/*TQ(:AN;GPD MOO"%SL\V.L\Z=WO6C*PRSW)@WUI/\?A-%K]HHW\ ,WC(,P#8,HC2R5&Y(C-N=3L@1SKBJJ;X&W*%;5VZ4*-U1$@RGSS.MUQ.7L2]J.Q MDSX9J[?C8XWD;P 7-^"&_5'<@LNR8^#\&-G!.$3Q(,Q?]#S?GV2@*TT#_X(MI".>^=.86L=$Z-\.2]8/7]+B&M]7M1/L^*HNXFJ2O:-$^(,]>5_^XPC'B_V M",0YHEHFYMM/XUV!3X)Q3.6!&16R3]Y3IY,L#I(P/'/2DVB_L),1"/+0KZ2C MH\<_JVDS[L\0E">,BTGI&ISNL2]7!IK1"'#.:07& .(A.H MHH@#NZ\K-'#@8S32W+9<'=-/6G V9(8;3YYI BQZ;_,, ^./T&! ^,F F[6EFPV\;@C3<C=W]W2ZX9C=]U.V7 M)-D)O7/AAG>8,KV7H);GSWV&07VK1_R,M9_IG&LV;YXWF M^':,0S=;O/LE&.? MA 9[W_!6>)ES7RHI+ ^K*^L]YVZ?;CZ%7_AO@3MQ_2?T%I4GOR*688RM&>M)C MVG^=]#=6K=T7P9FR>(ESETO!D9@D@/6Y0CXU-W3]A/QY?\ 4$L#!!0 (M ,,P"%D<'1"J&00)T) 9 >&O=]R:W-H9S5T:F;$%6I@KU6)# M)QNE:V%IJ;JY8B'X7A4BZH)%C._M]2+F>JLK!I<:C!=7OO]_1:E MVLV#*#AL/%3;TKJ-T6+6BBVNT'YMEYI6HP&EJL3*4:T+B9!S? 1]6WBJ+W" M'Q7NS)$,+I*U4H]N\6LQ#T)'"""7FUB$(^CSA'4KI@(CAWWO,8'#I#(_E_HO M/G:*92T,WBGYK2IL.0^R K7*VG\+^QZW3@-(.^,5?7> MF!C45=-_Q?, ^#T<&6?B& =\;<, ^[=^19_BRL6,RTVH%VVH3F!! ^]MR9R5>.* MLK*:3BNRLXM[JOOORAA8HH95*32"VL"=JFM*V9MC\G? MP!S#9]78TL#'IL#BM?V(^ TD^8'D+3\+^%O77$$<,N A3\ [@Q4/0L<>+W\#[M*'13-=OCH/^\61NKJ4?^.A5O#Y>=%?[* MD3G=F"H'T1105+*S6$!#2[1STY(;X]V0M;>U14;TRJ9ZAKIO(G1-!-0".+2 M5R$AAHNJ(2O5&=HQ#/ YQ];N49W2BP]1JZZQYO*:@G!>3J.OSOOU/E^D^T,H M[]]E/.(?3D1[$:.6,9^$E7/"8A>/4"1/&PX2$)&3Q-+J$!RP0:U)>H:[0P"TE ML7E';2N77RK0!K6F8^-KD+!IE@T>7Z\&0N))5-*7QRI7$E="GX=2R0*U.42>IY-03KZI[[/A,CG@Z87$:LRR= (\S M%D<12Z:9W^?3F/'$[4=LFG*64;3W_^V@'\5[QOM/N7IX(0KW0C@I[$PN M_]7WK;+8V$I(^;U'H;E"UR#O=&5=_ 4I!ZS5BX_I1=JZ--EK5IZ['@<3.3P\2 MR%33,.S)&Z Q:BRQ);<,A'$0E::<$ZP?BSO5R>+(H2!>!TK7IYJWO\>]=02, M2U;;Z;RDL39DS2M0UTZG$S9.(X@2%E%1IG$*#ZNO!J@.6<+2<08Q2Y(QRPAU MZ0ZR"-4+3[:T![1U5UIY>=# MDS29L"0-X8NR0D(T94E&M,(4HHQ-QIR%"8=3?*CHY%9H] [ZAX'S2'\2_?0< M=H>WQTT_[&D]Q-J MIT#G&T4-M5\X!\.+;/$/4$L#!!0 (,,P"%GNKBD,#PD ($< 9 M>&PO=V]R:W-H965TZ=WX:WGVVYZ>F\4IJ\=DRUU05M^L+H+7<",EEY703AK-K"C.>K/QFXLIS0\3?I-BY3K/C#R9&_.- M?KS/SWHC,D@HD7F2P/'?4EP*I4@0S/@]R>QM5-+" [G,K_<_!=_@RYTY<&O4W MF?ORK'?28[DH>*/E5G]521.2@]DSCV:]%C6.&^JM!@65%+'__E- MBD-GP?GI]:LF*79D$8/P=6P&L9)34FYJA:C$NO\ M^:6I*ND19>\|8USF[- -I+O1 ZD|*=#CU4T,1AEL1=1'&3.|0=LX\04#KV3N3>P7^W.@!.QSUV60TF=XC[W#C[V&0=_C?^,O>2ILY(YEG;S&^;8L$]:#")B2&>I6!'FY6+*T:YK& M^,(*$1;TF1* <9G3>=.59H;@7.?,&C]HL.=D$>4S<2!>>"YY))?V:@9G87SY^ M[B=M\ZZ:P8X#3S6229VI)J]'BP MBY);[MF%A/59R5#_'$EQV/TH*K06$4#"H]CTZO*7WV9_?_ ^)8+RPO!K<8I?W MFH'@!4%MC/I@3F2-14@PE"GN7-BT(4WQE6ND9RM#@(U^@NA#N;M#(P;/N MH%]2&A>ICL/$+X/K 7&\MQ(QO32-J8$]0K:&_UZ.PP)GX76;JV67$O.#GIA M <)Q<$EH_F0&;)/F,GZ9+5^.)]\F1R\@!P&J&TNU$E'K// +Q^"-K(NY%HL M,+B41H50A7J_CDV*8^/1P?Q%\&0R.N OVCA>;P/S[B8K.2+(9M'(\>O#:"6]F-**KJ>8" MVK0V#=ZT=;%+'KG(9&C<$ 1$Q#6QG%PSKZ1S"2& V[EU&42T IF4H"91>T)THX]V7V2!" M#M70@9S!RF=&7L3:'N B'Y/+Z]H0S>*)-A3LC4&K M+(I=Q=.H^- =26A">M!GECQN[6N3 Y%A^HIQ#YD: M;)DU"[3N6XQYDWTK(SCQ3])NMQ1L!4+=!$(A="Y*KHI;U;5!X'[$4:AHMC9$ MQHJ.*-@6:_\)6LPY6%(GKPZ? AR7S7$,1,RAOY#H4B1.=2QO?*H',#VZBR9$ MAV8_C-GQ0;X7LQTT8K=//F:4V0I&@8-2OQBHR43$/@91V(R_T9H=4VE H@8J M+8N6B"2Q)EJGDV2 2(@"50+:>Q\:@$? I#?"X%C4J:0XTW&:A_RN@3,?'K[\+ M*)*ZXD9_I5H1&KMN&1L6/F^@B[IH2HQ1??+D*,A'Y'WJJI\':QOF"ZR; MQ-U%?70XJKD-F:<&U CJZ?385S6S:;#W:6:3A-%3/F J,@Z:$U5A>CXA*Q A1D2-?/Y>=GNBFF=OV?: ;QK -SX:C9ZSX_JN/?-IG51Z_>,/)Y/QJY\V M-DZM7R)Q=+K@2!RT:W2<+1!+(FAXJ"T"6:D:,9R\27.%.QW6 ")(<6NP9QM_T93 M15&(<%6',[.[Q6B;$.7;BYK$$5$,I.)'*|Q!;"$Q|&*H*:&%R:/E;HIW+ ' MT"'*X9P%PB=NY15UEOW-F0XP]]Y8+=8N&< *T1[H3>@U, ^-2=7SDZVUM/);. M_W@&CT4TF1Q._R &7UB#=(*)*JYA?IQV#ZWOK58VGMY1HL^]#WQOWJ%M-Q+ M=LAO899@!)))5]W&5N[[FXY!JWR]LR>@E;90&-&3=JT6VE]-*(NT-;6!Y.WE M"AQ?M\2U!],U $C#J!NCFG87XZPR_E:CG6Q_X BPZ%AK:O)R,T3S&3%# G*ZG U1V@M/+I8R M3=_VN0A N_%7B)!/#:Z'%Z%36@C#,%FY*Q M/^,4U+C'<9=J0%JFY+?0F#8>!J/ +5N5(AW*Q>;UBJZSPG+:8!#;5$/)P'B M"$/CAZ?0A<.;)4>4YMB)/8WEU*'+Z#4\D[21F7D<#T=JIHAUZ+Z)+D^N #)+ M&RK%-QH/8G/ TASV@NME%=#(-SL/;7+M\U-V0&CHDQC:>F+8Z*80<]H+IUW+ M+ X -M^]BGV"NL&^[PK#SF:K MX_F_ 5!+ P04 " ##, A9@9H;HU4$ "4"@ &0 'AL+W=O@6P/6+[*198AM(LA1;@:!&O'8? MAGV@I9-%A")5DHKM?[\[2E;LQDZS+[9(W3UWSW-'ZL8K8Q]=CNAA72CM)E'N M?7G9ZDDQT*XKBE1TYO,V$)X6MIESY4611J<"M6+^_WS7B&DCJ;CL#>ST[&I MO) (:9Q9<513";FY0F=4D&D3;C0>YS#UO]*;C4BQQCOYK.,TZK4HJ2Q0.VDT M6,PFT?7@\F;$]L'@F\25VWD&9K(PYI$7?Z:3J,\)H<+$,X*@OR>]1:48B+X MWF!&;4AVW'W>HG|*W(G+0CB|->IOF?I\$EU$D&(F*N4?S.H/;/B<,5YBE N_ ML*IMX]B2"KG3=$X4P:%U/6_6#3,?6K,"R M-:'Q0Z :O"DYJ;DH[I[H=]SSA,KO>DF#<%,CQ$<0 MSN'>:)\[N-,1IOO^/IG03OPKXN=)=&/8[$/?CT2MXPY;B,. -WTC1 MP3_7"^,IN_?#<[[5Z_D.FIS'[V& M_J9R_#\$V-GP!DA<;,7M@,\1;DU1"KWYQ4&"ULM,)L(CF RD3HPMC17A_*R$ M T"D8K,0/22+@&' <(;+Q3HJEB@94^7"]*&GX12D"CA7+VD?DX>=Z-"5K5V5?A. G:L8$3)36<@KG5J*6$BE.(L:N0M_Y9+R-70Y.!^0?6X16W--JA#< MOA>;4=B"-N:<1P=*8>%)*(IWTN_V!U!2^L$6?N4.&/L'A^BT^^9* 5D@>TI-=D(#D4:[(@&E7H)8DA %@ZRDS_=>HZ6\ M*NLJ48=8Y3+)]Y"#<_I)-Z'@3%7RB9D"^Q MYW1+*Y/0;2>#[N#L104^5VH3%(!9[?BE<63!9CM<0ANB+9IFP'.B[NYM.1= M\]USH20$4?Z0B@V8,K0_F9!T2]P=7IUN^@;AU0Z-P^U52ZQ%1\S7'Q. 4J M)>&&0X-YX)\34)E=EO>6SDR:XJ])#N ZT15:9"0&V^--I&DP&+S0K"F&XZB MQ@!-;?:84F-0N7%=TH>ZKL6"C$M*]\[=^N#[B4_-FI MJ7L*TXI+7B^@/F'8:>U>V*4D M/15FY-KO?CR+P-8S4+WPI@QSQ\)XFF+*8TYC(UHVH/>9,7Z[X #M(#K]#U!+ M P04 " ##, A9/+W=OI$VK7];6;"'1J8C/; M@?:,$W9"!I5!J,-V,[I_N?+77R.UY0]\QO H)>J)'Q@Y4(L^[;-TQPJS"_H M$HA\,J>LPD).V<+F2P8XTU!5VI[C1':%"V(EL5Z;L22FM2@+ C.&>%U5F+T. MH:3K@>5:FX7[8I$+M6 G\1(OX '$XW+&Y,SN5+*B L(+2A"#^<"Z=OO30-EK M@U\%K/G6&*E(GBA]5I-OV L$>P&\!_U@@:('@6"!L@?#8&*(6B([U MT&N!GDY6|W9U:D98X"1F=(V8LI9J:J#SJVF9D8*H2GP03#XM)">2&7Y%*XYF MP'15DQ30J.!127G-)VCQX<1^G3V&9VA@J"?.:TY)AF/;2%]*P4[;?T,&S_> M'C\ ^NJ-$Y!R-20:9@9|9Q-VJ^.AX[I%'Q_OW81/_B_VZ;LWOY,*OZM!7^OY[2!4ZDU3AS8"NPDH\? W,CY:LKS*<5&IQ0;GU)L N,)#M69:&\0QJR$B3J@>ODG,W]"Z=V%YMIJQDYEZI3V';,&0P|WPG'G?-QB:U MGN]%NV83DUK/<]XXG1K, L_CVQZYA?2(O&,U]X)]\NG(N>;&VLZ? C-1-"E;CA/ M5,CVI8>YO"0!4P;R^9Q2L9DH!]VU^_D+4$L#!!0 (,,P"%E4&%Y$600 M $@2 9 >&PO=V]R:W-H965T"WBG0=5D2M;FF7*XG01R\5-RS96%L M13@=5V1'ZCY5MTI+(4=2\9**C23 A3-)\$LOIK'0PMH6OS.Z%KO/8.5LI#R MR19NLDD0V8@HIZFQ% 3_5G1..;=,&,??6[*@Z],"JY]?V#|WXE',@F@ZE_P/ MEIEB$HPH"R&A.:FINY? H+W0H:6+Y446C!&43+3_Y'D[M$'N 9' $D&P!R;\ H^@(H+|%]!NA;62-K(_$D.E8R34HVQK9[$,S-@T:U3!A MI_'!*'S+$&>F- S@A&57PJ$C&Q!)F2A&QI#A11H]#@SW8=F&Z9;MNV9(C;'VX ME<(4&CZ)C&8._-R/'WKP(2KKY"4O\JX3+ ^&OM3B#?M2#)$K.01=$49>L^?]E M.0BNWXU]OZ'M'Z%UC7D/%ANX$1E;L:PFW#4%+>FYF]1N^RM=D91. MS7FJH5 M#:8__A /HU]:?_W,<^_4V*#_'\<8);)RCB7T+6? M-"=<4Y=2+^Q$I8-.Z< ;U#&5CU3AGB9'A/HYCPKUPDX4.NRQ#D^>4K]8/^]1 ML5[8B6(O.K$7W]!FJA;PK2)9L2$;^/.6E@NJ_G*)\)]Y9]((#R:-.\N@] MCJS16^I_((#_9>=_DOOE- _B\E6,\&8Q:Y"Y*W&Z1L!+^]TCX(_QJP!,6+@% MS]N$U8.#A=J#>><%H#@\IPUA9SE+XFN,O53T@[:D+!/8WL=E*)'N;V13$ -/ MA*$V5X.1H(EA.M_@.PH$*:W+0H]F717Z/FI':X_VI_1GJ(7U'K;]I^>TL.0P M2\T9/&*-J]=*25QD5 /ZUP:F"6]XZ\H&D(Q&O<%PN,W0MCZ598EF$6U4^M1K M2E2DEA4K'RAJM5L6XOXVM1.182,<%5';1C4^<2"Z4+5 MZ^Q]9XCT(-UP=!LKY!7IFFM,%BFM#GSK+XXVKFUR^^DM)U#%Z_ CM8 $Y; MYL6?N*GB/1,:>^-[9(:[=? EQQU:R4Z*7ZE2)R4YBC.U,9>SSAM!-DO-/P><<^1'W]P=CGUO8=GC7>F-?8;S$_/%5/$K]#/\)\S MPZGR/?QJO#.LL=]=[B_1CW6KURG53Q,/1Y'1C?.;RP|\]5>'.J<9^2SE;+A5= MX@S";$48)XLC)U#+,FA8[*7(:HII!K/,.%P=]'FU71MGN/>M7E*U;*XP-&8= MS"?M9WM7VUV3S)K+@7#7O+UCN25JR80&3G.$1F<7V+EJKRW:@I%5\^6_D,;(MLGDL*,&4:QO@^UQ*\U*P'7271)-_ %!+ P04 " ##, A9IW6:@L@9 #L M4 &0 'AL+W=ON^^)4Q?7&S;EK_ZFC5]YOG#Q[X:F76I9^[C6GQR)U MZ[+'U^[R@=]TIJQYT+IY<'9R\N3!NK3MT>N7_+N7;N@;VYH/7>&']:KL MMF],XZY?'9T>A3]\M)>KGO[PX/7+37EI+DS_>?.AP[<'<9;:KDWKK6N+SBQ? M'9V?/G]S^H@&\!_67/MD|\%;67AW!?Z\KY^=71'%)G&5#U-4>*_*_/6- W- M!#]^ZJ1'<4T:F'X.L__,F\=F%J4W;UWS7[;N5Z^.GAT5M5F60]-_=-=_,[JA MQS1?Y1K/_Q;7\NS3QT=%-?C>K74P*%C;5OXO;Y01R8]G)WL&G.F ,Z9;%F[M?RK[\O7+SET'3V-V>@#;Y5'@SC;TJE<]!U^M1C7O[Z0TRC^3J_Y8,>2],$#RI=YHTL<[9GF2?%+ZJM5[YX MU]:FSL<_ ,F1[K-JYNS@Q/^?6CGQ<.367%V\GP/]\RW:\/_ M?;[P?0>Y^9]=&Y;Y'NV>CY3IN=^4E7EU!&WQIKLR1Z__ ^I?3)R++#\WQ:F:)RD*'6FYH^Z63XLK1MV5:V; J/C1@@1^\+VU;-4)NBQ[A2CIC) M^+4:+HULU>(OURO7-%"'"ZQ83^6'A;6W+#C(P+\Z;!K/TIJO<>E.V6V! @W4@ M'C08XM'ZD@'&%ZORRA0+@WE-8Z&K3)9M$S+QV/P -Y]$;CXYR(7/WM FWOG> M I>,W\7'/S=#\;XM(*<;;!H:T/]I+M-#9")LOP6]:OB/_//\P 5"V@G1XJ M(9XW MO0QM;+FPC>VM3E5;7S7.#QWO$K218A,5^\;(*K1%&D"? =VUTAO'%-2P(_;^/ M+'.S(;[YHAXB,^4Y^K8QG77UO/AI,,0&^M&V*],1<0/$]NMA2<%$VUZYYDKD M![RBH9%,,]D ER B#UL+X^)$,/+P<>MJVK.,Q%A)KE)5X8K$MJE4)9O"I87F7 M',.|^)5THG#MI:,5%Z2U,R;RK4J_N2J;@8^,J&;O MJ0UTF)62,$X/&=:S*1>N*\DU^,JN(\[P4?^0JC94PU9F5F#>:FC*/ASKIG.7 M(^RX*[+KA:9\/C=+W6@KH(38 <*!URX16,O2V'" !WK[J!DIAL7\L/2= Q1 M5EO7'E>E7[&J6DPIF^Q,92S)D"RS?XE#F/0T8M+3@XCR%NO/"OJW> +K8G2^6-$2D3T'0 MW BBB)8(=%^[H:D)>*(,DBH#6AB "WS>E)8- :O9$N)91D3>%O?PI+FQO4QY M/R #OH$A&W $$ZR=!Y[75W!786/<0%C7?<'DM!+C2%AJG-<*O'50!YC[5,,7 MIK\FRZUSP!#VEI9B4)?5UR.'V%+ -Q F%0 81U!70K7AB@/L4C:M+!02 +8- MK%0[2)A88#(BC"WB9R&/\17&<0^NP5YCIB6K,1F4,M%,#![]?&C* M;I]9O[TLK9ILK"0'8>2;+/@P+CA]-&/R/2+ W)3K3<.F =BTA"9#+FNX? ^"W MCJ:8L2892JS??8: "AB\I2"O&\#-C5IG2!+.,A':>O1/_ K.Q3&9GP+64WTJ\1P2Z@[9 MD!\C\/YX&.8=#"'09]6 [W\);! I\M/[++O3]_MD2<$WV(">]@91!+DN*"! +

M_!Y\T(#88(M/0N4J7895IY)U.EJ'+3 BO[,1FS'@>%XNM&(T0/SU$3\X/_, M4!;4E6EJD7Z5!6PKERG;#XFG30H.&#>$TX;\!]H['AO(6Z=8IO<920AU/+R. MGL4)<1(X !'#WW7K|+V]Z)\?R'.+9) GXXR,74!-H'!P)"DXP$Q.\27C;L++ MA=DZBKE()M7$9;]#P1PV2)S@& 01VQIQ&VUY4;;L0W>FD7-:VBE$9-@(VD0'2>PP#"8T,'@I]R_1;"C MIU@;*'S-1@SV +Q3XYA,#!F],EL?]#W*.04NE-2B']C9=DUJ.-J=48LQ.@L0FCB%T3B(PN!#V0.;%SRACPRK(BN|(-HZ9, MB:T+_2([R09FQ,-T0VY!X.K'C?&6:YABU?"X,9Y*'N=T *1-0'_!*_;8%VW MABNU +.7% XM.[?&),%'G](ZU6H]2X00DVR%_@ RR+.7;Y1^<*VHO;@1_40? M.=-I:M8MD*]*)W:2(GLH1K.5(\ FJJ9D'67?(:<3NLZR&8P%C[DJ$5"1W9N2M(Y%]Y:"S?Y#FD=-!I(UQ#CT!6[.@X3F,5$-'D2_(:D09.@-E-1QQ"X4B0]B= MV[!$@$9Y%+'JY" ^,?,I"1C_'TI[X!I,YLE!,7() ^>'!!9TR/$EB3(> 0)YP-S=&SI]^3+^]|CHWL'IW-"C4N&L@].D/< M-X8=S"]C!/V\P 3AU] R4R?2-P(:YT&AG05A283[H#]J4YWB;JF/P8R+M2=9 MJVV36+EZQLOBZ"6L(D,-$7/7+%Y\6(06R4+)^I2)ZPRCW71B#8*F"BU@LP-)MSCW[*3/=Y#YJ=$4.@[(CLJV4QSA[?E4B)"$"5-EN22!CS32?4=4:89/&M96<.3PA:P[Y]K$CL)6MHK*!IJQ"3 M(,P]T*)&)_@@B-G_%=R9%>[[EE(WI1&:1V@(6A^%.K43T^ ^8||(VV1>.R.S! MUS3,0_%LPI2ST43&57CGXH$QM M,W1D:'XXF$C:W,*$|"W)49AE=H9,YF .8(IV]['>2-M[D]+WZ[12TQ5HAE+MRF]Y:'05,"B4^[' + (=E(MCLC9$I"O9[MJ6)-_59G<3;A-7EK+&I?%",ZM.Q(%V.>RRR)I1#E)?4 \@A$ M8JZ>SZ&+:CAU.>)SA[V$I"1"R9N-"4$A1^HD.F9%!6U /45(839?KDG.6@]% MS)I6#H8/&#P9<=2Q&V""X="F*0&?'HP$GF/W=@NR/XY.TP[YH_/TWF[G7F MBJKJ#/KBEJ4Y#3I)G-J6N46V:B-.U5)"BS UR9,A:YS4,5(QXB0/RYI4/R#! ME%-8"CF78+FE=&.,,!%/Y7=$A[MABNU+.7% XM.[?&),%'G](ZU6H]2X00DVR%_@ RR+.1

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http://www.deitaxonomy.com/role/NatureofBusinessDetails Nature of Business (Details) Details http://www.deitaxonomy.com/role/NatureofBusiness 31 false false R32.htm 9954480 - Disclosure - Summary of Significant Accounting Policies - Narrative (Details) Sheet http://www.deitaxonomy.com/role/SummaryofSignificantAccountingPoliciesNarrativeDetails Summary of Significant Accounting Policies - Narrative (Details) Details 32 false false R33.htm 9954481 - Disclosure - Summary of Significant Accounting Policies - Schedule of Cash, Cash Equivalents, and Restricted Cash (Details) Sheet http://www.deitaxonomy.com/role/SummaryofSignificantAccountingPoliciesScheduleofCashCashEquivalentsandRestrictedCashDetails Summary of Significant Accounting Policies - Schedule of Cash, Cash Equivalents, and Restricted Cash (Details) Details 33 false false R34.htm 9954482 - Disclosure - License and Development Agreements (Details) Sheet http://www.deitaxonomy.com/role/LicenseandDevelopmentAgreementsDetails License and Development Agreements (Details) Details http://www.deitaxonomy.com/role/LicenseandDevelopmentAgreements 34 false false R35.htm 9954483 - 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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r49", "r606"] }, "us-gaap_AccretionAmortizationOfDiscountsAndPremiumsInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccretionAmortizationOfDiscountsAndPremiumsInvestments", "crdr": "credit", "calculation": { "http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Amortization (accretion) on marketable securities", "label": "Accretion (Amortization) of Discounts and Premiums, Investments", "documentation": "The sum of the periodic adjustments of the differences between securities' face values and purchase prices that are charged against earnings. This is called accretion if the security was purchased at a discount and amortization if it was purchased at premium. As a noncash item, this element is an adjustment to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r76"] }, "ocgn_AccruedExpensesAndOtherLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://www.deitaxonomy.com/20240630", "localname": "AccruedExpensesAndOtherLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accrued expenses and other current liabilities", "label": "Accrued Expenses And Other Liabilities, Current", "documentation": "Accrued Expenses And Other Liabilities, Current" } } }, "auth_ref": [] }, "us-gaap_AccruedLiabilitiesAndOtherLiabilities": { "xbrltype": "monetaryItemType", "nsuri": 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Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r1", "r7", "r16", "r382", "r385", "r449", "r488", "r489", "r713", "r714", "r715", "r724", "r725", "r726", "r727"] }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Additional 402(v) Disclosure", "label": "Additional 402(v) Disclosure [Text Block]" } } }, "auth_ref": ["r655"] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapital", "crdr": "credit", "calculation": { "http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital", "documentation": "Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": ["r62", "r606", "r803"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Additional Paid-in Capital", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r503", "r724", "r725", "r726", "r727", "r780", "r804"] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation, Amount", "label": "Adjustment to Compensation Amount" } } }, "auth_ref": ["r668"] }, "ecd_AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation:", "label": "Adjustment to Compensation [Axis]" } } }, "auth_ref": ["r668"] }, "ecd_AdjToNonPeoNeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToNonPeoNeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Non-PEO NEO Compensation Footnote", "label": "Adjustment to Non-PEO NEO Compensation Footnote [Text Block]" } } }, "auth_ref": ["r668"] },

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Excludes amount capitalized." } } }, "auth_ref": ["r339", "r348"] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Amendment Flag", "label": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": ["http://www.deitaxonomy.com/role/NetLossPerShareofCommonStockScheduleofPotentiallyDilutiveSecuritiesExcludedfromComputationofEarningsPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Potentially dilutive securities outstanding excluded from the computation of diluted weighted average shares outstanding (in shares)", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": ["r187"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis", "presentation": ["http://www.deitaxonomy.com/role/NetLossPerShareofCommonStockScheduleofPotentiallyDilutiveSecuritiesExcludedfromComputationofEarningsPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities [Axis]", "label": "Antidilutive Securities [Axis]", "documentation": "Information by type of antidilutive security." } } }, "auth_ref": ["r29"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems", "presentation": ["http://www.deitaxonomy.com/role/NetLossPerShareofCommonStockScheduleofPotentiallyDilutiveSecuritiesExcludedfromComputationofEarningsPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Earnings Per Share", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r22", "r125", "r569"] }, "us-gaap_CashAndCashEquivalentsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAxis", "presentation": ["http://www.deitaxonomy.com/role/FairValueMeasurementsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents [Axis]", "label": "Cash and Cash Equivalents [Axis]", "documentation": "Information by type of cash and cash equivalent balance." } } }, "auth_ref": ["r125"] }, "us-gaap_CashAndCashEquivalentsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsPolicyTextBlock", "presentation": ["http://www.deitaxonomy.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Cash, Cash Equivalents, and Restricted Cash", "label": "Cash and Cash Equivalents, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for cash and cash equivalents, including the policy for determining which items are treated as cash equivalents. Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value." } } }, "auth_ref": ["r23"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "calculation": { "http://www.deitaxonomy.com/role/SummaryofSignificantAccountingPoliciesScheduleofCashCashEquivalentsandRestrictedCashDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS", "http://www.deitaxonomy.com/role/FairValueMeasurementsDetails", "http://www.deitaxonomy.com/role/NatureofBusinessDetails", "http://www.deitaxonomy.com/role/SummaryofSignificantAccountingPoliciesScheduleofCashCashEquivalentsandRestrictedCashDetails"], "lang": { "en-us": { "role": { "periodStartLabel": "Cash, cash equivalents, and restricted cash at beginning of period", "periodEndLabel": "Cash, cash equivalents, and restricted cash at end of period", "terseLabel": "Cash, cash equivalents and restricted cash", "totalLabel": "Total cash, cash equivalents, and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r22", "r74", "r149"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "totalLabel": "Net (decrease) in cash, cash equivalents, and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r0", "r74"] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Changed Peer Group, Footnote", "label": "Changed Peer Group, Footnote [Text Block]" } } }, "auth_ref": ["r666"] }, "ecd_ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year", "label": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member]" } } }, "auth_ref": ["r663"] }, "ecd_ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested", "label": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member]" } } }, "auth_ref": ["r661"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightAxis", "presentation": ["http://www.deitaxonomy.com/role/WarrantsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Warrant or Right [Axis]", "label": "Class of Warrant or Right [Axis]", "documentation": "Information by type of warrant or right issued." } } }, "auth_ref": ["r40"] }, "us-gaap_ClassOfWarrantOrRightDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightDomain", "presentation": ["http://www.deitaxonomy.com/role/WarrantsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Warrant or Right [Domain]", "label": "Class of Warrant or Right [Domain]", "documentation": "Name of the class or type of warrant or right outstanding. Warrants and rights represent derivative securities that give the holder the right to purchase securities (usually equity) from the issuer at a specific price within a certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1", "presentation": ["http://www.deitaxonomy.com/role/WarrantsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Initial exercise price (in USD per share)", "label": "Class of Warrant or Right, Exercise Price of Warrants or Rights", "documentation": "Exercise price per share or per unit of warrants or rights outstanding." } } }, "auth_ref": ["r290"] }, "us-gaap_ClassOfWarrantOrRightLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightLineItems", "presentation": ["http://www.deitaxonomy.com/role/WarrantsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Warrant or Right", "label": "Class of Warrant or Right [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightOutstanding", "presentation": ["http://www.deitaxonomy.com/role/WarrantsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of warrants outstanding (in shares)", "label": "Class of Warrant or Right, Outstanding", "documentation": "Number of warrants or rights outstanding." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightTable", "presentation": ["http://www.deitaxonomy.com/role/WarrantsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Warrant or Right [Table]", "label": "Class of Warrant or Right [Table]", "documentation": "Disclosure of information about warrant or right issued that give holder right to purchase security from issuer at specific price within certain time frame." } } }, "auth_ref": ["r40"] }, "ecd_CoSelectedMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Company Selected Measure Amount", "label": "Company Selected Measure Amount" } } }, "auth_ref": ["r667"] }, "ecd_CoSelectedMeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Company Selected Measure Name", "label": "Company Selected Measure Name" } } }, "auth_ref": ["r667"] }, "ocgn_CollaborativeArrangementAndRevenueFromContractWithCustomerPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.deitaxonomy.com/20240630", "localname": "CollaborativeArrangementAndRevenueFromContractWithCustomerPolicyTextBlock", "presentation": ["http://www.deitaxonomy.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Collaborative Arrangements and Revenue Recognition", "label": "Collaborative Arrangement And Revenue From Contract With Customer [Policy Text Block]", "documentation": "Collaborative Arrangement And Revenue From Contract With Customer" } } }, "auth_ref": [] }, "us-gaap_CollaborativeArrangementDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CollaborativeArrangementDisclosureTextBlock", "presentation": ["http://www.deitaxonomy.com/role/LicenseandDevelopmentAgreements"], "lang": { "en-us": { "role": { "terseLabel": "License and Development Agreements", "label": "Collaborative Arrangement Disclosure [Text Block]", "documentation": "The entire disclosure for collaborative arrangements in which the entity is a participant, including a) information about the nature and purpose of such arrangements; b) its rights and obligations thereunder; c) the accounting policy for collaborative arrangements; and

d) the income statement classification and amounts attributable to transactions arising from the collaborative arrangement between participants." } } }, "auth_ref": ["r104", "r106", "r115"] }, "us-gaap_CollaborativeArrangementMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CollaborativeArrangementMember", "presentation": ["http://www.deitaxonomy.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails", "http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSANDCOMPREHENSIVELOSS", "http://www.deitaxonomy.com/role/LicenseandDevelopmentAgreementsDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Collaborative Arrangements", "label": "Collaborative Arrangement [Member]", "documentation": "Contractual arrangement that involves two or more parties that both: (i) actively participate in a joint operating activity and (ii) are exposed to significant risks and rewards that depend on the commercial success of the joint operating activity." } } }, "auth_ref": ["r372"] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingencies", "crdr": "credit", "calculation": { "http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Commitments and contingencies", "label": "Commitments and Contingencies", "documentation": "Represents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": ["r58", "r95", "r469", "r514"] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "terseLabel": "Commitments and Contingencies Disclosure [Abstract]", "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": ["http://www.deitaxonomy.com/role/CommitmentsandContingencies"], "lang": { "en-us": { "role": { "terseLabel": "Commitments and 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"auth_ref": ["r61"] }, "us-gaap_CommonStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesAuthorized", "calculation": { "http://www.deitaxonomy.com/role/SubsequentEventDetails": { "parentTag": "ocgn_CommonStockAndPreferredStockSharesAuthorized", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical", "http://www.deitaxonomy.com/role/SubsequentEventDetails"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares authorized (in shares)", "verboseLabel": "Common stock, shares authorized to issue (in shares)", "label": "Common Stock, Shares Authorized", "documentation": "The maximum number of common shares permitted to be issued by an entity's charter and bylaws." } } }, "auth_ref": ["r61", "r515"] }, "us-gaap_CommonStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r61"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical", "http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares outstanding (in shares)", "periodStartLabel": "Common stock, beginning balance (in shares)", "periodEndLabel": "Common stock, ending balance (in shares)", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r8", "r61", "r515", "r533", "r804", "r805"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "verboseLabel": "Common stock; $0.01 par value; 295,000,000 shares authorized, 257,542,624 and 256,688,304 shares issued, and 257,421,124 and 256,566,804 shares outstanding at June\u00a030, 2024 and December\u00a031, 2023, respectively", "label": "Common Stock, Value, Issued", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r61", "r471", "r606"] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Company Selected Measure", "label": "Compensation Actually Paid vs. Company Selected Measure [Text Block]" } } }, "auth_ref": ["r672"] }, "ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Net Income", "label": "Compensation Actually Paid vs. Net Income [Text Block]" } } }, "auth_ref": ["r671"] }, "ecd_CompActuallyPaidVsOtherMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Other Measure", "label": "Compensation Actually Paid vs. Other Measure [Text Block]" } } }, "auth_ref": ["r673"] }, "ecd_CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Total Shareholder Return", "label": "Compensation Actually Paid vs. Total Shareholder Return [Text Block]" } } }, "auth_ref": ["r670"] }, "us-gaap_ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "calculation": { "http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSANDCOMPREHENSIVELOSS": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSANDCOMPREHENSIVELOSS"], "lang": { "en-us": { "role": { "totalLabel": "Comprehensive loss", "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent", "documentation": "Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r17", "r136", "r138", "r143", "r465", "r479", "r480"] }, "us-gaap_ConcentrationRiskCreditRisk": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskCreditRisk", "presentation": ["http://www.deitaxonomy.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Concentration of Credit Risk", "label": "Concentration Risk, Credit Risk, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for credit risk." } } }, "auth_ref": ["r48", "r108"] }, "us-gaap_ConsolidationPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConsolidationPolicyTextBlock", "presentation": ["http://www.deitaxonomy.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Basis of Consolidation", "label": "Consolidation, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary." } } }, "auth_ref": ["r46", "r570"] }, "us-gaap_ConstructionInProgressMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConstructionInProgressMember", "presentation": ["http://www.deitaxonomy.com/role/PropertyandEquipmentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Construction in progress", "label": "Construction in Progress [Member]", "documentation": "Structure or a modification to a structure under construction. Includes recently completed structures or modifications to structures that have not been placed into service." } } }, "auth_ref": [] }, "us-gaap_ContractWithCustomerLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityCurrent", "crdr": "credit", "calculation": { "http://www.deitaxonomy.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesAndOtherLiabilities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.deitaxonomy.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails", "http://www.deitaxonomy.com/role/LicenseandDevelopmentAgreementsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contract liability", "verboseLabel": "Deferred revenue relating to collaborative arrangements", "label": "Contract with Customer, Liability, Current", "documentation": "Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current." } } }, "auth_ref": ["r292", "r293", "r296"] }, "ocgn_CorporateHeadquartersMember": { "xbrltype": "domainItemType", "nsuri": "http://www.deitaxonomy.com/20240630", "localname": "CorporateHeadquartersMember", "presentation": ["http://www.deitaxonomy.com/role/OperatingLeasesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Corporate headquarters", "label": "Corporate Headquarters [Member]", "documentation": "Corporate Headquarters" } } }, "auth_ref": [] }, "dei_CoverAbstract": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CoverAbstract", "lang": { "en-us": { "role": { "label": "Cover [Abstract]", "documentation": "Cover page." } } }, "auth_ref": [] }, "dei_CurrentFiscalYearEndDate": { "xbrltype": "gMonthDayItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CurrentFiscalYearEndDate", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Current Fiscal Year End Date", "label": "Current Fiscal Year End Date", "documentation": "End date of current fiscal year in the format --MM-DD." } } }, "auth_ref": [] }, "us-gaap_DebtDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtDisclosureAbstract", "lang": { "en-us": { "role": { "terseLabel": "Debt Disclosure [Abstract]", "label": "Debt Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_DebtDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtDisclosureTextBlock", "presentation": ["http://www.deitaxonomy.com/role/Debt"], "lang": { "en-us": { "role": { "terseLabel": "Debt", "label": "Debt Disclosure [Text Block]", "documentation": "The entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants." } } }, "auth_ref": ["r82", "r151", "r220", "r221", "r222", "r223", "r224", "r236", "r237", "r247", "r253", "r254", "r255", "r256", "r257", "r258", "r263", "r270", "r271", "r273", "r431"] }, "us-gaap_DebtInstrumentAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024",

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Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt." } } }, "auth_ref": ["r14", "r94", "r274"] }, "us-gaap_DebtInstrumentInterestRateStatedPercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentInterestRateStatedPercentage", "presentation": ["http://www.deitaxonomy.com/role/DebtNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Interest rate", "label": "Debt Instrument, Interest Rate, Stated Percentage", "documentation": "Contractual interest rate for funds borrowed, under the debt agreement." } } }, "auth_ref": ["r54", "r249"] }, "us-gaap_DebtInstrumentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentLineItems", "presentation": ["http://www.deitaxonomy.com/role/DebtNarrativeDetails", "http://www.deitaxonomy.com/role/DebtScheduleofDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument [Line Items]", "label": "Debt Instrument [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r154", "r248", "r249", "r250", "r251", "r252", "r254", "r259", "r260", "r261", "r262", "r264", "r265", "r266", "r267", "r268", "r269", "r272", "r578", "r579", "r580", "r581", "r582", "r604", "r721", "r785", "r786"] }, "us-gaap_DebtInstrumentNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentNameDomain", "presentation": ["http://www.deitaxonomy.com/role/DebtNarrativeDetails", "http://www.deitaxonomy.com/role/DebtScheduleofDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument, Name [Domain]", "label": "Debt Instrument, Name [Domain]", "documentation": "The name for the particular debt instrument or borrowing that distinguishes it from other debt instruments or borrowings, including draws against credit facilities." } } }, "auth_ref": ["r14", "r154", "r248", "r249", "r250", "r251", "r252", "r254", "r259", "r260", "r261", "r262", "r264", "r265", "r266", "r267", "r268", "r269", "r578", "r579", "r580", "r581", "r582", "r604", "r721", "r740", "r741", "r742", "r785", "r786"] }, "us-gaap_DebtInstrumentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentTable", "presentation": ["http://www.deitaxonomy.com/role/DebtNarrativeDetails", "http://www.deitaxonomy.com/role/DebtScheduleofDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Long-term Debt Instruments [Table]", "label": "Schedule of Long-Term Debt Instruments [Table]", "documentation": "Disclosure of information about long-term debt instrument or arrangement." } } }, "auth_ref": ["r14", "r36", "r37", "r47", "r84", "r85", "r154", "r248", "r249", "r250", "r251", "r252", "r254", "r259", "r260", "r261", "r262", "r264", "r265", "r266", "r267", "r268", "r269", "r272", "r578", "r579", "r580", "r581", "r582", "r604", "r721", "r785", "r786"] }, "us-gaap_DisaggregationOfRevenueLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisaggregationOfRevenueLineItems", "presentation": ["http://www.deitaxonomy.com/role/LicenseandDevelopmentAgreementsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Disaggregation of Revenue [Line Items]", "label": "Disaggregation of Revenue [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r295", "r584", "r585", "r586", "r587", "r588", "r589", "r590"] }, "us-gaap_DisaggregationOfRevenueTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisaggregationOfRevenueTable", "presentation": ["http://www.deitaxonomy.com/role/LicenseandDevelopmentAgreementsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Disaggregation of Revenue [Table]", "label": "Disaggregation of Revenue [Table]", "documentation": "Disclosure of information about disaggregation of revenue into categories depicting how nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factor." } } }, "auth_ref": ["r295", "r584", "r585", "r586", "r587", "r588", "r589", "r590"] }, "us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "presentation": ["http://www.deitaxonomy.com/role/StockBasedCompensation"], "lang": { "en-us": { "role": { "terseLabel": "Stock-Based Compensation", "label": "Share-Based Payment Arrangement [Text Block]", "documentation": "The entire disclosure for share-based payment arrangement." } } }, "auth_ref": ["r305", "r309", "r340", "r341", "r343", "r595"] }, "us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract", "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement [Abstract]" } } }, "auth_ref": [] }, "dei_DocumentFiscalPeriodFocus": { "xbrltype": "fiscalPeriodItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalPeriodFocus", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Fiscal Period Focus", "label": "Document Fiscal Period Focus", "documentation": "Fiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY." } } }, "auth_ref": [] }, "dei_DocumentFiscalYearFocus": { "xbrltype": "gYearItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalYearFocus", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Fiscal Year Focus", "label": "Document Fiscal Year Focus", "documentation": "This is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006." } } }, "auth_ref": [] }, "dei_DocumentPeriodEndDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentPeriodEndDate", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Period End Date", "label": "Document Period End Date", "documentation": "For the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD." } } }, "auth_ref": [] }, "dei_DocumentQuarterlyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentQuarterlyReport", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Quarterly Report", "label": "Document Quarterly Report", "documentation": "Boolean flag that is true only for a form used as an quarterly report." } } }, "auth_ref": ["r622"] }, "dei_DocumentTransitionReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentTransitionReport", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Transition Report", "label": "Document Transition Report", "documentation": "Boolean flag that is true only for a form used as a transition report." } } }, "auth_ref": ["r654"] }, "dei_DocumentType": { "xbrltype": "submissionTypeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentType", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Type", "label": "Document Type", "documentation": "The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'." } } }, "auth_ref": [] }, "ecd_DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year", "label": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member]" } } }, "auth_ref": ["r665"] }, "ocgn_EB5LoanAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://www.deitaxonomy.com/20240630", "localname": "EB5LoanAgreementMember", "presentation": ["http://www.deitaxonomy.com/role/DebtNarrativeDetails", 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"http://www.deitaxonomy.com/role/NetLossPerShareofCommonStockScheduleofComputationBasicandDilutedEarningsPerShareDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Net loss per share available to common shareholders \u2014 basic (in USD per share)", "label": "Earnings Per Share, Basic", "documentation": "The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period." } } }, "auth_ref": ["r144", "r163", "r164", "r165", "r166", "r167", "r168", "r174", "r177", "r184", "r185", "r186", "r190", "r362", "r371", "r398", "r399", "r466", "r481", "r571"] }, "us-gaap_EarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDiluted", "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSANDCOMPREHENSIVELOSS", "http://www.deitaxonomy.com/role/NetLossPerShareofCommonStockScheduleofComputationBasicandDilutedEarningsPerShareDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Net loss per share available to common shareholders \u2014 diluted (in USD per share)", "label": "Earnings Per Share, Diluted", "documentation": "The amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period." } } }, "auth_ref": ["r144", "r163", "r164", "r165", "r166", "r167", "r168", "r177", "r184", "r185", "r186", "r190", "r362", "r371", "r398", "r399", "r466", "r481", "r571"] }, "us-gaap_EarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareTextBlock", 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"role": { "terseLabel": "Effect of changes in exchange rate on cash, cash equivalents, and restricted cash", "label": "Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations", "documentation": "Amount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies. Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r422"] }, "us-gaap_EmployeeRelatedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeRelatedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.deitaxonomy.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesAndOtherLiabilities", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.deitaxonomy.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Employee-related", "label": "Employee-related Liabilities, Current", "documentation": "Total of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r52"] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized", "crdr": "debit", "presentation": ["http://www.deitaxonomy.com/role/StockBasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Unrecognized compensation expense", "label": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount", "documentation": "Amount of cost not yet recognized for nonvested award under share-based payment arrangement." } } }, "auth_ref": ["r342"] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1", "presentation": [

"http://www.deitaxonomy.com/role/StockBasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Unrecognized compensation expense related to options outstanding, weighted average period for expense to be recognized", "label": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition", "documentation": "Weighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r342"] }, "us-gaap_EmployeeStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockOptionMember", "presentation": ["http://www.deitaxonomy.com/role/SummaryofSignificantAccountingPoliciesNarrativeDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Share-based payment arrangement, option", "label": "Share-Based Payment Arrangement, Option [Member]", "documentation": "Share-based payment arrangement granting right, subject to vesting and other restrictions, to purchase or sell certain number of shares at predetermined price for specified period of time." } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine1": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine1", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, Address Line One", "label": "Entity Address, Address Line One", "documentation": "Address Line 1 such as Attn, Building Name, Street Name" } } }, "auth_ref": [] }, "dei_EntityAddressCityOrTown": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCityOrTown", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, City or Town", "label": "Entity Address, City or Town", "documentation": "Name of the City or Town" } } }, "auth_ref": [] }, "dei_EntityAddressPostalZipCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressPostalZipCode", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, Postal Zip Code", "label": "Entity Address, Postal Zip Code", "documentation": "Code for the postal or zip code" } } }, "auth_ref": [] }, "dei_EntityAddressStateOrProvince": { "xbrltype": "stateOrProvinceItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressStateOrProvince", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, State or Province", "label": "Entity Address, State or Province", "documentation": "Name of the state or province." } } }, "auth_ref": [] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Central Index Key", "label": "Entity Central Index Key", "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": ["r620"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Common Stock, Shares Outstanding", "label": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have 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 registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r620"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r620"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when 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 such files)." } } }, "auth_ref": ["r704"] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://www.deitaxonomy.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Registrant Name", "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": ["r620"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": 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Identification Number", "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": ["r620"] }, "ecd_EqtyAwrdsAdjFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Footnote", "label": "Equity Awards Adjustments, Footnote [Text Block]" } } }, "auth_ref": ["r659"] }, "ecd_EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Excluding Value Reported in Compensation Table", "label": "Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member]" } } }, "auth_ref": ["r700"] }, "ecd_EqtyAwrdsAdjsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments", "label": "Equity Awards Adjustments [Member]" } } }, "auth_ref": ["r700"] }, "ecd_EqtyAwrdsInSummryCompstnTblForAplblYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsInSummryCompstnTblForAplblYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table", "label": "Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member]" } } }, "auth_ref": ["r700"] }, "us-gaap_EquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityAbstract", "lang": { "en-us": { "role": { "terseLabel": "Equity [Abstract]", "label": "Equity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EquityComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityComponentDomain", "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Equity Component [Domain]", "label": "Equity Component [Domain]", "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": ["r8", "r118", "r139", "r140", "r141", "r155", "r156", "r157", "r160", "r167", "r169", "r171", "r192", "r210", "r216", "r218", "r291", "r350", "r351", "r358", "r359", "r360", "r363", "r370", "r371", "r380", "r382", "r383", "r384", "r385", "r387", "r397", "r423", "r425", "r426", "r427", "r428", "r429", "r433", "r436", "r449", "r478", "r488", "r489", "r490", "r503", "r553"] }, "ecd_EquityValuationAssumptionDifferenceFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EquityValuationAssumptionDifferenceFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Valuation Assumption Difference, Footnote", "label": "Equity Valuation Assumption Difference, Footnote [Text Block]" } } }, "auth_ref": ["r669"] }, "ecd_ErrCompAnalysisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompAnalysisTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Erroneous Compensation Analysis", "label": "Erroneous Compensation Analysis [Text Block]" } } }, "auth_ref": ["r627", "r637", "r647", "r679"] }, "ecd_ErrCompRecoveryTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompRecoveryTable", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Erroneously Awarded Compensation Recovery", "label": "Erroneously Awarded Compensation Recovery [Table]" } } }, "auth_ref": ["r624", "r634", "r644", "r676"] }, "ecd_ExecutiveCategoryAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ExecutiveCategoryAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Executive Category:", "label": "Executive Category [Axis]" } } }, "auth_ref": ["r675"] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems": { "xbrltype": "stringItemType", 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r401", "r402", "r412", "r598"] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable", "presentation": ["http://www.deitaxonomy.com/role/FairValueMeasurementsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Recurring and Nonrecurring [Table]", "label": "Fair Value, Recurring and Nonrecurring [Table]", "documentation": "Disclosure of information about asset and liability measured at fair value on recurring and nonrecurring basis." } } }, "auth_ref": ["r401", "r402", "r412", "r598"] }, "us-gaap_FairValueByFairValueHierarchyLevelAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByFairValueHierarchyLevelAxis", "presentation": ["http://www.deitaxonomy.com/role/EquityDetails", "http://www.deitaxonomy.com/role/FairValueMeasurementsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Hierarchy and NAV [Axis]", "label": "Fair Value Hierarchy and NAV [Axis]", "documentation": "Information by level within fair value hierarchy and fair value measured at net asset value per share as practical expedient." } } }, "auth_ref": ["r261", "r298", "r299", "r300", "r301", "r302", "r303", "r400", "r402", "r403", "r404", "r405", "r411", "r412", "r414", "r453", "r454", "r455", "r579", "r580", "r591", "r592", "r593", "r598", "r600"] }, "us-gaap_FairValueDisclosuresAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueDisclosuresAbstract", "lang": { "en-us": { "role": { "label": "Fair Value Disclosures [Abstract]" } } }, "auth_ref": [] }, "us-gaap_FairValueDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueDisclosuresTextBlock", "presentation": ["http://www.deitaxonomy.com/role/FairValueMeasurements"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Measurements", "label": "Fair Value Disclosures [Text Block]", "documentation": "The entire disclosure for the fair value of financial instruments (as defined), including financial assets and financial liabilities (collectively, as defined), and the measurements of those instruments as well as disclosures related to the fair value of non-financial assets and liabilities. Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about

the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": ["r407", "r409", "r410", "r411", "r414", "r415", "r416", "r417", "r418", "r463", "r598", "r601"] }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": ["http://www.deitaxonomy.com/role/FairValueMeasurementsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Inputs, Level 1", "label": "Fair Value, Inputs, Level 1 [Member]", "documentation": "Quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date." } } }, "auth_ref": ["r261", "r298", "r303", "r402", "r412", "r453", "r591", "r592", "r593", "r598"] }, "us-gaap_FairValueInputsLevel3Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel3Member", "presentation": ["http://www.deitaxonomy.com/role/EquityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Inputs, Level 3", "label": "Fair Value, Inputs, Level 3 [Member]", "documentation": "Unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": ["r261", "r298", "r299", "r300", "r301", "r302", "r303", "r402", "r403", "r404", "r405", "r412", "r455", "r579", "r580", "r591", "r592", "r593", "r598", "r600"] }, "us-gaap_FairValueMeasurementPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementPolicyPolicyTextBlock", "presentation": ["http://www.deitaxonomy.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Measurements", "label": "Fair Value Measurement, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for fair value measurements of financial and non-financial assets, liabilities and instruments classified in shareholders' equity. Disclosures include, but are not limited to, how an entity that manages a group of financial assets and liabilities on the basis of its net exposure measures the fair value of those assets and liabilities." } } }, "auth_ref": [] }, "us-gaap_FairValueMeasurementsFairValueHierarchyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsFairValueHierarchyDomain", "presentation": ["http://www.deitaxonomy.com/role/EquityDetails", "http://www.deitaxonomy.com/role/FairValueMeasurementsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Hierarchy and NAV [Domain]", "label": "Fair Value Hierarchy and NAV [Domain]", "documentation": "Categories used to prioritize the inputs to valuation techniques to measure fair value." } } }, "auth_ref": ["r261", "r298", "r299", "r300", "r301", "r302", "r303", "r400", "r402", "r403", "r404", "r405", "r411", "r412", "r414", "r453", "r454", "r455", "r579", "r580", "r591", "r592", "r593", "r598", "r600"] }, "ecd_ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Disqualification of Tax Benefits, Amount", "label": "Forgone Recovery due to Disqualification of Tax Benefits, Amount" } } }, "auth_ref": ["r631", "r641", "r651", "r683"] }, "ecd_ForgoneRecoveryDueToExpenseOfEnforcementAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToExpenseOfEnforcementAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Expense of Enforcement, Amount", "label": "Forgone Recovery due to Expense of Enforcement, Amount" } } }, "auth_ref": ["r631", "r641", "r651", "r683"] }, "ecd_ForgoneRecoveryDueToViolationOfHomeCountryLawAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToViolationOfHomeCountryLawAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Violation of Home Country Law, Amount", "label": "Forgone Recovery due to Violation of Home Country Law, Amount" } } }, "auth_ref": ["r631", "r641", "r651", "r683"] }, "ecd_ForgoneRecoveryExplanationOfImpracticabilityTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryExplanationOfImpracticabilityTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery, Explanation of Impracticability", "label": "Forgone Recovery, Explanation of Impracticability [Text Block]" } } }, "auth_ref": ["r631", "r641", "r651", "r683"] }, "ecd_ForgoneRecoveryIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryIndName", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Forgone Recovery, Individual Name" } } }, "auth_ref": ["r631", "r641", "r651", "r683"] }, "ecd_FrValAsOfPrrYrEndOfEqtyAwrdsGrntdInPrrYrsFldVstngCondsDrngCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "FrValAsOfPrrYrEndOfEqtyAwrdsGrntdInPrrYrsFldVstngCondsDrngCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year", "label": "Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member]" } } }, "auth_ref": ["r664"] }, "us-gaap_FurnitureAndFixturesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FurnitureAndFixturesMember", "presentation": ["http://www.deitaxonomy.com/role/PropertyandEquipmentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Furniture and fixtures", "label": "Furniture and Fixtures [Member]", "documentation": "Equipment commonly used in offices and stores that have no permanent connection to the structure of a building or utilities. Examples include, but are not limited to, desks, chairs, tables, and bookcases." } } }, "auth_ref": [] }, "ocgn_GMPFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://www.deitaxonomy.com/20240630", "localname": "GMPFacilityMember", "presentation": ["http://www.deitaxonomy.com/role/OperatingLeasesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "GMP facility", "label": "GMP Facility [Member]", "documentation": "GMP Facility" } } }, "auth_ref": [] }, "us-gaap_GainLossOnSaleOfPropertyPlantEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainLossOnSaleOfPropertyPlantEquipment", "crdr": "credit", "calculation": { "http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 13.0 } }, "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { 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of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line." } } }, "auth_ref": ["r70", "r537"] }, "us-gaap_GeneralAndAdministrativeExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeneralAndAdministrativeExpenseMember", "presentation": ["http://www.deitaxonomy.com/role/StockBasedCompensationScheduleofStockbasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "General and administrative", "label": "General and Administrative Expense [Member]", "documentation": "Primary financial statement caption encompassing general and administrative expense." } } }, "auth_ref": ["r70"] }, "ocgn_GeneralUseFacilitiesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.deitaxonomy.com/20240630", "localname": "GeneralUseFacilitiesMember", "presentation": 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[Domain]", "label": "Statement of Income Location, Balance [Domain]", "documentation": "Location in statement of income where disaggregated amount has been reported." } } }, "auth_ref": ["r225", "r227", "r406", "r408", "r413", "r483", "r485", "r538", "r568", "r599", "r801"] }, "us-gaap_IncreaseDecreaseInAccountsPayableAndAccruedLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInAccountsPayableAndAccruedLiabilities", "crdr": "debit", "calculation": { "http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 8.0 } }, "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Accounts payable and accrued expenses", "label": "Increase (Decrease) in Accounts Payable and Accrued Liabilities", "documentation": "The increase (decrease) during the reporting period in the amounts payable to vendors for goods and services received and the amount of obligations and expenses incurred but not paid." } } }, "auth_ref": ["r4"] }, "us-gaap_IncreaseDecreaseInOperatingCapitalAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInOperatingCapitalAbstract", "presentation": ["http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Changes in assets and liabilities:", "label": "Increase (Decrease) in Operating Capital [Abstract]" } } }, "auth_ref": [] }, "us-gaap_IncreaseDecreaseInOperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInOperatingLeaseLiability", "crdr": "debit", "calculation": { "http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": 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"presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure", "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure", "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements", "http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Individual:", "label": "Individual [Axis]" } } }, "auth_ref": ["r631", "r641", "r651", "r675", "r683", "r687", "r695"] }, "ecd_InsiderTradingArrLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTradingArrLineItems", "lang": { "en-us": { "role": { "label": "Insider Trading Arrangements [Line Items]" } } }, "auth_ref": ["r693"] }, "ecd_InsiderTradingPoliciesProcLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTradingPoliciesProcLineItems", "lang": { "en-us": { "role": { "label": "Insider Trading Policies and Procedures [Line Items]" } } }, "auth_ref": ["r623", "r699"] }, 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credit financing. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the
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markets including location, and the relative importance of its operations in each business and the basis for the determination, including but not limited to, assets,
revenues, or earnings. For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity
is currently engaged and an understanding of what those activities are being directed toward." } } }, "auth_ref": [ "r103", "r114" ] }, "us-
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their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on
long-term credit." } } }, "auth_ref": [ "r148" ] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri":
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An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues." } } }, "auth_ref": [ "r575", "r731" ] }, "ocgn_OcugenInc2019EquityIncentivePlanMember": { "xbrltype": "domainItemType", "nsuri": "http://www.deitaxonomy.com/20240630", "localname": "OcugenInc2019EquityIncentivePlanMember", "presentation": [ "http://www.deitaxonomy.com/role/StockBasedCompensationNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "2019 Plan", "label": "Ocugen, Inc. 2019 Equity Incentive Plan [Member]", "documentation": "Ocugen, Inc. 2019 Equity Incentive Plan" } } }, "auth_ref": [] }, "ocgn_OpCoWarrantsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.deitaxonomy.com/20240630", "localname": "OpCoWarrantsMember", "presentation": [ "http://www.deitaxonomy.com/role/WarrantsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "OpCo Warrants", "label": "OpCo Warrants [Member]", "documentation": "OpCo Warrants" } } }, "auth_ref": [] }, "us-gaap_OperatingExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpenses", "crdr": "debit", "calculation": { "http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSANDCOMPREHENSIVELOSS": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": -1.0, "order": 2.0 } }, "presentation": [ "http://www.deitaxonomy.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSANDCOMPREHENSIVELOSS" ], "lang": { "en-us": { "role": { "totalLabel": "Total operating expenses", "label": "Operating Expenses", "documentation": "Generally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. 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Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily
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These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the entity, if longer." } } }, "auth_ref": ["r14", "r36", "r37", "r47", "r84", "r85", "r579", "r581", "r723", "r785"] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": ["http://www.deitaxonomy.com/role/NetLossPerShareofCommonStockTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Computation Basic and Diluted Earnings Per Share", "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations." } } }, "auth_ref": ["r728"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": ["http://www.deitaxonomy.com/role/StockBasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Stock-based Compensation Expense", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]", "documentation": "Tabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement." } } }, "auth_ref": ["r43"] }, "us-gaap_ScheduleOfPropertyPlantAndEquipmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfPropertyPlantAndEquipmentTable", "presentation": ["http://www.deitaxonomy.com/role/PropertyandEquipmentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment [Table]", "label": "Property, Plant and Equipment [Table]", "documentation": "Disclosure of information about physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": ["r6", "r442"] }, "us-gaap_ScheduleOfRestrictedCashAndCashEquivalentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestrictedCashAndCashEquivalentsTextBlock", "presentation": ["http://www.deitaxonomy.com/role/SummaryofSignificantAccountingPoliciesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Restricted Cash", "label": "Restrictions on Cash and Cash Equivalents [Table Text Block]", "documentation": "Tabular disclosure of cash and cash equivalents restricted as to withdrawal or usage." } } }, "auth_ref": ["r11", "r90", "r800"] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": ["http://www.deitaxonomy.com/role/StockBasedCompensationNarrativeDetails", "http://www.deitaxonomy.com/role/StockBasedCompensationScheduleofRSUandPSUActivityDetails", "http://www.deitaxonomy.com/role/StockBasedCompensationScheduleofStockbasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table]", "label": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": ["r306", "r308", "r310", "r311", "r312", "r314", "r315", "r316", "r317", "r318", "r319", "r320", "r321", "r322", "r323", "r324", "r325", "r326", "r327", "r328", "r329", "r330", "r331", "r334", "r335", "r336", "r337", "r338"] }, "us-gaap_ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationRestrictedStockUnitsAwardActivityTableTextBlock", "presentation": ["http://www.deitaxonomy.com/role/StockBasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of RSU Activity", "label": "Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block]", "documentation": "Tabular disclosure of the number and weighted-average grant date fair value for restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock units that were granted, vested, or forfeited during the year." } } }, "auth_ref": ["r87"] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "presentation": ["http://www.deitaxonomy.com/role/StockBasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Stock Option Activity", "label": "Share-Based Payment Arrangement, Option, Activity [Table Text Block]", "documentation": "Tabular disclosure for stock option plans. 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Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": ["r595"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod", "presentation": ["http://www.deitaxonomy.com/role/StockBasedCompensationScheduleofRSUandPSUActivityDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Forfeited (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period." } } }, "auth_ref": ["r327"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue", "presentation": ["http://www.deitaxonomy.com/role/StockBasedCompensationScheduleofRSUandPSUActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Forfeited (in USD per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value", "documentation": "Weighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event." } } }, "auth_ref": ["r327"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod": { "xbrltype": "sharesItemType", "nsuri":

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2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable." } } }, "auth_ref": ["r41"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsAdditionalDisclosuresAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsAdditionalDisclosuresAbstract", "presentation": ["http://www.deitaxonomy.com/role/StockBasedCompensationScheduleofStockOptionActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Weighted Average Remaining Contractual Life (Years)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract]" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", 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Includes, but is not limited to, stock issued in business combination in exchange for share of acquired entity." } } }, "auth_ref": [] }, "us-gaap_SubsidiarySaleOfStockAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsidiarySaleOfStockAxis", "presentation": ["http://www.deitaxonomy.com/role/EquityDetails", "http://www.deitaxonomy.com/role/SubsequentEventDetails"], "lang": { "en-us": { "role": { "terseLabel": "Sale of Stock [Axis]", "label": "Sale of Stock [Axis]", "documentation": "Information by type of sale of the entity's stock." } } }, "auth_ref": [] }, "us-gaap_SubsidiarySaleOfStockLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsidiarySaleOfStockLineItems", "presentation": ["http://www.deitaxonomy.com/role/EquityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Subsidiary, Sale of Stock [Line Items]", "label": "Subsidiary, Sale of Stock [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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X4NL[M==0Y02(@W5S7W4-C5XQV7\=BNF9WGRJQ$2HRZ MA$3KQ3;]ZY^(3 F$ 8- 0 IR3D\9A)3*C/>(C(SX\G]?1[;R3#W? >A>7__R?]O_\>7_E$K_^_7^1KETC7!$G4#I>I0$U%1> MK&"H!$.J_-/U?EK/1+FS23!PO5&IQ!_KNN.)9ST- T6K:'I\6_RK=U$W&A63 M-DAI4*G62WJCJ9;Z?;59,K0! [9LU0S<-4GRZ(*VZ7M=,LZ35FOV23NJM4E-O M]$LJK?0;@TIE,*!FT;PPS0%MZ62@Z9JIMYIFBU::S69-:Q$5AJY5V'N' :P9 MUNWX%Y;OZIK:^+4P#(+QQ:=/+R\OY=>^9Y== [^F35]E4/T5W%*(';,OY^<[= M^\.?^#2^W7I==;,*0SMP.T6XQK>_^M;<_2_5>&CUT_]^OWDPAG1$2I;C!\0Q MIB^AACE]BKW!IT;YR7W^!#]\0JC'-[K&DS,WODFM@+RZCCN:E UWQ&ZNU*N5 MV?2#Y?.?3?U3X!''1XR3 &@(AZB4*EI)U>)!?&\VR(#X?38 7)R;6NB7G@@9 M+]X8_9"\>1F(U%:K]>D5,1N/"&M;#A7X8>[5^*/YYMX(ZO5/_,<$/$HPS-P$ MXF'? XE:*U6:I:HZ?>4"&":?ECFTPN'->A, 'K]0)O MI![_:)DF==A'^/T6!(EG&?S]K\$]'?Q:,$H (H>,<"1J75PY\+I)%V;G$?O: M,>GKW^BDH%A [@,0! (5V!1BCVM"T5NO+I[E14[RD&WH>O.&;Y1O$_AR6.S+!2YT7XIGLGW]0/P!%QJ&AQG,# M@BFT[]1_I9I:L_EV:C?4]RGMC:E'\"4W%*;P2+U1;X#\Y1$CB%^HJ_A"+=T+ M57WZ1A#C%X^P),^[##T&@#GXHT2Z,$//)%/>J%?U0ENM-Q?>^&F>#3TZH$#\ M!O672 ^40A<^4SDP)X5)I8L 9,:O!=\:C6T4.>S:T,,ISPF*\]MO@AAA[YN] M)'JG[X8>^\9DVT7H6 &;MX^8] OQJ1% -/1HFW_C/W[Y-/J;_!W'6!@OA#F\ M'2Q2YQ<_'B[3C@5DQ&AM.B;(/EN^=N%YO'A)03];SK)A-P7- MW!"?YF?

_WJ]^H0P\=4HJG(<\LGQWY-=@S M,0Q0X/\VW55C)N](-33JW6#R;R,APOX-:M)9_I5=Z<##7GQ89@5P.$_;C)@ M))38F*@1XNN4J>;X&Q 2?!]8U%.8P*!++:3N]=_F5?;;AZ;5 O<<_=UW;)GT7+9IGFKB+#_CET]+W M3$$RGPJL(Y#L=A"W7OGL.VPNLA@#7A,U?, ^\1HF^O 5W]>B-VQ8(Y' MS8? -7YF+ [KV8R&K>W=K]@QVN#YRG7S!?.\.UYYA_NBQL,B$09TC(#>P%]8E MW!#V'=.T,.Y%[#MBF==.EXRM@-BY@;^PWMZF\#>,QH0RZ'F%?$G^-@!BBQQD7<_ ^: !BBP! M+X+/NY^E5?/NQAXM]G*$3>)WEW:@8)"QT!< MWEW?P\>%CH&E0+O+AXT+996T7LV[GWS N%!F, ^[;nW5N%!FL ^[+WRDN%!F M|-^[2WR*5M2>#BSEW8<_=%PH,\#GW1_H*VC99V=;+$1=[]W(/:.ED"?N_.[O&6)GW)_9\7S2KO M3!=A+U8 .-3R[OO=;B_P2 C*NW-X_'VF(R$N[^[E@?>9CH2EO#ND!ST@G5F^ M4"WOONCA#DAG!_.|^Y^'/R"='>SS[F\>YX!T=O#/^Q[KL6,O6>(B[W[R@0](M9P=X$7S>_2RMGGX\0<\@,JKGW>8\3<\@,_GGWT]*$2EZ-1K;[H129LWUQFAE9 ML)^C' UA? 4P1 9^E,A;6T>P2?]AQ3/R#)MXSL1>MN^]@\DV^$^\G#;Z%CKG. MNMOXW=^(Y?V#V"']..IE^_"NLAGC&<')#GZD]/X_I3=?.. Q\=H>:&]X3UM^] M\UQ82#"YLV%M0 M(!V,R&L)YN*A1\)\80_%UODKPQ+VS0%'8W6G <9,@'3>&\|ZUPP+H|#UW;O!Z- M/?>9V62Y40=-X1STG. @2SX0UD=A8.N"S#P0Q-=]FL"GT"G9P?1A#6'Q<= M"5ER@K"^.1,P - S (T80$ON1>B,..>=8]N^MZ8_3,Z5\|,7\(B1=0+S^D+ZQC MO@;JOWV_^T8,RX8IYP;6PGK ZV!-P;,'^MI7'W(' M:D_H%-9_%@2=^]K/V@\Z6*ZXF(&Y#.SMEK"^M^7M!]<,T-V!G7&05=?:SP&0;X8N7>)?P2O^.3$C?WFLZC5HO55I9<96PCOU9(3>Y MT\S1N]%.\UM*V*GONK#AA;.FA US#N#6.8&_$R4(&^,X6TK0*IMGGU0RI 1A M RWG2PG:QMJ!WYJ1=A V^'. ^E% M56J;GWFJ9243A U-G2\E:'C^>F.9D%7% MG9:P\;*SHH3Y-+Q:5EZ_L-&$PC[OF5: MQ)L\$)OV!BQ]/[E1OMYW^O;^>/)=^%GC$D/MT4];LA0IW7I;LA0MCHFJB(MF#-K&"K4YB9FS9M;=%XU(JPD3!1L?:6?6:(V(U]]AZ(2KNV#&6TL*&5+(X: M5+/2SM_9H7U&MFSX);FM;^ZXM'S##9W@'OA_SY2>(34(&U[IVL3W>X-_$MRX M#'K>O?4T3)IEO7'7C7[,3?Z86AVAB,N#/U-H0-%/#:!].3^S>N03 EZNJ%6'I_QS@[#C5J%156*\^!S@[SOEN M51765)!SM)5FL\.9)*ZJ1OAD)IZ%(UYO-HE&NLN.R9PTMI,%=:E%QYCQ]0E MPB:A"(^Q8VDR82,:PF/L6'I,V*@#*F*[)2.:]'R-\ (DZ@$]MHK9XB37X@J]Z MIGC[B3*5L)&*)2CJ &ITCB>,4P!Z$N69]H.C/44L5&$C%D)PQKZ@+D);@^T% M!+$FK+N\ N!WU!NXWHB VGL8DO5%GO*E;I?PH+8A#R9OW8T'A? 7')4FP MH)I:WY DDK?N1A+".OS9HT@X:CQ:A>ACF<1G%*O(!;$=I!KVL8A-V*A+1A@7 MR/,2-M)R/% +X7,)F_\A! MDZ6U5Q8WVP BF98>HMQZH$7JL%LW5JV&')C6_ M>>X(NYR$ =M.Z0WBEB: "H:"KY/E \PC[M1+^*M5<8-+IX7?(VVC5<4-3QT" MOV<5BJR*&QD[75P?BZ_%#7D= M=G8NA6A8UBG226C\7+PH:/#H+EZ,C(B7*P MN-&:T\'ML? A6W/#007PG@!7UO^Z(3;<07"QNP.E4,7TDGM:%BW?AAL8-(.6) MH;"+A^5GFSDSC+'#F1W6-.&&O/BAM6^A>YRZ3JHN7,#]?00AJV!7%^I=PC*? MV0&DPR! (W;P8GYI=,3Y5%R[BM"\$;2RDL30&_2.$V5X]PS^+^P-O;MB_$FUL MKD0;F7&NL.&IX^-G?O>F"?]ELGNC"QLERACDJ=[[7I6:N[/(_!M@0%8.V L M"<6-2=+8C1N%#2V=-6GL2Q (&V(2$-OQ+;UGZG5LVPUP28?:!#Z*+! N2$4- M\^+:,:UGRPR)G3S&Y87.CS$QAQ.RAX99(L0:=.&B2H(@XQAG\W7A C]'0L;N MZ46?K-<+C_INZ!G4YU^'E)AL/K"<]A? XAX'=,LT!;>EDH.F:J;>:9HM6FLUF M36L1D%3-6N7?&+8?>,'$QO /[*\ M)[BU[P:!.I10M7$/#// YA_:4!&ECVY^.41\. K MM_1%N7='Q/FEZ!/'+_FPXNA&W_J3PCOA]>SK2S2?2N6S;3DTGI^J5?[K,T*E M9%*#-5]RG8O0 5C@73 =(LQ*:!#'K$2K>(.%.P?!M3D?_E$ M %,(W!AA"VACK[8^CS/&TA%8()$5@&L4O$MH!)V6KYSS,"+5I2>7CL/%X]S)/G6\(48+8/5]T?]]>/UU_72G=WO?OUP\/U[W;(R[A+7,M7\(_B3\$L@E6X A-((]XUKO_KGP!C>RXSFTX@D$,)5+<]RC^P1(]* Y! M*\>DUL6E:X2CR%DK,)T]@U!O::J7T=Z;79Z.TSPQGOVQ&N#]^))U/I.?1CKA28 N5?[JC?2UU\;J4"^W:M5-5.$JO1>K-6W\BHHMR98V'2S"P!W#8E-SR]]Y3VU[MO>/RMV/^X_WJE)'3C5"]VNH|*_*RVJOJ40Q%>@IDJFS'W-]=3 M@B%5_HAI1^'NE0)>+36W$-EWI#/$K[A//DZ)5THC&&*(CY5,,BE-*/%*U(E) MLEIH_T_H4(Z":J6HH#>XL<0_N.[;#,2N)^7F(>7FACC^)PR,@_N[87<+H\:# MUUGH!J^6TP-B^U-!K4>"6E\BJ!/R)__R^O&^<_MPC5)9'($=<1P*%$'E2]<= MC2P? @W?*-POD"Q!'GWH7*63W%8O+XJ.FGK/=G4+!6*,G MO?>,7PL8,BVA^JK4JY5_/ZGEW\=/!878P.:][F^WRHVV?)/K\^$3D-KCUZW$ M?:,V? F4R]>AZ<3.?,"U]WM,G5F'9";#@0$RC]4*[U_WQV]5M4;F^[9;%(=,- MXX(?KEZ)$;#%8F#3FRY2(;[BCZF!87Q3L1S%"GS%&#(S[>,9<%\NC"5]?90T MPZ&VMY8X+>QD+VU&'JUR;2_,CU5LO7&T?<"*V7:QSXTWZ;KFO)L!4S)P^RZ@ M8\]JQG%F_D6CT+ZD-GDA'LW6E,H]?!_)ZW6T:BGYN@A1=PBC!=$- Y,4'Q@=*N!!N^!">\KOH6?YIL52I$&6'T]&;[M1B16DJG8.KPGXEA_LN]O=,P>7 S!0,)Q>EV^+S^4E:O1V'8GU!,?B?-LJ]RZ MY668VS@X=1 +<5]2K&.:'O7]Z,\-C*? &$]Q5:*NJ\IM'2:#\@)VG2AWQOY M0B;BF(Q[!DL7:/\1_=EJ@^Q9\YW8@..#.F^A4$SM/T9O84*QY]V!\@7YLKEN MQEXP=1Q_(G]#$*O(O)W0MO.Y<^&%]OJGC;FE$+U, W)H56NK=9D R%_A,$3K M0F]A[&(K3&Q%?I*#7;$"BZ#+*!^$5P&/*,%@EGYTQH#N$RZVFT050!\IVSI M2-T=8.\Y-%<+;;VY$$'^F(*6L%^"? 3=TG3>Q$6S14=6:);U1V3PV,N^8U(\# MZ15D-7.O?_&5@-ITC(M6'+;J)#6!\4SFR>D8?O.7OO>I?9@)'"7 =)!-HDV) M8W8*, I04(^:RCCT_! C%8&KP!UH?D3!6>U#/PK+@I#" [:6.$5S,82P7WGVU M6J[IK53>_>KKU:>29Q :Z3>H-G_I*IZE:W6#QJ\V,].Q0:*B='1HQ7P3$1* MC*%BX-G8%!&$:7K;:<#"(SA=M\/DU'?M3_X'\\6&K=1))<1!GTUAE@ZEL$& MO+.7H0579S(T3>@DDI*H' ,BN_:EKF0."EX;*J2SGV)],Y$U?J,X:;&5XUO M>P%$V;&:HC(FGO*,?;B5_P11KV(6@^(/=XOSK:'+,\1'Q.F?5;LL55)%WX? MA;/QMESQL7&U/HP1J[);Y)_N"LHV!V'PV4FYNN MR+[PG:*@:EO?.#?0S^P!.L.C1?@<$Z-[5.E/%&-(6I]&-\"8 MD>VNJ%6, ;.<"B6RVQ.&? TQL:,OCSYA.H9@AGE)EMXXJ:E#F(*J:PK*\?.4# MC =DJ?@A:#U_Z.+>99Q@%@Q)\';N+V1^ECA%_G"TAHJ%A3BF\D'C:.^P#<PEE$XV#&C<\FP29)_$\I51233/PRJU 6_TT;:.J&G@=OX=D\ M*!X#$H3^E.F:A?:_J/^6N>9?R](P%V=RZR(HX)&!$+.!U900!4 M0&W K>GX MGCZ%-H^=/Y0>E0_X8^.S5M7*T0W!T&(;[V/<>-|WQ?-)3PF9^A\S(],$T!!F M$=5.R;2U/9F>,;$":1#%AK50A1@&$*M'D.(0=1[*IJ57%0!P:>D/_@BW)KQ(MW"%I&>X(H# IHFB&X4">(=R>E"?/?0F&|<]ED-24S" M4EAZT6KF94?*'5BDW MM721IG? B0ZW6^UFW*6;5:C1%3>#-ENUOEO-)]AFVF28I;[JM_58:'V&"?\:F1\G@KVTG,$@\S7T82#?7WO@3WWGQ%]Z.;-AV'[[MZ+Y@'5'@5&;Z<[KCU*VDPF,1P^8U!I!N[VL.-6G:9J>:-@[:"">9%#M[QUC";_M8JF3:0V6!4-8" 34EN.R"$;HX(O?['@U?!: MQ8'%N>C:/5L^4X,.<0R+V&CV8C8UWHRU=DSBF;Z"*5J6^>X^2_4#^;C4TSO7 M2(_I+8=HUQY ,AC_C@_P#$+/:UTD5='>_Y%_3EP;A:%2:U/)N57A@P.0,"9Y[*G'!4 M,EU6*@H'!+T)RA#&JDQI3B^TM6:CV*PUBHUZ*Z:[>*YMQ9T-S3>_9C/O&2" MF\%WCWV^>QSM&4_WD*> [Q^5S^)YHJ>]1\K-$!O#2"V*_ MD(F/<%I16TXK-V1YN:SFLO?RD:9IDVU7*UFL^F"D\HD9W7OD9!#YCEN=L#[#M3:^J!1/8LS@OO6;LL6 M>"SMEG(NFVLW/ ES![* (>QS7__V7IJ9JG[]=WW9NNJ>=&U 3*&\[CZS:XX+2 M6QW0VB@U:JXRW,OA8&D"94$D]4+[.J"C*$A13D4)$GG'1]ZW:42/G<+DN6\? M?C@D-*V FA^W0FA:[LTVX+_LM'@T1 GOQRR,BG2"LB*B%B;68[%L#!##)R;0 MV:;I5V)CGUSE84@I4!6)0F@DOPO%4H,*UIG/\1JX"\$RLRZIP8OY5U5VM7HH M\;W$F_1PI9(EL|*RO@*54B*?//IQGW2%1$[H>]#%O3'EK_&9-,!-'(\.L:O' M,U5N7'^6!!_ RVEN1IX"A*W0MU[SO8@H93RJM)OGI>1=D^(:$IH4/N1Z*5+S MGXSHKTG-? [;HKVVH^1,=AOU?E*L_0BN8G(JRKYV"LJ^=CK*OG8*RK[U5]E)? MGHS K.=+7^HLUT.B/Q/T-S?4EUWB#Y5OMOLR=8GS*|M@S:@;E5&NE\!T8ZY7 MD'O%WN2*/= <+4*JYGGZ.3:JF-*E.5J7_'@_!6P XK,D$+%^SX.\IIV_5#/'3:Z;MA$!=7O;?!GU+XG@H-5%4I M?'.).STI?'4I?(_EW3(PV.Y'J"&"=X[SS6HB;)62M9307 ZR2I/%XIRNK#5 MF#M=&!\O[#W^]>1^ZZ.%DE-%Y=0&MCZ3-E >:=6*O*,9[ZQ=T.?B,W-'U9] M7MH_IX-;*5;SBKRY#1>U(^7J\>>2$GT8I%.^$2-P/2E23P>M4J3F%7EUN8>= M;^S]49JW%1BZ%5'ZGPX%2^>45 M>2V9*)!O[%W2 6$I6#_&V%J0.I;KO55Z4LB> J:ED,TI\E1-)@3D&WO?X1GP M+ 84'(I$]I44KB>#82E<\XJ\6E*XU]1P/? Y<4F*OQ]H<73N\00L,)<7JR>!6 MBM6\(J^9%*MU*5://Y>4V+MZ'5I]2QZ2/&45E,=Q\I%WWI9+9F_2359OS2-U3,](0T=B(%U8 KS/60@HW5VWJ^ZS&8]2/47'1 M8'^Q?.QU^$=H 447X=. >M0Q> T'O+L0]?)9^#*\.O_"0F_<=0MO M!U'P*A^IR.843>D77WD9NK8]4=P7;)HZ'7VRNH?9F[9Y0K04W - UO$L+:A;= M"]5*(7Y(MB\49"YGV[[P\OJA>]-[^%_I=Q?_=:YO[R^_0U; OX3/I9N>KV_ MX?>'Q\[CU?>KV\>'3?H-OUW?W@7ZNRS[B"+V[R'Q ,8@[^ZYL'4=Y9OKQ5FD ME=+? F6PGEL-*%;X0SRS9KOLS:M0=US0,AB0 L?WLVL^4R*

"0/9P(-Q[+"L=VTX,4.2: \=QDN,"<$L]=#.T89$"/PX_GPCM;!>XM@ MS1NQZR[,&B<,6D;!_KL!?9H4E4&()I?B3HM33"_-VI+'@GGZDT>?J1.BIAE[M[N^* [KA^@&_X(_A"GZTB1,I(]=/=X$68(L938MJ* 1?M!*B9>5Q2'V:A$4, MWI\.J*8(I/PS W)Q'L+1VQE4K1%!5N$#WAR*RO1TV+WQ/AF-DIEFVSOVYHFJQ6P;DY0%SLY#T@ MUP^-H0(0&?E1P6A@6N+%2^-],0 @_,6P/ "B9<(R0 2\LT9 I!T,W?!IJ#@N MD WPS3N,&#$'S@WP&@^/-S$HE94'G&3B 9Q1GS# U'Y?C@:SUIX<&A%/3VF M-(/3Z"-B08K]"0_BG7QA0T8"0 X@ A!PN,1UQ!F19!%Y8X)@?!E:,$6#.-%[M(GS BUZL8 AD8X0>,28E6C\P+P +-(X_WZX&0?[8$63>W]E<8'Y M/_A=40'4[\0#4H@Z4.EO%P$SPD&^ QFK^MQLOEF>'\1O9^^ V5B.884/,HLQZ?^$I6-M&60,3JXL7\:BUAP^RA(5L+= M61@5AH++SP1$>-^R,5W8'10C9D*Q#T0%] =73%[S"LT3;C; '$#L(-9\%K\ M3,QGUK@.IPPJQ0Q!,H)\,UG]0O_S)FI3%Y=JEIO/ E,-07N,BRXF%T [CR-E MU>O^@+&*[*]:8>CF'Q\(UG T#N#<^!;&0$PQY?(=N_N2[7ZI=> ^*1T3& &B]G-7*I_ MN^QPJ8Y/QI/U@] $,Y#Z,/;:.=]0[!((@'BB#N-&,B(AF, ^PB ^%FVX'I\XL MA/GIHV,!;,M-#+9HF"[G:A=,1HI?YJ&7=][*G41.8,OM,TLT*2!#A_$/XYDG M]YEZG S!)0*Y22.+YBTU GX_(6QL)#)HAYVQW>(:3 8.4 MH/8?A>"BP?N?P7;$="VP] -T121U') Z$$=S3@!Z&ZYAD2!GQDPB&//UD^CD M0=VG$- #F>F#XCT&)/L,]$9H756I"5H]=#$19;$2;3*8T%HD/YMM3QW-M&U]5 M3$H3E';P"K!SO7@6D4DQG64LXF?O6Y"X/G/:\94@-W_Q9\]BOR24HOC$]>TE M+LN&']AK(P&J 70EC1Y-@D4>+HMF +V!H)EJ^R4TA_0!ONH4OW#+DT=&/OBA M2!@10'AD%] M?Q!B1 :(>$0]C&)9?S)&X#/VIS8L#LB=^L2"D)B'$8?A5&)_/PK6*'W/)2!0 M>5%!$*=T'*!F'ZGT>%3*I-4D-F6G4M(WAG04D277G8D?$]+5CP4/ANY1;]^$AL1<4+&;,="9T M%-I-'GA!"TH6Q@LQ'A=Z3)5Y3\2Q_HR#XWZ(=$*C4%UT'_OZY+GA6!F'G@&V MJ*Y(G3?0>K'[(XWSX(MO%4[F6X:/<>;:P;Z DH4.3D&>Q8 6WKJQ1/_1/FC2? M%W4<4PY4Q4D-B;8#H\WG%HF)7/<"(G]FX#(*Q[4AQ M0"/E/ LG+$/C,N>:>LQ.04AQ M-(3$[0%Q.Z>2>>H(CR0BGE#'@T/"]NYBW $H ;+>1&+I^#$.ICLMOO6&1CT(M46"['=^T<%$3N1W@'%HM-L\\\J&U3ON\!*MX-.#_BVEDD'=(KE93>Q9#T@ MA2? R .8 07#"ZTXH,4(!?'O M&Q;;I[>,H@(R8\CB!\4$$11CZSQ.'@$IX+N.0VWNS;OQ:&Q3[)4:8923 $-* MT_JP*[^1($!VG5/A0 6>Y4]CW]$&4KQ_/#.XZ;/EAC[N;OA^B%N,TTRDN7U_ MMBG-0C[XF%;1M;/?V\1.;FZ%#P 4.+.8NS/:[UOJ^\J^ 7^;">>;2U\)N@? MT_N1/">4L,Q;M#V1JI#)NX6VMCIY5>;A"C*70^;A2E6PJT M!L1PJSM8$EM-Q&-! ML%+ <4$]LED917&;;O4U?X.[_7 QOH(R'Q!L1@X9!O"T1!_H3 4',N&3!1#9D MO.7U&R8"?)\;\ [M5[JDO,HS@69;?I,9O-D&W9A,'1YLI@T10X<+@(((2:! M.'A >$@QG52A8\ND(PS SE#GA@&3[RQ3&8W/T(G(T+1\2EA.U1-UQRX0--_J M#+V1:]D8#S8\%Z26X*0Z.5P9P2#QBZS+4('S9VB,GL6_=:(-]#H]3P@$'\4 M)0;SS.\7PG88;- SQ\KUP',SO3;"))Y*W9^1CC<9\#&ZJ)*/<\:8+028TVJ/-7K9+P(!RL*3UB<;SXQW.1ECV;NPKO)[.@0N*'B#QEGXWOA M%0;FAI@A:I5=[#GKABHKG;D3"VQ:SU$2/! <:>"0A>4AAZGLM6=1"NOOA%-)H!2A'C-;A3^ZXJ9B8\+$7Y?1+0L"&J!Y MT?N:L8C/0Y%*8 5(M'.<4BSP- !8171J(H@/QQ"5H$97;K5,%YW6F@*L]Z[M: :^8T0"UJ_-K!Q$WW3+@TMZ5!:)$R?$^".T_%@#C:CWQ'8I :&QJP;??GC9D@;SZ"QXL-).!LBCW-DI8B(MKCO%[&@PL4+ OBQQGA[-B135Z*;.^<$Q\[%\/S@-P^X(LG:<&R MPK')4U#?.\&30X*XGN5M%A9*OFO PET$&<0'N8TOA5E9?)_5GS]555Q\/"),&T 51*?MC[S1*QCS&S:Q(GMANI<7TY=/!@A[M#S0&(X#U1_)FAL2=9STC"A-'J&[@3R15[BFB HT;?)?::M5R*#\>7!L1CI"! MY8.6M2@[]@DZ$]P<$N>EL:'8;.#S^Q>=*IRLX-MXS$&EA&_V.@8(?O??U$; M^F;&UZ)0 Y3*Q&D.:_ I.=9YJ-R@];SVXNS M^*IQZSQC3X:B8&J&1D/+&:!9Q MQ3@%WJ9(\FC,07SGFO,/KH:S)-NG8JOFAWEQAD"%;A=&!0;S(P%(0:YA"BZ) MA*=A ^YG1X2_779D?8[W&+*:27V.JJS/<7;[J+4X\#NKLJU$C5V5;Y=WW9N MN]>=F_GNKF]%P(:$72\D'CK. ^K"DHJ*6>>&-Q7^_3?=I'Z:FQ49V 0;1A"FJ MTNO^^.WJM@@X6Q8KVQ!9K4*>EMSMW5Y>W3<72KPZ:%W80O7SLW1>7 MRL-?KZXVK!XCU+(^,/WOAC"&"58$Y6ZT/T2%SU*.,%K"OXWPE(#_<=T:$P+_ ML[C+_A%G4*Q=#TZ^NF+JK/K;S,SP0)]76 1J[-.+^,-GC%C99'A.6PB[*/ M\]!"V+RI\|?>QW^>Z=ARA>O9J!)D].;HYS+\]&GQ>KU5KC1J2W^]E-6EUU<- MI5;+-;65:JC5UZM-/;-):=]I0VU8B[B"]1>C<=(5:N04L;)48Z8DWEQ'X8Q$ MDKDT^I3&UU>A/"487%(C2C&*\H?FX+"&*/K$^(DG8ARS%$W7,"@%Z_-"!3V ME]O"FY;N/+#{8\#H@ ^:L#564\+*A4<"CDES5!*N;9D*3OSSAL2S%]3;/I]B M9]FQ/F_6XKUADA87W X&-:[\:GG[;'_!@"I<;2OYS/EWY;H>'28'T'A&P3@H+T&%TX*IDNBTC@L_Z !;*F A]N$&I6BFTU5JQ MWFI\^30_TS9W9W=!314&4O_ H-@A?!64:]K@C!(EN:-\$KQ MSJ-C8IG36G')D@:;V3U:.L@LE0?Y9IHU6B4"\16',+ /Z^7$?8G(MDS+,EJA MK15;6F57CGF'A4C8Q8R4YK9'!>R"G*DC@8JW2$H2R[R6U[2ZF=Z*V6J&M@X)OJ,)3 MVYG% N^2M2DPA#3FM1(=&D@#>7L#F0/USB9. ;-50S76YJ:<^H@IQM%O:$+ M8LM(T_B@IG%VA-1@A*2U1/&QSLPHQJ=X+I@WE2'^ ;(R8'!OIN3)9O8MLHU)R6V*J%=ET'8MO[CH9H8>8<)!K?6+P@5-Q3 MT@]_PN+.P>371)1$[BJ E1,- \1#&&^1=:PTU92S.[/(6)R.,]H M9)>,J&/GG>\UNUSX]*N.P1K'^,J83/I,TRZF_:E9E\N6>#HZ?9T'&1'&':>+ M[?:1=1T3>ZJMG;>1Q8E$2(8X58989^1FPA U9 BUL;.#)59D)3>ZSL-*[N^D M&F]BT\C-G!6JPS5@$1&0H^Q0/TX/33@46W(.)E9HQ::ZOV$S'-)*AMO%*8EE5:A71,FK3%;PS4_03MBM;+S?KDT304DGS5R=*WYO)>U5E-E MUII 9J]V=?\7]X_.ZTC2.DF[J\=6TUA2?"NS^-GQ3\%E9,N>+>CY +&F$06J-KL7*23TEF11LD;7KHXY';D@GN<&JG:'7F()K# _%9BLESKP^V M>3!^:\.B7@&.*=8S2Z Z? CA>%J4[5#A^>Z)3"^UZL=G**A%4H(#\'6#:BB5M\TT-MG8ZFT80'5MRX%-.XC9ZK K1')M4Z+4.;X/OQF[%XCH&4"D-H7(.1@H#QF7+CAV<8)] ME1] ((\OBL:,A2GC_19T%&8X49>UB:WN8+Q9J&$|;V+.R%9^5_WR/P^ZH]X#- M4=\UR:YOORUI(\#?P@CLCG@JC[4#-ED/FMFHD9:L3-FO_C['KYJ/OJ_Y- KM M2KFR> 9DX8(R)IZ"G=_I9V7E"EBC67\W8+*9^ITP&+H>T("YF1TR6U'S'0@O MGU\ZX.XZOU:AK5:*P!#X_PW@SN>LD.D+%1(HV!R4FU5QAU"FX.-^F=%/;YMF M;JW?3S4U:F>QIS:/*? <>X#$8[>M!.+(7!GX 1 9KGR-YF+R!9\"%H]/G46* M;U12<^0V[)^YFQHL;?PP^,S@+S#D@>014M6OEX.-;2# MR,E55+/!!*NX;U=L+- FZVP([VXE&N<.V)C8UC_(E#?C>.__2T#,[_R)W9P6D MG?6MQ!9I9X%&:F N"4(=TM>*8DJNLY-SM4Z/\>D]&0:6W16ZTR-[29S"+53%K^WEA=95N9:$TPG+5: TOR%NO:XH[G M/NS+C&:NXLSKQ7JS6:Q6ELQ\SEXK;K.0U"C8WA)M:AP/NJ86U6/A88?I5SDR M:O5ZL?D.,C;S9Y;;T44%1AA3&/"9VI,=K.KSR/M=8U4GD+]-3^NFCAF_M8:L M2'"*M+.N2?J.M%-CM+/|\1NQLL7S;7,_>I3XH3?A5G<1I;/A^D%JLV6=THG? MPZ@G{J1HH'0:YSU;?#MUGMG4L.P;Z/%:*DLQVX#[:48&/F2H)=@>T5\H(DU MS)H+F/LH(T>YIH\JZ8PX?;3$H(\S2^COP*P1T,16QL0R2Y:C&&1L!<26YTFW M+LH^A>D=@/3:Z7* IC3P6I5"NZHUBHW,^OQ(]T D(EI7R#P;(E*1B/2BNGMQ M7['\!"Y?Q16N6E3*/!R%-L:AXPKF[FCLT2%U?.N9*I8#WQ>:>>S?O C<|9&@ MDFWKBQBX[/A@-PG::P;9&]?W;VG0&SR2UR6\@='"18OCD%M6B(B\V*3Y()KU M[2%V)!J,T1ZWV7M$-.=FJ"9DJ4D'EF&=6\63W?QV'^8/GQ9;>@<$WF1>$<\! M>/@),%]R**>U.+#&%-;K;RQ:')L[<])B%9&8H%3HKP8@*@]W->E%=$NX^.%&= MPW$,? EXT53_)70[SG<%YOC76/+\RQ4#=%H6P?I3]6(KL\H80O%WOZ$U^#MJ.M9-9T0JT/P>U4"1;*:W^M7;V_1)WC#85%#J.N;MH:G+1E%D$/3N<'LF;D5PMN? J8M2HRX>I6H5W7:NS2GTZ M+E95P@=4^*_.GWR26';U+U[B)-79]MAEV MX5&;8.KJYQ?+#(8QJ28>C)!8F3U"^C"),%C]B*@QUMJD)R7^Q=DC,UBF.: M MG0PT73/U5M-LT4JSV:QI+:+JC6:M\F\-3P_RAX;>+&'NB9;Z'B4_2V0 "[P@ M]@N9^$B-2;@ 4-[@80T((^ C%%?#;##8&|PXZD!PN!YK2' !O$X]O NF0X29 MBS++T4&[^93WVP+5Z1,& C>2P2@RS9=/I+V,,H2BZ 5OA!?9[?[X[>JVR*7T MJ6UW-?[S2;N_V\NKVX>I2@4\/O9OKR\XC?'EXA#_?KVX?'Y3>-Z5W M=W7?>;R&&Y3.+=[Y_>[^ZJ_PV/4_KI2;WL-#_M;]P7*48.B&,(;I%Q7Z:E#4 MA)AVR5S*,?7B;R/6@/WCNC4FA,5G<9?]PR&A:8$"6[L>G'QUQ=29=I^I*&9- MP!)L,O;I1?SALVGY8YM,+BR'380]']D>6@B;M]N!^#[^! MCNC%D?0NP\(^+5ZO5LO5RO*?*F5UZ?550ZEZN:&G&VKU=3WE2'F;5"LET(68 MU)HPVKOQVM;";4L\1 QRZDDHARI'#!Q(8:'DG8I++9)@L^)Z!5=^6R$X6+)*:=B>G0]2*. M$<_KHI799\H,QCIGD><)Q:%43SZ3)UP(0UUPZC9-15YA0/.MF'@=8L_G1!O M[?T0[SVGH6^>.)(X!8[3RL8=D,?ED>]JU?##A$L'=^G\)_) M1"FJ-*]8P,>4F9IT69^R#-1>IK9&+FYN@8CM'6 M;F],<;?%>5+HZQ@S8E66[M8]P^/'SUFMQ(_;5>&H=HQS$O9_"\XK)B)O*-/T++H^:U<^>Y!DC_KNNG/3ZO M5IJ%=K/8]NQ\#DH68120SM;[7(V3)*8#4Q.VN&P4&[5S[;ESO'P1=_-8^BY;4:?.,&O, MPNF.1<0@&_;L27 (+T)8:V55(?GXF8S[WOT\=9);9SWN3G,-Y1]7M+UONDN: MRPO-[9ODFMC)MMC,K!"\)+G:0[[8VG%6J4]/,V=0W('=HE0!IX[BDU3 MU]G.)%V75)Y3WDE55W[!+%U15W[*1+-.'6G92./[1KK>VKV0O!#9>1E%"LZ: M_A9MU#T2(&XG58LU?=%VD 1XM@1X0/K+LX:-8KV^Z"Y)^CM;^CLD 5;!D%6+ MM8;H!'@.T576!"WJ0ZA\B&*K'XN*0V5BYJ9AU%O7<>2Y9+KAL,@-N$-57S1& M91)3_LED7>@S%9W@B;2B5!DLCV=I+30&NQL M=U.4'.YSB"?>TD"QP9J65?C.K5K*7B*E0$X[>&A-%B/5FOL,48D0'Y#,)9EK MFS#P;MS58@'@REX#<)*])')>)QEV'8*YJA46WMZMR_8^-LWIA;8\ MC)\7PMM3JM:Q:;"V3/<>7.Z=@S?XP_$H3.-/:BK*$[& MR3^2?P3UGXZ@EYI2+TF^RI%>VM4]W*-:;@FAE\XAFW0.KS*O5.8/9)57ND1@*

MQ,(@;3!SD_B:XW%:FH")1/(5!W):D?R'+/D-37*.5W<%)"\)GGM='GM'*S& MZRNHK<5R\9+5)*N=+JL=@]>J43ZJT$A=#] $!>FDJ6R9U3+_CF&P7?+:QG9ZGFL!3Q=;NG>_$ M20Z1]+5Q ;]MZ>K=C".]=8(91Y*H4AN8^Q-:M8H46B=,7VMR*_@K(B:U M'-?V8RYO/NU+3D6I)UXMM-5*45O2EE5DUU3&0X0._.Z!P?1=_86C<=CJH+;D M,,EAVT6Y]\!@]? WX3OOG+VPZJA4U=3'+2_*7Y*\M(_I[H=3FKN[CD41#:^5N MA<@<=@[;%P_H6?I*Z%-3L1P%9F6$-N_.[L0>Z9B7)YPZHAGGXRQF/^5?P*SD M4@9 _UUOK^6.__)1J9F!U9(GNAM..I3KS?@J.N%@1\ "@! *7BS,N7->N4P MLXU$WL*D4\|\7CS_4&L5JK5ILUA;/&PG?4?? $=)S9WJMY'^[?/5>0"?+Z6;& M6%C;KMHL5E6UJ+ <6]Q,D8TG&6NJ['9BOWHOC9#C;S-BJQO65UJH6-5WJ*\E6 M[Q#]<2GUO0!.EA/.2!!@V*:J%ELUK=A5RWO[FY=[EA M9(#8.%(S0:G;4[_4...L!%;^KX;Y;NC'I-#[SJWVLJ(V17Q' "#'P\3B;!% M*;4F9)?Q-*:!Q<6)M KM2GE)DGIF$;C=:$GLD\]2AD@9LCGSSCORNPN1QGLQ MNCW,8[44::@H1=3%,WU2BD@I(J5(ME(D8R&R)L,LXVF\(T.JS!)IG;$,>7^> M4L) ("7,8"9,];Z_)LLMZ)BN%78W9*1N$6_,C8UB\Z!.KS I_3>NY_07^B><[M(MZ3Y? XE3;/P08%4'N')TR-)1A0JA #NQL29\+2"MP 1F>Q'\>D#B8>P"<6 M5R- 5,K EDH.F:J;>: M9HM6FLUF36L156\T:Y5_:\ QT4/#:7VC,7FBI;Y'R<\2&< "+XC)0B8^4F,2 M+@"4-WA8 \((^ C%U3 ;#/8&,XXZ$#BNQ_KC7 ";4P_O@ND08>:B##T4CW]9 MC[U&H? W(8JKN0.FB9 6F^?*)M)=1AE 4W5A*T;WNC]^N;HL\8G]]VUW-_\D5 ME&L"+:';N[V\NGVXNE3@TT/OYOJR\PA?'A[AS_>KV\<'I?<-OO6Z?_MK[^;R MZO[A%^7J[S^N'_^5OZ5^L!PE&+HAC&'Z186^&A1W2GBT?P0J-$CTL%VQJH1$ M^"SN0G\X)#0MT%)KUQ,9 $NG'K5PBO40,QA@"389^_0B_O#9M/RQ3287EL,F MPA[Z/ \MA,T;&F7JYI593#T5Y3].)(1)=A89^67*^56UIKZ4[@ M5RU_9,50C3+(J%0CK;Y>534Y)SDG.:<-YM0J5]2:8'-JE.N5NG!STIOOSVEY MU4]-?:?]YV[MI,*V%VY;$7;BZ.$R0H;E._?% <\;C"33=1X69Z!%UY>+?"S6F# MAA^4X/;J6CAX[LO;=*AUI4/?>207\'D$'](/O4DV1'(" .G 7-';(_:7OO>1 M?4,K0"N20!U#",2;+8*:(RL+NG _JQ M0FE>&+EO66R+LMZ;%GO>- 'U0;)#QE,T-Q-+Z]9X'P#HL[I&!'#\ML$@Z.C(= MG58A^*0^D;'%UCEI41$K0U1*TND:")@IO MI!6?,R:JJ%=E73B^J2*FA2 M70G;5?;0+'J_%7/P(UN8C_FQ;.'&7- /KEGGS+DG7PR4SM)K[&#II5156 JL M62^J2SPK:0M*5LLAJZ7AM 67*G/^TED]W%I],2PGH"68ZS*X:ZF#'U)#E);Z MA!}&&XVIX[.S. I]Q<^KTXQRUJ)H,UZ)"C#)!E(2.Q([$CL2.Q([$CMGCYU4 MOFKS?1,ZT9CPT9VEPF,6_+43Y<"S?6]FDG43%MD]!8O;MP+Z0+UGRZ!WL!;7 MO*>&^^2P4?Y!()"F- LAKA;9:,-1WCLQ*8I2B0F)'8D=D[*02Y M])@47Y'6Q M!/E)95K4[F)9SQG *8B[ZY(ZC8 KU#,N'-V-19X_Z@6<9>+Z+ MWX5TJ#S&#55AX&;L/[=+0- G]LN9W07$XOHC>3D]B1V#EB^JU669-^R^+!*-BH M>1EZ NNG7@J;EQX;EZ?;9:5VVP4VHU:LZC7LJK&EK0ED+FD+30-WHBNF*FS MBJP6;9QFH;V8HR>11TCJD71#9.RD2\!8"&]JEX"Q,Y>WP).I57?/OY!$)%E< M8D=B1TCL!/ "\&H?0K&0@4$\)(CQP<7P&>0?\,+_!AS!7XL5N!'^8#MPQ9@ M? MH16AD_E]B1V)'8D=B1V)'8D=B1V!$?.ZG"Q.K[86)F#L^5N^35+F_ %+ZE M06_P2%Z7>2PJZP4BQ,:WI!?)S3G&3I8Y,MMRLR8.-Y]V&HN6[%0NDTYD=%1B M1V)'8D=B1V)'8D=B1V)'8D=B9R\[VMI"<>$5.]K@G>3Q989,5O4 M^5[4,?4,.B3D@7.DT-Y,;.M[[Y#0:F'"A$91U^O%QNZEV/) ?%)L2[&]G,/V M4>:PU63M&1K2(I*LE7O62A? 76:@FOTM7AE9KQZX,DG^$(J6SY)]4[+-%L?A4 MJDFX5 +90ZW8:+6DB1V)'8D=B1V)'8D=B1V!JE.N5NG!STIOOSVEY MU4]-?:?]YV[MI,*V%VY;$7;BZ.$R0H;E._?% <\;C"33=1X69Z!%UY>+?"S6F# MAA^4X/;J6CAX[LO;=*AUI4/?>207\'D$'](/O4DV1'(" .G 7-';(_:7OO>1 M?4,K0"N20!U#",2;+8*:(RL+NG _JQ M0FE>&+EO66R+LMZ;%GO>- 'U0;)#QE,T-Q-+Z]9X'P#HL[I&!'#\ML$@Z.C(= MG58A^*0^D;'%UCEI41$K0U1*TND:")@IO MI!6?,R:JJ%=E73B^J2*FA2 M70G;5?;0+'J_%7/P(UN8C_FQ;.'&7- /KEGGS+DG7PR4SM)K[&#II5156 JL M62^J2SPK:0M*5LLAJZ7AM 67*G/^TED]W%I],2PGH"68ZS*X:ZF#'U)#E);Z MA!}&&XVIX[.S. I]Q<^KTXQRUJ)H,UZ)"C#)!E(2.Q([$CL2.Q([$CMGCYU4 MOFKS?1,ZT9CPT9VEPF,6_+43Y<"S?6]FDG43%MD]!8O;MP+Z0+UGRZ!WL!;7 MO*>&^^2P4?Y!()"F- LAKA;9:,-1WCLQ*8I2B0F)'8D=D[*02Y M])@47Y'6Q M!/E)95K4[F)9SQG *8B[ZY(ZC8 KU#,N'-V-19X_Z@6<9>+Z+ MWX5TJ#S&#55AX&;L/[=+0- G]LN9W07$XOHC>3D]B1V#EB^JU669-^R^+!*-BH M>1EZ NNG7@J;EQX;EZ?;9:5VVP4VHU:LZC7LJK&EK0ED+FD+30-WHBNF*FS MBJP6;9QFH;V8HR>11TCJD71#9.RD2\!8"&]JEX"Q,Y>WP).I57?/OY!$)%E< M8D=B1TCL!/ "\&H?0K&0@4$\)(CQP<7P&>0?\,+_!AS!7XL5N!'^8#MPQ9@ M? MH16AD_E]B1V)'8D=B1V)'8D=B1V!$?.ZG"Q.K[86)F#L^5N^35+F_ %+ZE M06_P2%Z7>2PJZP4BQ,:WI!?)S3G&3I8Y,MMRLR8.-Y]V&HN6[%0NDTYD=%1B M

*Q]_R^IW7"\OMU0AH7'"*HX.8}BJ:NV'XS{A0_3V/#%*QUV-M5)C%M>B]8-',T$'_2*)''?63\>A(1*\6G5ITD=A>B]!J#4;R7U137_AK1Z>Y'=/+2,6Z<#H;YM8N<:@O\E<$WOL;AFTC@=]@^1:^I3[W3ZSV%F)P@$T6P7})4_/U/4JF1WIAH\ M"U-U*-DWKHKA5_[>#A;?/='"TWF@4_R:P0@?E30O1Y,\2^9R@H@GS?%D9]S_M/9[I86=F:DFN)7GC\+<2SB'*/,JF]G5V"YQ?E6A1K4=R3*#Z+)/8QL3H<{#FQ-M6AO56I)?L20_CR@/&J>#9}J;UA\U+**\!=CW;,29K.^74YWMV!U7]=^\!#U0-ML=96O3Y?L>,:,6'.{DS?"BA9H/\=^WV'>-N%_BS#!"IH-)P,&Z?C5CX<,U1+M@<P_A.NLUEOU:%3F?JM/GB]_A9_KI!0!L./LG17Y'"F4G,0(0N/6*"LG MA(14'"-D:\5N:T.:+-ZX<>.I!|F=K5###$K@CA?T%YLS,#7/V/+B+_LX*=K]4% M&KPL]?8K[%"FG,YX1,0\4X&%N0.E'@BWH/jU,FZ7M8E&%=*G'&M >NY M;KO3-RYGT8W@##N,F(K>V)+K#)!N#3/&WY1?A Q-#,@/|M0KA8Z9QYPH2?T$2/$)OTX!//<.JQ$O"3_*&TR.MP1KGB"[3J, CC$(#,LD M?!"!*,-S&PE#8M7,(- V/H)604 \H!JA-@=2!\J73K27FC?PP1LHJ U1ALAF? 7)3CX'M.X"R0!SDAF%'<8 O--[4';RP3'@.*% MH4'N2.2U]Q{LF!"F;++!-H><'F[KJ8U:-A2%A@!A7.0:S(5 O6C38W96Q#K"Z M!*J@LP&JX,'GG!Y5]BD&;X O6>!5(BLH;&Q_QCH0:H\+@!GBEA$;#(W%6X%[-M7'2,\Q0EV:<1*F68#@<{!<<6O:#GK]X/{\CJQ<$?ABT.XB MY9O5-!P#^^Q, <3Z'K;R"C%-@C2?)7!:IGH_J91Y1!B0I%72/-;42()YM45MLQC_A1*'*N/&?RDWGOQY>G3*OETEGD,2(24?G$';.IN^JG)\^"3B(CHX\0# MV{6BF>R\1UQ*M@5$&\63_6K&5CF7\9G.R#}^2T"$@R&O8'Q9O;V3?^MBC$(M%$6M!:V$;<788[3R*A!X-8XY\.JXQC&O<N$A M0<9+TLV$84IZO#P@%? IA\.7#312+^H (%FV&GM]>+ 7^/(G+WL+7 57B(9M_JD0^,YD\ENAX!D$@U=3A:GR+8Z&T(/!^"FB*9%S8;SY;TRGOWVEE#J+4Y87 M0!?,# @D_X88:].I7F0Q?FX1S#C4VUO>:.G6&GV>WNN4;U MJMF7G5)S,LM>BE#Y.VOQ>/=HW JTRTM=PK4-Y%*[-D'!_LUR&.5[V^]D:-@ MT)+T26=2R'[3S>PWK&+1'C=-1:SPL!0Q> P!7Z^M: M7S^L2'%#@^D>%74<+\A!<=G*Q4%[W#CM]1X=D:@&=M@&3Y"OMVH(-L]]_=?']MOV1RU6_5A(:JO]%8ZG<;I[AAP-9C!UGRBU,W# MG)*"'#1^)?+S9MU>"U^%<5,MC&9GA^59,+QV(";Z=T]'QOSAN-D>YW5_[K:DM(F_~2E(9;+5 7H;BN$J.AP]&G2V,X+5 7+>]AF MWZ/?.)WL]&S3H=L9IE/GC\7]NM+B.S=]]AT7N0Y1%@E[UH(2<XV]Y5.< (]65RX3.X*KORX7:>RI'QVFN-#B6(/*141RT(MAYPJB-T?"AXHJ^]'"W?L%67HNUR#U36@/_I6B=<>.T,VA.)}/F M<++!G.)C#++'VI2QM>ZU*T39U\AUB(UFU3(5H. M1Z@N1*NU]>/%*QOF6SQB(5HE?+U!MX/X>H/=ZVI>7)W:LXON.\R1 MM$FC(68.K(Z!'B\&^IB<;948J-MMG$Z:@J&PV1F4X:%433_L@0>>*3WW7-Q]MQ.9XCY0Y4GE_MLA*$_FM{JMNCYI\]I5./UXQK_+]_>SR*%C{B6*RI',X-< 9)OZ!F\:BLQ@M!2T=< M)P7/;2AX;H+:,RS$G)B;MF_MOX PT;7@4_GHD('}UL*PESE"DT=UA-9V8=?/P!Q/@%MTM>O[83+AX@,WLWW MUA%M'K3EQRVPV/.61U@6.LION0@#];EXKK<#SZ5G-AWB*8SQ!/IYS;H#TQT\ MUTT(MC@/-%#$=0Q+G?!7GKUX16@3J6>]N&6PJT465V,2KHH0TSXYZ5G%V,_/;=_]<D0/B MD1[.5E1!(DB="\B8>)Y/U;"CKQ!VM%L(ML$G>M('NM(%6D#$DMR#.P3/QRZD>_1:9L58C63X2C$RW_5B7YSPBZ\(%5RBB M#MQ+< 3\[PO3E?YH/)UNJTOU7+C;H^SI9-Q%L)F#+XBI:],JFK7':3,K/E(NM;GOW2)9I626M$#[2]4]%::M@:^D*;/?FNT>5LB.T]$<(M'1,:9_QJ[[& M:OIJHK)G31.)^->><]#)"_LQHI_MS(MP'\X*5PJ}C>ZUA-42]K 4_*,(6/IQHJ_'MEJ\IR%>WV>T,:_FJY6M?:PJ/(F##7EMR2%+V&NX/F&(:B-"=':S; M-6!5,T*^=V_2S0!Z(++OG2]0]I9)>E(*JV%B=B@;;6>G.=$]R _3EG(_^,NES MKR#;R6"4T?AI5BM59FI1E=<{P4$NHV9OT&N.!_FQ-GM*F3V_W:_%:G>\@O;S MR=5X74)HG\O=EV"-.QBFCIN]3J?9G^3O,VK!J@6K,/)I8KE.EP7:XVKW)E8] MME?=2:_9+9@E68M5+5;%\=Z3<^JZ],\^%{PG18!IGUZG.1ETF^."^_>#%ZQ7 M=:NJ]8EON%]]G#X9[1A[<%:6%^$*2GNPMGR<[#[//G&+E[U\H*4=:7/8BGUM M K(,B"D+PU22S,NB7L3)QKP*W)!/W/-"I)K.+P.'<;8*BOOWEAS>KAG@ MX>NLE4^M?!Y5^.23"WL0^G5YPT=8QQHM.$'U'EW6+XZ]5,KF%K!/)^"V;=< M3S:4U.UY(66*;M(A[V92]Y=:O=3JY?G4R_[URX9ZPGVOI%3!],A_V2(U?#P* M9@MTW =B0IZYH4WY(/M67(M9Y-NA+8*/OV9.9 GKD^\MSQ.4Q#R$9!XNX-11TCB,EC+$SX]U0(%Q$\,I'.]G49U1JS^N;>^LFA'G^J,D)^KWM].!@2--IF, MFL/!H\}[>(:H^=$]]E\+TZXO+G@>IAT"T_:,G=ZX.>GE^[D.D&E?0Q'\M^L?M03VT;T#Y+QQX[37]<'S3'ZVP?!>;_! MT][ZJ*+=DCY08E+]'BTC] <9GL>XSBD,GBKX'O!D_-=P4@2#'+#=OM>@3\ MT^OG?XYHXH]3&LG>D-LC(\.!T];'<:I\/NN#GNY>LP:U?ZA?#=Z #YKGMH?/<. M'.D8+/E< TN.T0AY8*/QQ@P4F#+\3NNVP+_F:@E>KC_T,%D;Y8_U#LT?ZAV MP??.:SBY. ^-:%7Z^OQ_8 90QO M0B?-_KC7[+=WOE3:(P<<@===?,_H#>[.?A]/Q^G3<' V[S79_YUSB,W/Z%C6N M_\B,1>>21R2&;5ES,>F;\VZ_:_4G8VLBVN/Q>-"=F)W^:#QH_P\A"K^PN?>] MECKI7<5BF>5Q8M$,HR?;Q:T5;+B[OLSZT-B:MGOC.!f_GE4CY+85SX=58ZZWW3OC06E$:**B^V+8(*@$DW;-8 8P@T$8S2(M6^%X*_R88=[X-,)OM T'(&%?/IO}.?PC9V E M8X?W:&F,W[<-->7,IOIK6L,Y#HODXG4+/P+LZQ@K\UXN5?UD1"O@:2R6-V<+ M&QY"3_#F\4O@&$00>]X(>'V^=V\ZL.C4%(8C*&(!9#/#K_+ MFUAY?OBVB)S9%T@>L>"2)\&?>R37%L;/J-Q#F?QRJ9^WWA+[&&\!^_.#(WW-JQ^ML &#Q,. M)8@D<\,YITI_QM[3)D/Y>._F*.07O+@K+O[)&Y7(I^#-IW&X[0S#MOPL_MZ2"X$2=37Y@_3\PY+/:=Z=R9]P&ZHOH>88,9FFX@AR2D;++LIV?]_FC[YV. MH,'SB3W>$:OCIV YYL&LQ5CXZ K^VQ:>.]A0:EX"Z4 7BMT \[3HD,O]I@<T>MTE.Z"Y6]GR*WL<3_7.COMX-UB2Y<@WI^P%9VP,#KG74SQ\2A01R2. ^9=$-FA M<0=]$[0X-L=@'L]D+7^]BAE>, +&*C';J1C@A]\$?KNF5 %!&"@QW"UR(_M)/>'S(T9@.R[R9_A"5?"=8-[Y]9T;=-XTZ O@#Y_U) MNSOJ#M["\'8R5NX(^WMN>8W)D!;]H6,_ZV MTWXS?4L[Z;;?F&^5(4@R"<;'7[.%"5Q@G/$B.Y->7QH?_4\-?LJW"-2ETYZ"M+04CLHR<&_8(%F!N20:,B0M%BV6KN#3!;9O>I\@+!\@34Q6P%FTO7]2+XC3+L M:>\'Q88GZ7_=0,&UIZQT+YIO/]\ M!AM!NBE32#2TP&S2X0+!QL:],'T.K CIS 5LR',#@Q-[Y8^S\;V <7J=<5@#I\Z1<,$G/#<&24PEUD!KS3"Y=@=^;R#V#ZZF[<^0\Z)0]F:#U

*M$$O&Z1C&"P^)I2,C;QO:E]K%)FE/A*1QDPDD1')F*&/<4@V2IC"D-WXW>D3 M8[5RN&J#0!/OB)!%)[$X5;^\A[T1I==/O8"F3S>]+^HUU("P35)5DWP+O9"_ MSI5CK;M8:W?;Y"?<*ZY%?)M4.*:H)G)M#'\YG2-CW M.[52]*;76)+5LWTSY&H^/P?OQ-3/1ECX79C\"H&;36ES'"' 0E\R;T2&?YU9 MKS:4>-HY8CEZK"(J?Z=C-*
*3D]4K&.]*PBA,XG[^Y93Y+]QBX0]Y=IXCW3Y/5) MDZ>\5+.V3*ME\4GB9>;/?VU$A\5]N^+Z[8IO*[[=.,X]:9^4C6\W MMIUD.< NV4[?"17F^@EVTM2DY]K3C=7W/T&"R\?,CS$?-J++#2ZKA:D&9=3 M KEK/$R[GY9O/BR_D6#NHR(A7<$D!EH)~O\+K_"?<_D[U#K-\L2M>BUC8 MD3.26P;9YT&N]> M>V&>R<[8^'27_<VZ+-[H& [7G4/)'>'5CGG2[3[./5,"Y^&>+T[/ M,+4?&:NH%N?%M;QE=DZ:ZVOY9U8M^.Z#)_G3%EY2>;8CR=FNU^5+BWN+9QUOA%.GA<04M^A/.F\ M,[%Q? 16QV//0TZL\XN53:FE>?!MOUD]V-511:L7^522&#\>)+94H MR"++Y@2[>*58LDE; M!]OEC"]89M.<.UN_4$'T7A].=OOXT3"M[J:99[L0..XX=]\)YUS*;G4[%N17G M[ASG=NO-LO'MIMJSRH)X/46IU45^Y9T<=I; MRIUY&TD:U++J4,IX=TO7&E7%9TE7IM5\I*56+7 O#ZC0V*\&K;.&U27NQHJW@ M&S.2N_5'.GLK4^S%SR_5PI1S8;KU1V865G;R6C[DQFS$?_W^U\EEBSIRK0]MCW%9E^:PV=Z@`G@RD=55K5W=]"=*8W^V'<_W$@^> MB#H[).",6.)U,PBAY@J[>X=-^9U/ EA7]5TJ5IM*LS35F7IE6E5[X8<1G(?1'8P%, .?:Z3&6?<4L>TY"]MPO*I9&*?9>)1?<_JH:B$8I^%8M/V:Q6XU0(TQ-//3#A/*=]QE,"X*[.D-_M)] 3M6$S["A"B L*:4533AJ4Y-O(M'M?
*FDG3K"ST[,= LGNW#M,/A,!8)K@&,_]-S,+MM\@;H]NZ\1?AV]D>[GD.L ME8K&QOW(_GW8(.(8 ,+IDD*2GP2"0=N1,O$L!W8YO(YV^75P8,(1W"YVF$ M4)*P!% 8AVQ+VT'CI$@>_=]1!88SL6_%T0#8X\>1 M/83!GMK^O?T0HZ&JSQ$F.$?3%>20A%R^0Z'+S9_7@90.-)6.06I"\])KH+A MV*49BP\;Q? #7@[]XKCL4O98],+0:;JO7=7NBWNUVVXV>;;4ZW7;]GQU0H820 M"D)Y!B\UHK_=FQ_F+?(NVE^+>[QO^D!5IX#Q>HY&44CQ-)VG>T:(5:MGHV$ M-HYP" <"^ NFDYT>AD)N'HNV2QA5ZL"O(V&[#IY%]N.HL$X7!S)-,RF3+IG, M%'?6;\V2<*<^$@__!WN7B.&L8TYL]6F21R+ MET>>0ZG=> &\YE[X/O[$6[W@#BZ@\]/]NW $?
O!N6>T&EXZ73OL;47PZG MO=1AY;-"6&ZC0S?=)Q^MR/0E#=/;&+RR0LPNUQ]^3<[M/18BL^+;DJS@ MV^1;RVPT2M>CX"V \ZA,=[*4'M?
S^9EJ,)X@Q.7CY\=8$!O180>*:O9J03?? M6*OE+/%R/F:_>?$%?0LG]&\]Y_2[76B_),MVD$[.(J,9N= MQVZ..[8%[N#J-%IFU5!MI=T=0Y[9MWJ5NA'+TCBQ9EK+V9X["?^B]4RZQNC MVE;H/*^U.AVSTZZ WTNZ.H=-\^2DZL+S<@[,\'F.E96K9(X%V3.[C4T[7U?. MKQ*O;*MAMC?NK%NM:(E7]-!JF"?=YL8'B93-M'T%5:WFO"-4EMGN5*NY'ZMI-M:E)6*5K/!
<^[(IZO2ILL981 M?&)57O%R+HUE6MT*=[:DBW/8:6Q^SJA.$ZL)^U4DA@\GBBV5*U2@@V\3=!". M68UZ.V=0!RN!J 3BA4^J=;/9VZ C4240E4#LLT# 8=_J/JTVH|*F70_CXT]A M#(3OB3M!:!W36/>@H187$Y!29ESX/YL3_H%;681P7FL<;47PI,@XUR!D(MLUW^[>P/ M^.*%*J/W^2+RVV>/IGFR<7/ 78@<5YR[!YS;,$_J10,TJ#BWXMPUHJ^/+O,H M?
6['+MD[5IW<(OSKS?G83;J'(VR+L[A2;U*T'B9!(WP MS(X6Y]GM9^E.\[%(B"4P5O=\:3J=JARWI$MSV+(Z5;GG2R#\!BXR) M;R?#,!J_,2O9,EN]3=5
98R]TN*TV]72E'1I>JU'EA%6MO):7N3&,-1\S_?\ M1N>1N*Z5.?,BKJ1F=8PIZ=(R-[?=ML]NJ8I$E79RNV6Q5>WY)%^>P8,9ZO5W=_M]G="9W^V'<_W$D\VEP\)O25.)Y,P2IZ@K7?
WO&^9S8W/9Y4SYK6T=?V1N=;5 MTKRXE7/RR+Y^>)?&3[82V)G"M-V8^JQI5]++D2J/I5$M3TJ6QVH\$Q"Z)\5QJ M.:Q:4J7G66-FH0*O.1M@I<\ICE5A>A3"
<4^"\6C>H)50E$)Q3X+Q::MV"J$ MJP54IB>>>F##>4Z:!C/@%H1Y=8;03$ G:LEFV%&$6!<4UY)-R=?%@"H/C-?* M*2'T5B3L6+B(FO6+56L8, S?"X-U ;.
<<(S07ZY"_5IZ>9,1OM1+C7L[-EP8 M!=R+T%[_3NTH$9'_8.#7L8AC&FLXI";8^\Z^LL)C_2P(Q#GSG. :A*6C:.2 M9CAD@S0&PL3P-3P]{-
!R^MS)B0/3M6\C:0:21+5QF2=I6@\MV)V'LX:VGD?) MP#BB@Z)Q:3=*F:SGM]@#D_T67S+$I9QB6V@M<52C4R2/_N\H4J.9V+?B:_"+ M^./'(L)@3VW_WGZ(45WH!E-5L-
M],IN3]2[W6Z[T;.M5J?;KO^S M X=<@JL#J3J#%P)KQ7\[MC_,6^22*+P-M?K"9 4)%[@!L-!VY&W5\.$S78'W M:O774.#J!.3)Y&'^(R@M:4]_Z6K;2.D'/.G@S(L6>5*_6Z+*1"
[7T;V6.: MZ2^-6GO>(V"Q$)VG\\VP="_MA<-A+!)<,1ASMAL"/>9-YK7&#+N_-8_F#'EE&OJ7NM-+54IUT7Q3SOGGV5+-8F$ P_!8X9A M.V!2Y0D+OUU>&3"<= B?
IQ&"PX*T7(WP1LO(;DHBD"^X#K0,__++8DMNA_6MQ MU^A-=[#R'$M6SVEJ6VO6.B78UG2A(VX-AZ 4X"^82J96AD+$)NY?K;7V+Y.W
MNWJMF5U>2DGV<,IQ"DK1R18IWWM+Q7H;"M@ZC:S*-+VER[&#59$K%5EO=18LZ MIEX2'=1/=8R'1WT1@[EO1P$|$*UFM%7L>&32OX;X=^K=V3[.*:Q+\/+(1#.+=Q4$X9
MFZ\POGA_\'/I M&;G -#%.2,+PS[WD+4@C:[';$TFBS7P.D%(02B!HZ/V!*9-DG)/)+!B9D,5+ M\&8OCE/;Z^@! 7F_T4\"DY 6J2L&^Q0?B^!TAW+AFW'AT(PF;(R9\GH#K MU.
64AHF&-D>*B0;'9*WD;C%U@4PA%^.==TW"V/'^4_-WL0KV,!;-Q-B[<*X@Q4IHY$2\C^#@!3=E M/G'C$$=|<&D_<'.,*W[Z-_GT@WS/*#>B,4@E:%Q8'+8AZ1[]
(AGO&J)9&@F2U.RQVE6P@O8$ MN."GA_X3V&%_.70T'4Q*N57+14-.^J8.-V)0+<./+UFK+0Z<]TG'2<)W5QJ M-

M5!&:V@+R>C)V<:(!CSFD++7);#68>^M0(;DOQJ8?WME-[/[>YPONG%:8-X+_M\\-+:(K#HEV6("0C-,@\1.,U2"]MUH(E(5N',7=A6<7ZZONQ?A.5-R/ I7"_ M)J*#Q2S]ZW V(9W.ZZ2T.!U1##8GGL&"&'H4*BVU&"K M"KDWF],,$:=IR4P23RI9(&53Z_1:0\@I SED%EVT(MG4F!'WP!E2U-,K-5J9 MI"j?I&=<<:)CD4"5OE4=@PH1"_ /==*!V\%AL=+? 3=@/(495;_T5S7629@L M-,W8"UUW2IK^1Y@KPD+0 /L%7TS0[PM>S^?P-+MZ6#^\+R"JKM*5T MO8BH025#*;Q,'D*1)GO+O BM!\.:$(*XI7"U"@;,H*>7G')R*#$1047NF4)76R? 5=6-.+ M+G,>5QV$R3N:UU]-]*G\2),1H4KK74A5M18:@%0@+>90R31G;)<*-+=)YX.Y(A94M;'-#1>[!*Z8"*9\S70]#;3=GK(7) (9:1&]N]1YWVW5EY@,D(SPTV$$"2) M[0B8SPS!ZZC06A$$\X_35[D&39Y@>:,%--'0%.V\X:7>\ L@FJ-&$S.P)4\S MN?EH> 'I1%)8N'>A^>+]31A#RI@:$V%,I?<1"XU4#,90U 5,DRQ*443FC>%@ MDQ">HTO*MHZ-[VS9:!+5F6B%\CI#KFL]*BA61Y8&(9,+(G#$TCKKW\SK/4'4 MLY:U[^DZV437?;#W4K^7(E8+AYT] ,SH82@10&1BO89F5*Q=;?!][2#I)7E M-]3X->/_]?EU[;RFUZVW'QY\IH)^_I[_YJI41> M=6)1F:-PZN#7+;>6OU!_X6YN,T M\@)#2)R!*=E08!@,A*P*9%Y2X2%P:5IWRJP)<4A>KE_:79\1^[1E^QSP(DD=_ME> MV=Q#M!S)^4=-,F2F;!8^N-*#= -&BR1U),:?AY@2IQ_M^_Z-7#FN9Q'LIG\2COG;ONEG"^C?E^,K/1&!ZJ(QMQ1M"TL!>[%@2N_M\G**NRGG:KX4L#'<(0VO[;AT2]? ^H]BPV5#Z;YR2_!/"NYN/QM/Q?%&U<8+G MD F4D*%P"SG51HC()7CI"^A($;!F5DALO<'C 4A#BD/;DJ>E+9H1Y(I#&'DT M@D1T8$3DH'1*0/)&H/1>1*.X]+EU\\$5 ,T\QR69E+*27%8 DSS))$*&X&(F MQYF<*EIRC[WYCKLD&U#(L9;-[RP1;JCO=C2FI.(JEHM1),-/FI4$FF5!<&IS MCU "M(@L\U"2P=9UHCO!#&EN:T>"-KIO'SU>$@^39 X++>5Q#>;_2F1!-9 3M%A]E1F4PFL>> S:)($]P>HPOR99U>T07TN+/\>)PWB^H"=TW^*/;,FJ.>;:.MZ1C(=62?)1B3ZACT'KRS'#R/,?C HFU^),\&,3H+ TSC!Y3[PEWGW;::\6!>RM.:VF\[;$6M\CWS;OD?BT4WCL>+LQK:NW#61B.B9($R.(?.@J1 M%"6+$A*-'YT"+;Y1!'%7!(06Q?I\TN8WH?%%^+PF76S<,$#S ==V=;?M<2 M*F@9.=:1'D!MI6>,!GDB]2L=>.$UX6A=LNQ9I"&U^CPV\9^"%?W4N%98] B9 M"TLHP>IZ+($*M4A;.%!(SHNU],>VSA:W6L#:..@Q*M=.O! A<:E#JA:\&)^,,T[SUZ[0;X,;\AS!E;688+), MD@H3P==M,IKS@%'YT/YPW]71#2I+?$P.)63)^[V=L]^/O+UV_[*%^Y=NW M/U8WRQWR-&I7 MZ1Z"C171#EI(HGW2Y M6$ C@PI).A9:!Z6KHQM4P>"[I^>VYT]&SS,1WY;+8K^=;J7@46&8*0%TD+4B M?47C:I]ZO1N((O-4(_/0NF>V!S&&M ?]..R+|4Q]F'29N'X+RS#N07DA0=7$[MAN I&<7,.4]UD^E)NY-JB]SA)CG=ELNI?^CI PRZVMY5G/Z MX0($*PTDQR11AOY2[<]O> #4D(+]G!aTRQ\'#0W5KBH73I("66TC MGH^2%\RGI*"(9;6(8$4K!#AI)2I2A O-+V6X!_0*F^/0IM6]FEYC<E CD%8V[K)X6XT0PJ)GW2.6=LTS2>7E[/N M/7XZ[BCFF%^;]!1:DZ4U('B]*2FF!!&]!4VQMO6&,C_?^N2IAU&M&5S^4!-- M(UOUX* JCZ_.? SHK97,I(&3=QB!X!*^X((_)DTI\H,O27R'CAKGE?V0[%F M<6\1,U1>.F3<92W^+HS7]1=4ED4\5WC%;2BN;LV;3>N/FP^3]WR+V=7&0 M!OC!E;.%I7^PQ>@4,5#L4#LY7- #@4LG 2^32F5 CT9Z&THH0U\P9GF1X;4NS MNX97'U;L)2#\/2S.\2Q/$3_]>L="F$QHDK@;_D@8&6/@&;2NLU!2@F8AAI0' MF51H&N*Y>?-O$^!#6AAX+%8^NL&;1Q-?!]2=-^,- ,)&;RB8!*X90I91).>0E MA4HY25&T9ZWKI*NC6S.Y^3$GPS:VZSOTN&TIEJFD!3&<\-4VW.P)GV81@J=X M23.),O30!K?12OR&[,XO\%.':1S.&Y9WCVJGYO\M7XZ$5=I5<7-.GDB)#T1 -M8*RS#GI3!*6G???KWH/I.RA(;LNC6_MO6YTIW5GU*76X1',)"F47X_G90:($ MDAS-T?CX:'XVOYPUG!4O32Y6 @M1@ I>0\5% >,;I,-RL7DAQ9LA_1YJF*V9 M}@@V;;M7H9[@17]YNL-88"'O%!Q$7\OS(2,-AQ# >&4M8X5%[.5NVMO ?_N MOY?Y.FO+-"/*S17;\WN37IQWR=YZ?])()OR>#1P7>URX7B0A1*P9<4(!27*# M!'6]IJTH8%@*/UG M!2%K%UAB1D6]VM'5MW__D"YDZ)D1K;3*F0QQ=9^:F5P0[K%XSU-VN_JH:T& MM)>%(W]!JO6!;ILA7855[L=BU2.8M%W*/UE^!O/!8>CP-T*;Z[9@\K5+A5ZX M75>KQ:G4V%Y1E,>3'(5H#\5;XZ1%HU3KYI+5D*U"+_]CT:L'DS4+G&M^N/2L M%RB\+]Y)D\$)[T%YX\ IC)1%.9XBMJNIUQW1\77OWRENB'[,8S?1,%-S7RE M#'!VZM6$/CH[.^QRM^MJB_-R0<#D)%E*%"G>E\QJ[V5R8 M3.3"3:89;AT. MK/SDE0CRU,O6?3"D'JNTK?,M_=71Y3A=Q7)'DUF'TGT4+CTS@:PL=[2:%2A M? #X0LQ/7VEGNK&E=3+X'SDH,>N(5YEY]?0VLT^YPXS">U@#]J,2N8K\M5Y8> MOZT[%D_07$X0621$S >(O @HQA7TT3B76C=,KX9L)1+]:!7C'HS6]V$%!U6# MW>FL'(P_3L=EG.K*]EGD3GIY-YN,$VGE(!UB/I(@K-RRA><=[&U6[H?T9#\43.>W-*W,IHH+;O:CH^JKC%?[KBC?T_P MEM:[NQM;?=W6:3.#@O)\[W\ (F;RDSLD)-/CK0\A:85]4)UOO,'O22S=M]> [MNF]+9EZ>;PX[O#W\7I\=]Q4EP'>$_2+/NTM_,)V#VSD.1M*W-UZFE@5V]97VZ[XG/_!T+T< MG^ HB5@R)@G6Q1}UGNT.'C3D#: (@C125V,0_++O7#LQFVY?1JQW2W* M:Z#\0-3!$<[.<188.*Q)+.H$SD@.27GOR'V0&*WCV[5!#BG"!S9UC?CX[+M M/1Z%,7F2[FUY.9Z3\2KH40BJ6!\]1*%CO>\1P7OEH3!*M'707C7?3K0YVB&= MRS$<_FUOV$>?]G,+ KNO,[2W(C#/":6LU[KYA!2O%@0>H^9"XX=!O*W,^C/9R=MR-1!&ZI%! >FLH_"P, C('6G$?!0K!0^N.D'4Q#JFU?G!, M6N)(CTZU-_AE\>$S3D[PJ67E<3@?62;0\:+!6"=I8*"""&-&3_?!<-U-D?:) M*'<=ZY"Z]@=%O:V;.NBBWNC:R4V/4-:C1PZAL'==\L+-5P &4=K[8YK/]XO7;9B)/K[{5%^-D">#,FM()CE03G!P M]2I[(2K#<@9\5$3C[N ?!=%OG78MM8LV<2<[>\COK8E+SB:KI6DK%N*F@I) M!DYG!AE5D=EI3*'UGI,M=DX.KFJW#7M:F*1O%WJ^@^KB1N5POBW\[,[.Q:6- M55LLA:W]C$9.7]ZUEKFG\-UK4-:G.F5(\$4$T*E>;,Y= MT2&U7Q1_&%B;/0HWGG1N@I$56CK! <%F6IM%E X2B%?@D*(*EB5+XUL'__8B& MY.':,^?V0I-K-F4]1-+.^Z6:&YFK05)B=1Y#6,'>\7PQ_HF\^D%,A5<*X$PR"E94,RRNO*DZ8>-1AO#4;?>W+*KB&MWO3O M8II;JMW%5!2ZSDZ1PN5E]]LM_B^DG%R1"8RE>4XEEL$5A?2O66\WO%F6]#;]^ &[H^7) M[I1*.(=H(6!VH(JA";X>GIV++RJC=*DU7X&\]/RM2[N7ONMB]LF,JV"M!LS< MUOY[!U%+ 4RKPGB1&$OS%:Z,,(.4M&YL\1NEURW5W6[Y\Q*0>C#$.187-6.N MU"L,'?UPY'B69[\G+CD3QBA6FBJBW(ID2%EJ+],?4.E/-N]OMK!XW]?U/??W MM2!XA0V*VT2, &NB))=-R6+0)8+-:%54(?OF)Y*TG/V7=P--YXON>'F0Q_F^ MW_,%'\4]1TXDMPSKQ;J90O!$T)O4C8!2#QYKW<1U'Y[A^H,U.'J1FAF@(9G M#IX=JGI^'-VYDZ(0^- *$1:4*/%H$8>H2/:3C;+E?WTWV[8>SBZ#*$L6EC++! T:LPP6BPG- MJPSW(QK4R>S-Z-'0"OV?:H!/G^._C6FP]V6YS_AW?U.SPD\^4;R],,Y[O'B\-95VT[$H')P#@#G5,]6\O4@VBS!)VBE M3$,+K>AKSM^O/V*8XZ]_^7]02P,$% @ PS (6=CLS+_O.@ ZXL"!4 M !O8V=N+3(P,C0P-C,P7V1E9BYX,6SM?5EW6SF2YGO_BIR/"GT?CS"\&8?+'X]H^77_]JZ?N_ MR?FWN?? ^Q?S3JZ].^O=]D1[+7_SG+V_IB]X%J_G$S#,%V_@%Z?!U?_"\"8: M_>+B0_KJ!/_GR?S?OQVE,)TK:.T0?ECYC?HW6'P-ZJ^_"Y#\3[]/\H__\6_M_'.AN3!.X]$ /V#YX?+'7S^\64,:'TY? Y/[9B\OOO B# 2&>/V%54(?OF)Y*TA

*{9LK69+COO=\#)W:6=P<>[NUE[.6(7/KQM%^+#>8_5EN?3*C^_MJ!=*+L%E#SQ(LIJ'T'E -+*Q,E@RZ5Y,&U3;,_"-YTJI.&9X N.S[Y^'9Q? MT7MA.?T]1$1">#6:X*3GA(Z.R M!:R*V,0*'W_,L5-Q: MGLNJMAU,\M/9=#(-P]P??NXQ:;E6-H(V=0D*+D*L*Y(1R!@Y-33XUDT^'D;T M+'C1@?""7]>&ZJ0CYQ_RZ]^EDAYJ0NX]H4Q7R(+!&=2$O!V$R.2V7KSH=?^A_M_G*C*DC&DEF4!7A"1\NVTQ#XO.>/QQ3I$U9:=T'Z&-'.%^#>]_2+-*"@E4E9 M\N!\Q2C%TF1O[./L>ZU9J.A_I61%"0]0H@0E&(^-66=TZ;+D2S*$2\fV4O0F'MA9Z!VFS>X%=9H,V M@=91@OT!6(?]L#=2X":TV$'Z>R9(UD4E1W:Q3O5Z7B\&">\+|"*TX#%(M'O9 M:0Z89=_+[81>NM\QNG7EZ.%-;?(Z6;%H@H*M(SD)3E:%9US!7+4.F&0+KO- M&DTM/WO_'D4SN8_:";V#-.;]P[SIWR2I Y<^ Q9-8U4A0[".0U329JE3\;QU MO^AUF(Z$#!V:E{15P+X(\OIW,J/Z$YPGUJX^G%Q^.N&]Z((12AO(.1B@Z4T2 M49RFB5*9;\LB=WO9#M8!??Y4;JJJE9M(ZP#&Q3'70){0R]%9[:-4LRS#ZZLC MYI_'NY]?MES:(>K1Y+UM0B7M1="]fT;-HB\!.ZF\^CSW3W\ZO_[*(K_Z6QCG M:Y8'*T7F/$"0H;;:CKHVU?/ #/>.&,BM;>U>[HYZY\KC2]5=*FIZ",MD%9@+ MJ$/+0LZG22!+C\)2#53XV;TV$'>R=*2%M7M7&BIX\F&1K" @<0/N<+6I4+++>^%&-?8_L^)\;QD69E<_\#[3S M/^J4[P_7_3YN^15AV;B=H6!5\&1"U0W.LW(/K1OL#S<-O#00+Y/ MVA^4#LL<]X?I__CAXZ]AF-]__/4D3?O?:$YWV/-QY;OVT^=QLZ$>3[5\X2BM M$1PP)@T*@ZJ&,P+33FKKBM38NN[B.57+2YZT2T."T<;3/:8MA,0=T*JT$HQY MU;QAU?=8+,|-2[NKEM]&V<=2+7_G[+L/(3GTH+..Y"M; S&3A10T#R$G64KS M<,LSJ[+:B@,/5UEMH8NG4J6RR9C^J+++:KLIJ&YKLIR YEY12JY5ZT[6#P(Z B=]]@ D4L-DN?$9-!NP^/D?]3L-6!0"R4=8N-\=#CV MZ@SGAJ%@\/-H7/]1+P43O8$#F%$)5$P&@A !>.8RYB2"X\UO/]CK"(^2O71F[MU;=+H ZGVCV;JN),2$^ $5)(O#FCSH#TE(^G$U<)T$YQ 79P,1W,>:-O!/:%) ML@>6[G]"/8)B3VKKN9,)Y,4GR>J5X5B;3FL;P7'A0-"&[9A-G@6_$/>/]/&S MGDD[$.P0+9(>/<[;)T]ZV*HGZT0$SE4!Q7@_7T(9\A4]:[H6)[.1+H]MC\F MTD$FT@X$.Z:BA;7C)"T4[-\#3*?=.:9,Y1);&[.,VR BD@\K&/FP5D6(#"U@\ES*$+AC_LG,IP?] MI:/4PMJ3V3*28<(VBM&DX=EB%D8,%H+G7(0/!]-*5DCIY@Q96Y*LK4#2<.@D>)FXY24HT;Q3^C&,_^PG-O6,@_Q%. MY*V8^Z1F[[:E3M&C3BXP(.S'@#"V"D*.&;+V@GN53$E'4S'7>O!_S./CG,== M(%G\$;6M6XL*)XCQG#T9R^;CWX/R;S<4[F+CG\ M%"-XLS%.UDNAV*)"T:)RTK5)6W$0HD4(.B&7RFCACN;6P:8C_V,;'^/E_?N'5%X#NCZ8$OA\&@_-7_<&LWDKU$=-L3 AP\OKW-)AES'4!J.*9 M3>?2&97783SL#S]?/7R'8L)#P&Q3AWAP 3'DEM}]O0SM=@G8=]DPI MEL*J!&]+!,4EAU"[>W/%,$G!E,JM,]6ML+7-^Y=^4=3X{C;P\ZO_\!\SH6 M+M G8RS(%,@JJ#>W1&<]!]4<-:4*%JW7^AP.(>OO]P_2>\681X)6;JX4?%> M9#>J&3;\UU%YVCIL!RJU/!8R;$32'35Y",9A<49)0?/3(OG&+-%/7FO(4:"T M-D2F6^?]#\.T=<613Y5HVRBPB[5;]71#{CWFUU=-=$W(G(7=0<-.Pf[26-B"<>!! 43>"-MFK<+B<9GYH-DX"}/H(TBL\&=M2++K2F3\)K&L^&TYP/&$HH"EHV@0>@((69B-RN'!*>R.9"JA4<4@.%-.-$\4+N,(L9!29"=@G0S@NY/9GA,D1R_ UY_0XE\M:7L}^/9%^YED;ZOKNH-!#OH;,@ MJ8+4MR3SSQ?WY(7)Y1W'F VC10Z",*[>-L\@6&U 1\&+%D4JKS=AR)J;99?? M?*@<0PM5CIJ)M/&5S[?1U%Y%EQ;>)I@:.7L"^"L:^;V/?53\K5;VCE>.V< M9K(>4HJ^GCH+'H)Q I)RN0C-R({9: $UJ, MY*5PZ>YVWEBE[+7O>O+*,BO-+M)8LSC!?\W(RGO]C?ZX[H*J+-FH(_*+F$*) M&JG1EK!Y:Y0K6$QJ'L"Z'\HSL-I:"KN+JJ-E6(N.RAL ZZIK]BI0ASF/T41U MZ^FP@]SWLSA< E11*Q5X IE25J,_ P4Y1QWJ EW(&Q6F4+N<"3!;O;=31AN;G'>X#EC]CY!R M!P<>;N^"Y^_P-S);^V>3G_N#ZW8W(F8C50!=:IBK) |^<0E>Q)BE8U;G;L.: M]\+:/RWV$@G<705[2Q[<(?0N5VO=_Z1&%V=M +/5M5BW7W7-#REYE#YJ,(IV M#*$5.14W^6!"I*1]0MG^QNT56%H;#7.KF5S:DC69R3JJVIH^^MKZ*P IF$OI M11:YX[UBOQ=+M=#S.O-@:\$>.A^PSG9*&I5&VN BRP&4SN1:!6/ 24'2XCH: MT35)#GT;U,XJWM#CW$;4>W4L-@'Y27N<6ZEN8P_C,7+/?*S&$3"9')2",4BV< MELHSF8;U?VMH@+,M*MLXK/PV/LQL^,"/NO7F<)41'H!B45-_J*ECRKJP%M+1_ M>L^+D\T[3!V[Q[F5HC;R.+>1=/UAD,%H4@#0I,A98I,F;4^%K<2S+.R$'87=Q=1Z6LX]=SH:?DT#L-)F.?+ M+KF_"<*NC(6UZ YG-310YUV2=*.++C:.]4AUL,EJ94$R,T YM!"+#<"DM_3?:M;%5N?F_]@=BR@4EQ$+)LHX+6QQG>S^*@GRXJRTK!<7_X^7+CD\4KRY6"F((B M5+3G>9,EZ$#;841A!;M3OK4BL;WR%0>NE;#SW5X)V-F1H*;,6_U&^Z%ZB^*M HHI&+PK&3V?3++:-S_;\R]H@QO$N!8<]+:S^U]&)^./T[#%/._]RB/J>76(X:N0&M,8 27$(TQD,4F#A]1$_= MZ,#ZXSBQ"M;SXT83!73@B:Y9S7)!)DS*D"SMEDIS!YXE \4H6LA0R!),T^-9 M[R<=B+V#ZM_;Z%925RETUMD"I:AZ33.Y5%'+ , 'P7%)*3-C6;68V0_8L2=)$ M#5VTD;UA>,\/,-!?YGQ^,YG,:DOK&X9X+W"ILJF'?2(OH#@M>1Z3H\U1>R3_NIVM:HZ$54)(A','Z5:Y>^YF]AZ*#%EHZ M'U+SB/@*+,^/%I\7]3(%S&Y%&=>@[O&Q+V_78S+5PV026(FU_0&3X+W/H 5& M4Y+6RFQ8@[/!VYZXMKN1ZK+:,<.9_W(TG/3IJ?,"E0^8L/\-\F M92IKQU2V M&5QRLBY3$D+0"F@0 .5U'=O?T[X-P"?.FNZ5LLP@MJ/1S+GX)C^`)'GT[06F M_&++>H[UFCT^\@-/U)S%07>/F65U [++]7>/Q'UEGNRX9IU6CNRY[VA6-XQK[I\?2GFZ? M*ETCV14^9ZN%?RZ7-\/<_];/LS"8-%__[S{!MQU@/=P=-P)Z28\LOANO6,OU MA\>-_\H&{&/XGX]GPUZ\A?SD/YY>IM.0R6F4]9.MJO7!$\"R*6DEBA4;O]=TN MLRO,_.5G[V\&KI/^+3M]1R&L# BOF%J7OZY_1)KW__%O_Q]02P,$% @ MPS (63/Y69FV:)&T !0 !O8V=N+3(P,C0P-C,P7V1$$!!64+B4J3.D_0 01R4\1$!&1CK2(B @(9$.B8)T >F"2 1$1$I$ M0) 6.@)BI#4$)"DIN);]Z\-_^9-V_^;)XN7FXN,AXCO'P!!VE-.XCQ.F'3W^>]_M?(WJ/_WL6ZWV4FXO[Z/]R M8[8")]B! {B2=K.SP*$3;.PGV)B= 0 V ZS_>6<&-?&=HB=XS G:T@\O*P# M:OE9PV=G/\0:[&$.#M:O$:S? 8X3AT^>4;O**6#NPG763U#]>6H!M_2UJC8A MBT&BC,;])Y%'>(1%1,5.R,;UI:6=O8VMVU M=WW@]M#]D8>G_]. P*#@D-"H%]$QL7'Q"6GI&9E9V:]S<@N+WA=_*/E8^NE+ M=4WMU[KZ;PWM'9U=W3W?>_N&AD=&Q\8G)]J=F"7/S"XM+RRNKI.V=W3WR/H5Z M\-|-)CL-GU#A/7C7G>_VG_!#]'2>B*$UUOTVP3PZUGF<"QMI=EGK8D!Q$F M\%3M<,IGSA8#:9\N{(Z'1LT%#.M>_13<1[fMUS_+4/ J@1(O'H& 4.->9:R& M^%LWRA4UZR*NR5[Y?9(:P-$!*4(Y/4C>#]\"#L$8B$G]CYB(KVF/5R5]V[< M3X?L#Z(OD.KH@F_(PZ2!#OE8/<[5?-&OKG%8^EFMG9\8VS?ST/UU[#KX6/2 MG4J%*.*W5>BFY1NZO0D):KF,IL(*TN\P,"UG? C=]F:1,5$ORV"WWEWP\X$CR M&M"3#C_)] *E)T1U38O#O<CU\4[YK_:>XVT\HX0D3F#}!VP]C H?Y*2(E*3-T M.Z(JG [Q:)K\]*CWNF@1BH/&!H X\,MJWNW?&FL?CPG MT#Z8!YZVUD$]Q@HC+C[TF%[]Y=R$6TQ9=@"E2FFZ3@BH@###9@ 06$72;0T M>Z;^E:LKA2MT)RQE49$Z79CB\V,\Z1O:7I >),/!&V"2$A1?@&0/.*N+3@ Y M+]TTVL8C\D@:MBSZ0F[$9@VNS MX7X=F/T\:=AL&C(WGB\E#HO"\4'Q=;@:K6=9,F^Z=(+B"A(AC:,U]0_^[6W MWT!N?3I@GQVG2R163'<=*JZ,_9 9B&> [,&58)/L9'1!L+]<7C1TKM8G?$X6(M!(>V9+HI(DI3$#Z!^+S($R4+L4$(C?I7)2X 95\?4D?IMXO\=^#&[8%E9 5A=.PU.9@"F*1^,/ M%E_H0N?<9TI Z({Y'LO3GSV+%*6C(54!KGRVZ%X?[,?S1UK1/U)2.)=.(12 M&.)*[$XM"G8>J#=*-=T82@E\+]>HHZG>*$$0"UP.$<\1Y4>1+CA1KUFUZ,U MJ1>L_>]+Q-TK:TM>? H%">HZZ,EK[R#8Z7WP?)3N[\QX=+=O:,;X<(XGVS'IEY'BPSMB:DV08F%[88_4>2)=CN M]EN=#*1.Q49=.++M3V)R[@V0X&/;.4J?$F_@!#YHW9+)IE VTFZPVD&$TC2 MO2)"RQJ&4FR*2^C\3, 2R9KS$X]=F4!EZ&7,SFM;I>+. *D$'(5']^=MS72? M3#T3LM4<$^ B.;^U!'G52(8K*9,U&.ZI\WLUN=>@E[Q.+8$\:Z3DH+Z98 3D MP; (I%1S+179=FRB!$NZ9-T83=PT6B(7W&8"L>+(T3M,H!_.!!K*N%X0+ODL ML,+.B/[#+8O4N>>>#I*CS;J<2OB#;[, +C6F: \IJX(GB]\^1%?+T*U%SM@RN M&BQ=<)HD)@#37;2%$_?XN;"9);I(ZAWC1GTJY[.6R#W{GS>RP!]#DIY>0:\49 MI?3X\GR^:)M-&.4D$]#(OPL[U1-DR00X5<$;.V5PBB*RVTZMT?S78FL;KKA; M@WJ_]BD3H"@ANQ)O':D(EW[*93%V\CQT_|<{1&9).6L"11#2]GR[RF'M07E(MP6%6UJH9>&(_3C\)F]/+,$M_[W$]3G*C]D8,R)C/89L_.I57C-+*UF]>,CRZ8/8M+\,$0/C%0=)%P M&29P5U?1YR<2KPK',O.=E0FX"3,'*P3 M41"\UG\'VY#]0F#&6.((N.-TO0]=CB\S@!NEEB5./?2;9L)R/EBXTK'F$!8 MVR *55U-(PSNEK!*!!Y7P=5M[^\8KDD9?^\EX*HV/3/= <^%)&)6\?1&Z-4E7 M[-231K;Q(!]!#C4R$@U_-9F?W(;<'+549@)LKPUQQ?<\If*Z4P-5E.5SQP)6 M9%3,>PB7T)84#YL N!WESD4/Q,4QM[KO3, (D[TQ>#30_.)&$>.W,:G1RW/- MBA49>@[B=]A<%[911VKK,,G7X+1,XP@1R2)A.[.!:#Y(3]A;5A3A.4HW-%U;H M9B6B+ [MS9G:)+FS;F7]5K"!!,=@G742=7<^L\/=2#/OR ME3*]$GTPEES]$=$-^.VJZCB24VJR'? *JCH),W7^VPF=/2N<+XM0VZ]&PFR/WN9C H=&~4A@ D.74LJ*2-J*GG:5MRL> MU[FF;&9V[YK]:I>[TQ]?E7=SPU%21J7HE]!'2(H\K%MU,C+D39<>SP@3J"ZT ME"?GYV.\J\ [I5&7IOE@9)*,\]QYO(&)_/OPMDK?0/W7_G!;?8DHSQ*%L>LFU M\]-88J4S!6X50[O=V/"YN58N5-_Z)\.((.65SO8VW%J9;?C+=(/-'*17E?C.I$ M\ZQ<"7]3$H2MF)+7+DI5QCYF+3[;#12"EU8896FUR)XKK2_[C4]DD"36,_ M>^X3]0+2!,,Y952,X-8P)<G9V+Q7AO(R2"0=X#D@-_KRHQ- M2ILF2$5QVU[Y5TM_<3VLGSUGXVU147AS8Y+%45W Z"P[^\N;6.UNF-O/K#V MA$[/8HLL$TB'?+6R_0G]DDT7TLG;Q AMYB?6CG&" +XS*_K?HIB G${P/*<*\R9$C0W /ZG MW381'$35I3Q#NHN$B4\OCC5=MZ+-Z^7$5_*Z+IR4(.B2]I-]G["A.4>&R5F, M>N$$N9T:.:+UH'CF_*/-Q21,'%$.H?&<5GQ]4K*65JS^+9S7U]_)0.8\MM M1P\IV6D7JBD%X1.Q1V]W.*'#C-R!O}\KX>&,;WKBX,_|\=,/S4+=:"ZNFY\A MCYIZQ=@R).1%%_J2O>8Q8LBVVZ_".&B[LXPY$BX>Y\K](LW-9IRZW2O/1X9/ MY73H@ZAUK^F6H\@V.<0ING:]R1_D1LO%D>=*L#MPE6F_K?G2)9!S@#H^A#A% M_)"#'SBO]#1)I_]6=9S+Z=KG]Y.0AP%/P<^3^8J4:JNB*9W^+5:5[RM]CJWF MVT\HX^,BNVR9+:FDT.67CDM_WJETH8#>"@GG0E Z(KK/ K+ MOC.<;Q,S0A9F6+6'"&5WA!Q.$'3;4+@ZB@II\3]HP+ /(*!@#XH7%/E9_6B& MB{C7W>,6<6#LE>W9O9HS:C?MU_;G586M1X"AP?L2VIF:2CE=6GH7SS9Z1 M7^V#!5(W^/8?^N/4\]I,MZ/E_UP5X[#^(Y/CS2^?D < M)E@ER=7BX4=G;N-"D9^-));6S@*XBA"N3C.*#+S=3"SR(*"E=C;^L^]3V@ 1 M?3,MEIZ18C"1LO_*\N.7YXXK6!Q*JE<\/IDLW8;QH40H_MX.S)#17:-8V9(>] MX1#Y'"U15V/P6:WW1]H,QOT@7?14[E 3)++V!COQ!E4#&A)AZ/_*W1-Q> MVPQ")D#9OK<58GQ:%!#]2+X6S:[3)*T7NQ$W[U]5UF^'EZ7N9EZLAR:%EY1*-M0.[J8IR]XY]@WLXZ8:U_?1(Z,& 7N:!_=E[Y7-VT7EOTRSOSLKA"^$/+TCYT M1X]7@XC5Z*A\K&%MFY6R6!HQ@.(,YB7 XA#":Z[FQ)G:TN6@#F# S7=0X_GD M9J^.B7G,$2@'$O^YY3)17,8DL5PIW.6!JLY/9;@<LJG(%7$>%4]"}3&!JMC. ME$G2C!D_Q6?=8W7:L,@=3^$LX4U[M{[T/2UR=.N//!0>)4/7QV=JV!{(KSG M8N\J3?NF52Y-%4X_O S.,1U#SL+7X_|*GQ@S]YIEN1,TC0R7VP5N-GD,?T_M^>M.6O"\!*5UTW TS1+9QHDX'RZ6[&32IN$0;C"8+=/EB7$?F17;XI6LU$&6 MW0^EOSN*TD(_9N1C6/ 3#ZFN&;SJ6JY755C2]W3_]"61%N\ 7WR)9 MJ:O)U@^2?G1?QD#)QPSBWGR'[X,0*;U[;&N[;B.1%4;\)%2'T!L'BG5H>$! MA_I;':=%-GJIEP? %QES6+3OVI.VEI8)W1\]S=W@9$W@-HRC!NK^33\),> =,F_QF'DB:,+++^X:,CJ^BT'N MQ3]OY7KRON2&\]^L,-?[<>BEA_"D_K*P\&- &1I*N,&P&0C0.V!C)&'P9C ?Y M^-SZ+DW9*AC>52>J7^!9666JE/*^ONU7_=PXZA!A"JL_Y;&E:9/RS^28Y]\ MR1/2>S<^!:V"TX6'"6;KXV1O\2YO^4[(D2(%:M!PZL> [\@#5,B\+>&K,)OG< M?CD)O@@-F$T1._]S1*_^&[.4, S.1)A9[TOO"R=LPR9=R,\!?C37X$148A32I#&Y>5(#ES^P M*@/7ORSU!?S"K*5@)!;TU-H23K? 9.8C\BWHNKU;^W?;4EJ5W!^6B^,K.I_?W "JVV+ < QJ7?R[D@GP>ZKMR9P[M[1"S?.GH)7E?0K/E,,GZ>%&P=*=^9VAQ%RY1]^%W"]],@Z\[TIN-/7I76/XV2 M=JB;2]+XDOR@5[)=:"T3>$EUI9<%K3(!@_WJ_M+(3M<+7<;MD%X1UEH+9F'. M3=--I:R)$++(J)0)VN?2-_J#%DLV65GSK$;X1](,KV-<="UC?9SQ[]N^* <6$]T5!S(=2%WR1T*#B84%S^[=L!H)W_K.=_6&TS]D' ;;&HFXN MKXSJT?E,X!$?10[> 4WV]@\YGA>N7/&S1*3\(FX05,D4RW (>\4.V;+]-6*K M)W_$Z(34S4$+9W? ARRKMJR'":388L!^/2E& M&?3A-^]U2-NXE"RQ01OW >9EXU;@#-[Z<-^5[&P[W8QX9N[@4F\?(X482C(N M6<5\7VD-#HEJL[8FUJYVFU2GS&UZ-N7LL !^C,9-UV4TZ1Z#^`\-AN!R#D9T/ MSYYM3H-L?KL8SB6)?/JU2;UA(6)RP3:GV$9TA?OW/R%<'I$%3]/M-[TZ08A,SLBEUG\X<U(2>&M3N11O0X\6HA_J+]DXWRQH]GX MYD<]_?0_G#,ASGO487_6M5&,@@H?*0UBH[.KN)"LE+!ELO89HE%]9<@U8]0 M=2N6.G87-JFC\MYY*/*)V::M62\H_W/7]A>&N J,$@'CX7%(,0RE 3H[@E1 M99S$\8-^2-+3;S#7#B9@JP$_.,QB[VHYN,6MO429 M$UW*$!T(=V,"QXL9!9M75M Y^3))1.>F"^(1+]-Z!OH/R4*IOD;"Q%0'>XG>]1Y_VSY^<_C-U MZTN'>OYJWPW-MA+6)5[!VQ:GBQ%XD<>H^N2#K-$=:7<#KQ&?-SP2X;/O<6+JL M.Q*O>WZV1)UYUH6H"~>CI)72K2DA'F5>>>H)C=)%/+1J9K-TEB",.]05VD^4V;5?,TYZIT8Z@I)-L279B@@*WX/Y.-M6NW6\7Y"CFGSR(!P%C>.0\EZDS)_->I5CO2"I%]OFZ)]:.!;^'N[+B\O#INQ M7^=N%,8?DO'4_;@ JQ&KC^^W1J*Y2_T#6(8^?OY_O>W[_T=ON<=@)6!\)9(+ M>3]QMEPVJ4THAFEV2S\"ZOCXN/|)6QDAD\$W@I:DG&E0%F(2NHH?..06DUN2."S08B^L_T%E28LY8:N5MTEEE3^[$UF MZ+COHP^K[\SFV4*)$F&T=K/W' M=EY(88&JK.J,_4(^T:AS/>0QG!&^&]D[U?$^"#L'T07VBVUMH5&8KUV_3]DD MEO7/;@GP]R#DE7"\,0[*9.RM\U)>>>']4.#+4P>(%@');(*OM=-!47#9!DTX M!6FY^8\=74\]K2(Z-R^LQ+ ^7] MU>UX%MC6FL2Q<2+GVX)WT;SJ-=X;1[*]>B\ M< /6//"!@PVC@VECM+:#.P*I0A_B*M^%/K3Q/QB?N4?7P*KQ6V9(S(!C?%- MV[H?E,?N\6*R1[0-? 9"S]A&;N.>T.0/$T6!;\+@RHZ!&[-<,BL/++VI'>2S9 M54FOZL9K>MDR$YA,!XJ;PT0IGIQ,MZ)V/5U?[-3(7?@'[#]'_CJ4)}0%&_J$N)&Y2[JSG<9}C3. "TMI_[WZ"XCQT M6@3DU2=BR++*427\\5.A1R\66T0UOE\:0I_V70Y3[^AHS#NT4N4LB["ETC"*7 MZR>:A(S$@M=DH%XCY/7L9RO&5Q7/$\V5-)2S.2P?0CJ);<4>""/DD?@&+!-(M*UN#3)21L43,QB0187.*UFR*3)=(C)Z3EBDYIMP5^1<_T__%RQ*AUS:W2)"2U+H4@FEL>_MVM'[>9\7,U0%"$HO'011(?2-88EZ:DP@*B]/QE/#F!%-W&IKL'KP-G}[D;"7 M$9:IQD[E^4G-,"_ZMR$[^=+[H4,6=$K(-RWP201IN6U\WC#B[/XJ!\N78/>: M[%NKABNL*/ Z5IX+G_@7WG!GO6+EH#AF%//[@OHD;HDTF Q(6^N!M$1N$"X\KT M\\,;:A0='3P5F1U%VP59Y.MQ9(=S\.A\6N5ZKU:.?.41]W4Q*2 ["<&U;"!$ M68E@[9RKE()-XZ\4HW=&?&[9CCD3B++.G^19@14CB;=P4QISQ%>KF)$"0*RFT MIR"6[.H;$M<#=+VH&"SLN=W(_!';JKBAH)//;&G@%4@JZ1?>(!FL;AYH3325 M)*K_^-G8@5_U-U9<=\M5*0VZTIZ@F$29HUVE])(?$Z_/G"5AXR]@CJVH^/ZGA\NY(V6KV1&8!VMK9-YRMAG)EXR4XA: M2IH&CSM1X'CJ^Z]$OBA=@[E+]5\9GP/M,@C("[FTPJB]N1X1WH3()(LB^?P/?BTE\:I}"8*+F^')TBE?%#3F S;I&;FT MH2J:N '",YP5AE'9>N*4]D<531%X{(E@=7?O#ZO=#T.]!9$A]?M(#(3/T$- OH,(8C?EV5D+7&^Q_%E'6.: =I-Z/Q#VJ MKZ2AFYT0\M59?IQ.KYG MU&+B*](_VKZ\;Z$- ;;UTEWL6_/(^+FDN(?]OVWYVV3?& MWS[/RZ*CM]OX JVD6B^T3FA!T/-FIN-U]\+U4?(C!E]ABQL)1Q=B45,'WI,6 M$=]6G"Q\G]I42N^,:Z?(N!$ M)GYY*=3<'!#D[A:X-VT0%H=RU7<%F^'$)^JO,LF)87-'L[+*OZ\5;*VGG9Z MCX?(WS,MO09S G] B XLHF(^-6/5'N]5ZL+P T_VFNH?TXUX[-^C)VT"'L,*.MOSNZ.HP_FFK[VM=SQS]LY)E LZ[^V M>EXHZN/I2.[OTLW*X.5[_PW18.\Q1/LMBI+D4IOX-.X%DC=_-K,KV(F43IV1 M8]E#0N/@%;S/<.;CZF17_%&H(CF6+BA/_A1%OL!("W>80ZE/>&9EL8)V<#;G M&R9S3+)3%H6V2%10'5-4NC#2KNI^@?/C F>$K:FS_?G3: MX2,U!-.FJEZ[L3Z5.5\GK!7IE\M(%79ADŸ,D^R2M MC>>>D?@,B)%JY,S>K3,[M; <]F^3WG!_GZD_S^J?}>!WM.V6YCUNRP@SJ48T$X% M^[15Z$)+*&^Z?G7K#1,D{4?EOX5 X]HK,I_[_Y+77AWH49,Y&8GAOUP0,/OV5TO*OU&Q9%YS&!QRB*;'.[ZK161W:"? %/3#PAI%#1 MFR"I\$=YRR7]4W4F<.O;ZA?W2%^KO/$N?#BL0.>3=M/E%S!K%:_P. ECB:HJVZ3GWT\G7^5J M1GQ'M@DB\9_';.*:5Z"S7%U7C#:DSJK%A5^NO- V]]UX(.3<5*+_XAGT!@8[D M&XC$L=:S=FN]E "_Z)GKKL9#!0V/S>3-N-7^?F0C>7,R?GM3&GO9CGWW7E\(M9].6X9A*TY6R*=P$5KEBXV6O'US7M'8V552] (^-3GUMO=]Z8_(<2V2H'#\V M%G!2K79V&K><57=<$GJP[F\;U6..OKT1&9LN69I$C44(S4*)IMBI0:2WZB1>XMF MYO70QNM/&??5!N'WJ+-(N8#_LN2+9X'H0/2"'TD/A#*)-Q+W,8L[A/:,]*0$A M,X%KH@DJI#334(U>C#??-%\[IIHJK]8]^=\OYC 9]6B(O'^N0@[?]I%]$VPX> MU!G<,48ON9.[&-5-<)H/W;Z!9/NREC-;R=)LN/"^\H6/_IWF\CNN.VKSN60H M15F$5?UHSN#$]8JW[ZG$V&?%V0:#A8:7W=P>.S]>R/-),SA](B5-F[8$/3.^ M'P=\DY3]>"7<@F>:1O=HYW>=(\#- V}UQ*3^W6SU"2K)G+,$/'J#",2B)^&S2^O8V5JDP:+-&=ZG

*Y_22Z$GH6P_C=?9-!E\ MKQZ\=LP&/EI^^=)4_&T7#V\.3?]_(B,2.@_,8YB;65W+?W#<*6Z(+99+E& M1A344]FV+=]M8#'.[J2JO= Z!1?*
@=N9>8P*16.50Z})]N%X59+^PQ)WOSP$(>46!9:JL;H1/RI&0LR<]"_7E S%C:PTCCE M]/C&D1#2'!D8W BXC/[JZ*E:H M1(R):WHY#^R%V?
<\0[.Q="/^G9X$;_81X2>0)Y>4L4$R3NU7Z.+XB_V1FA; M\&D%1&NK3,PI<"DI4M<9'Y"">*1*(<=C)3;KU7(7/DLV(BBC5_$%%;<+3$VTB M?Y( ]N>]NFG&%(NXS6:M#;@A%G
3#I5C#=2(3FD.J'1 36+@ILV M15P/&]>Z^JZ=_.U1ZIF!#FRE-J -&.^1 MGE@)Q'>(P(:N!+=[,,T(=_!/[ENW^6!UI/R&X^NOUT_E-4=]//S-:%]$+[8#< MJ05T7@H\@J0_>ZQV5\'

JA##$8)FO"MJLJ6? (=>NA>K[Y\6A5^O^P-L_'\S)9;%F#!=T *SVB9]I+KVR MIPKN?'%$D3^:2%#E)M/8H"89^ 'D!>.%]+J/"+/Y@JU>(_QT^R2_6-55FIN MR[O\"U>,SQ=*;;#F&Y
7\.-OS9S!:#;<@RW[X(^U M *<.-OK;!EP+?K3-52H!K< 4N28UP2_JG94=_YNTJK7]2;.]H[*XB0V>0J0 MUQ9]$EIFZT%95+,O4CWXVON,$2(C "^.9[""/$4*;E?
>Z- M.[+5_:H\E+*:4[P OW)1Y7^>)_XOE2T_G:QZ+?^ITAH9G!LA9.V]"< M$*7/-LA7.G9!_FMK$_9'FT2-3XBPUKQ3OS93%L;GLZO\F1>:"^3!\^-]26HR M3E>?D\P?
^5J4G/]E/G_^6;[3?"OD#]LOQ.%(DWPE3@]P_E*<*P(FCFU=HC]>.VCXV2FP T[%QVO MLN;H FQXNE#^*.'@%L_9!:C1!(HOH!ASYVV>A8LC=]*.ATG]Q;-@VG<(SQO,
MSEHI_U+]]^%?]_DS7B@*?[BT@W-:<:9^<;EDNQ]TGFQ"U-)=+12K[WGSM_SW M8J7.^CY\IP]JM?Y"*_Y!"""Y7RB .,R9"!A%%J8H-^# 3.(."Q")-EH"*O&Q6 M;2*S@^H[+?
M&]O%$%+M'^=7&"76\T6&3@BH\,!%$R3@6{ZEVB\9*+9BU0^8 MF=2)!UW/%K_=R33TPN19JV,&'[JSMN4=-(^H:=S[-1BBPE@K\N);KIPNP M$0VL90$-+!
(YVXE>)U9<;2$3,S\I&O/ZTS,_J+U2ES8K7:=C?/U\FE5O9^7 M-%\M*T6@W>Y3'J0L##,8IAF!2/ 49@F)8!@BGV O#'F"31SQ89(C>]UK@K5U M,%LE-.#2L^QN03"SQMU@24W\
NQ ,GPV9VPR]<5U9.8T"$Y]FO0!V#K0OY]A\F"W_'OU3LIU3]GC-#42[,88NX%$"6>!S-**60^IAPQ++**$ M.=N<'^=A[- I?>!LM> @%^#C2C+ P._SY?QQ]0C>*]1;$X>[]!.. .
M]N[GPSCN5GW-' 9"4 A^SA3W#P=G;P 1 9[=\'AC(/0=)5 M6/E(7U\>2,Z8!4'D16$:PI1@#)$OJ506(@%#E A&28"\0.O0_6#DL6."#2W0 M$-.S+(?2#P?
@K64RLP*:XAB%WX^R;A5^WQUILO#[40&ZX??C#YBI!*=L=KE8 MM$-=%H7:..3+5>NI:GSYA\88.VMDL0#K+U"7N)Y6# +0KR0N93?3F5-B.W3,
M=87KT2HY1+O>4;,5JL&!)U$R7?'6.J?]O+D*7N6/3Y>T6N'%XD4Y.K^7FX2& MK7NGJ8HZ8XVLDHH%OBSKS$>PYJ7VX,!S^9=.LI"^CFHA-*RKKL$Q/6C6Q$6Z
MMRX=6U/)K11:B\!DBFTB;E?I=XS5_3/^?(SSPT7UYV71E9=20M^_G!CL'kn MBC2L@M;2F.G:6A#'Z^%1[JWT97>DR13CJ !=#3C^@%W8:!T@N1$?<+&4JZ:* M77]]P
5_A\LYO5RR]_/%2ETKV8UD>$GFASQ)H!]^%'*4$X@YPY#Z/F%>R%&: M9":A(TL^)@P?*,NS:NX*@)JG^IBKY0JLN59'6Z#FVRR:9#L/>A&E"= UT_TN ML(?071P!>,QPTIGP.
HIV7(Q:5CI3*CV0TOG#F=I}%H"G'?]OL_N-W7]HP6'/&Y\]8Q/S82T+HTR"#"&449MA+(($<))V%(T] SLX0. MF1M{8Z\H@N>&)'BJ;1J;/9L(H!Z8W#%HF.^SODBK[WLD\B7E2Y8_
M21O_<6*O>=)UX?V> JJD"1A?Z.(K8+O.1W=:+V#@Y,C M3.%=E*FK)>&[^:/7!TU__KY]KI.=9&_6,GW#8X13H.A<8C@! ?#(P1-"-K= MD:L3A4%)
[[%7V294YVD[CI_F27U?\ ML=3X-FJ,,M[74A('S_5^?4V^\V4$?R@.0,V"HR^D@;!6WTR=\2?[BAH(V_VN MFKQF\:7EO/BER%=/=769VC]\R!?RW2_5\O*QTEU+!H89>4%1U$%-
'M3T08QA[P($:/Z)MJ41U;[FAC(MR6)^7'V]U#?,\]0'4BS^- HN9YA^Y=Z.\R[T4SVV&I[NHD;'PCD)"^G0GC?<8 MP[$?S#$?P.I$_,Q@S>D1)C@K=Q:SZ<%A>)5W
X&9FFM({S1Z,RRC[3'\f\=P MAD7;.Z!W&\E9]_M'/"]^QXM5Q[LOMV?!*?(R%%,?IBD-((J2&*8"IS A,?,$ MC7'D)R8+>"^UD357T08U\6Y5&,.ENQ\NO>7:&0AFNMN1?
S?.,\;YMV:,CE;B M?EJ3KKY:8N^HOF.EW70OQ<.Y4^MQ,0[@M?^2^]HO*UL+MFSVM&OV5+J-+ M+E!:$3B% H1$8AHCZ"A*&3R#FJWC@6A7R-4Y MF&.U7NW@Z"T
:SCD=%5A[63=*15K.83EB=G=X[VR[R81^;/OC7PTI Z$U'Y] MQT5P'G[OE6B-=ZI'}2L.C3>9'04{T]6BOL?<%3OH
M[.RPYR'I%4N/V//4I>&0PS0,8QACX;.4\@A'P,EU#2;,">]%91U4*3#> [N3 MWTPG3]0>&&L,K"?FB 4$7FLCK">X3EF L[?"F_)+^>-COJS=O?I$K+Q95:HM ME+K8.1.)2
A.;$B')T"41@QFU\=8B-K=T,:E,T>!*RI M@WQ+'OPX7[8?_V18"]V\0>(1$:19!$.?J38L.(:8" 9%%M*08<<;46=_37I>1 MR7#<)9%)N'W\Z6Z7.5 M=*DA@!A"1*
[,+&4((B_S8>9%,4PP8@0)YB41 M:<%3-5W%<%/66(E>XF"U$+1QMI*.A++)>E+6F'90DU'!15 M1+"/U+0E_S2$/BC0I_..Y>*SP&5Y(_Z&U8%9=5-\41T9+[-/RQDG7I2*((!!
MS'RY\H@ 9JE(H9>RA"9)Z NNE5@[2&GL94?159?O6LH2'E#3!G\HZIHM!8;Q MTE1J%R@8:K0M .8*/22<*VT^26=.51X2]T"/\U^8^)+?YY6Z5WTC&JMR^8SG M"Y7R^S$O?
E$F^UBIK5V&TV=.S2&JA3@R/ALZ_+B=T89[<+DSH[4 ;^-!HE?*R>5

*\8*J:S#JSN>22J\LEQL4U2V2MD$9}3B @#7":@B$/I:B540.*GJJJ!YE..?)'&1FDACO@:V<@UFP':95,..\4G M^%%9.$/;Y6HR|&S:*T!L9NL:='^FX?Y9R5'Z7X=;ESSC[-E]*>*
MM_6B9LQ+?"80@GY&/6E&TQ#BT$^@%_X":/ $]PH47Z(X,CV<4V^Z?U2-@R MA>) J2VM>3""^Z-TKOY(VH8869]__7Q{#11I MZ=Q(4$#- 1!YL9LW67=/U\^[[X.D7YL=HF&FQ"9
.*UAI"&M5:9]W[B3Y=AK M"-?-KM=YW+)R:[Z\E^KQJ"[>W,DA+K_/RYD7ATP$809%}/J#>&D""?((J#%*-M*1(B)&;QFF-$1M9?1I{JFD 1O0'"K'2,)6'#4_&C
.FMO.>*;::HM<1W9A*. MUU+M$%B^7]P6O\Y+7,9'?,:5R67Z? ME[R#'"+B9=R}SB8]FV[&R<#!N8 MZ0O=W\%,8YG!YCI2[7;P\S@O3,OAC=7'+/,"ST2IFFH\DU&
(69RY>04JY0Q'%*ZAN?#DDT'SIJ8-C0?ZL,0 M9{CHN;+G26JV_C7C7YR(;CLNSW)4)I?E5W8)3%}>Y:B 1\NG''_R_/"O*LNB MOJHW0CG),S\A(LK"0'JO*B, "6FGI%6'-
"#$)SXG2*_9[C"I24.^\Y9TI;5* MXO:QWC\S*.\]BB<$]^]{@#PO@^ LP*[QV4,(:2[1^C5@KG'!>X+XYYXP_;* MV4+^,U?]*Y]YY\+L-B*X57!+F5QDHTS -
/8]N<2&!&9I$D(NO8^,BBCRJ=') MN 'ML:-)SS(>PC$/SLN1\MU/N%[[DW_!"Q31G?H;])$LCF&8!E;N; ME,$L\"CTXY23)*"8A4;)QP/TQK8G=:?JHJ$'5/S0,"@]@)9F?-H=!H:AZ]PJ
MJB6RU[2ZI0[N^A Q#UKKR>DJ?CU ;=I0M{H!U%MS=?,=+TLJMFG>=5#5Y{^2 M8]:'*20C'LVP@!CA#*(8,XC#B$'/ST3J1X23 S&T#3V#-&@*'IH=,9W MHU]Y$Y?24%?-
!-16SGXY^G11OMG10_FOK0Z>&'02E>L7:*UA T\Y+J1^U$L/MXDQNNGUU,])3&?D1Q!%AT&<>I1$*H@PA)V75IW?3;[OEU8?[D9R/I?,>?!2$ MC''?KITNOC^^@VX P=F7V5W?
1,4#1KMKNSDFO#WQ.[04DR2]R2[Q<<15\N,J7 M=?KHW^;5P]6JK/)'7NS?A M#@2+N)S!C1%H@CX00DYC#A(0\PD&;XNI!L76[[#XQ7]+YTX(WU7%P*N*0)G(!HV$@U[.8P2SF
M& 99QDF*$(2)T8G66=R,O(0)WCI7P\$N=ZKX3L.?N@B[\U=+IUCEHHO.F1\]) MGPQTLY6L^)=0\|2%ZP$OSTQ7#6@$6?";>S&.X\)D5]_'B^3.0-OW_-T,
M^CKUV']1!.:+*ZV73IZ5I7890&@6^%|(X31!$&(60^)A#%*81P;[''/1Y.67#] M'(\C6}>:XED-H$:8%CW[^1\]R7;E<'>IB)-('KZ\ UJ6E/GRGBQ7CK'' 'Y]6S1;O1GS A4K, M+"4#-;.?-
CV=4I:F3*B:PSRETF]+%&(B8DAX$)-(>LA!9I3_X8JQD8WVF]J2 M_\9BE=X6_GJ%^#50-?=X.AV#+(ECSV.2;=;A4*6>'LS!2\R[7^+EJ2NZ* MK6F;DCL&\Z
IN>OQ)_:6U]3[NACP|'[TR0D;V8MV,0V3,^0&J2O M[3R?Y,_/X3H/P>O,<1XD9&GK3[+H+0=7-"=7\]D;<24Y*3!57[_-'%_. L&# M-_HS*.UR
!%F1#K$(8*$!$*$7IAZW"C58ICDR%97,5"KJV(|_-'0- SF:N'F M:2N=HF%H_,R ,#=:VK*YLD++#!*X*%[4<<&SJMURH8J5FI?& MV "AI[.VXIEIYVXI#+!?5+_.Y=UCU8C/TY-
4N]H4Z5N7BX!GSBE"WRW)YR?Y1 MWA,%UV=Z559M-S;-.E G7A\[J5 5T5-N+?O'JJR:<\[,8B[W&%]Y\;R:6U[E MI:,F[('0KT".Y#?3(SW1'3:BTY#2]N;3J3$GJ_-
(‘CC_*S)'Q.>AE2K7THOE9'U M1FFFDEM+8.:@G5HXCR_481Y0];1>P?=1)5 MU!)LK8QZ#YNO@I>+Q:91^A6N^+W M!EW);G@H<4)LQZN?CG!62V#OP).M@SKB=1=#K>?
M6XIU6NG<%KG@I7)W\.(C MY^-4LB2C#&:.80>ZJ76)QF,%7UBJF7A'D81+CQ+276 ^]L;W8#CD@N$V?L#ZP M^K5V! @,E;?M,[73S&H'DH .(3'O!.8(FO-.@%E"9-7Y2T-@G99??
<-,WNM+ M0Z9C3;YT7C-W-9HD0';+>?%+D:^>/BZW-PLT/8V>(48V62UEH$B#FO:%=!#S M:IE7!B67^R 8]C4<26]FK?H$=WP[3U-&*X^C;]S)' X-X,K^AL[C-NY&L5K^
M]H39PPM^T?)S3[PUX@HI:8$UL6&?5DM$DQ7P+%$M5[RNR*X6MI-R]"]DAZ]- MN'"=Y'EWH3K]V!E),63X0)>21$F@5Q&"&MTLFO*,/(J^ZF[11NVZX5:T8 W7("%G-A
M6GOR%:[W\C^22;1S)"[3&W?:,!WT{JO(QSH2.>X=\K|3HW+J)?9@^ >AU MINAHBM KL6*9>U^6O'HW[>PXbS@OSTQ7#6@$6?";>S&.X\)D5]_'B^3.0-OW_-T,
\,U.RUO52&/G%-9Y1V>L=%<)4*OCOXM G=1P4[2,L^_M1X MC3UG29R$((@=9I)S%$&'?ARE&%)*42BUC@J6^4;LY':(CZ]LKM.1T&JS/+4U M:J8Y;8=,QXJN1?+-
j;8\912,WIWX'L9'/"_J%F72&V_AP_.LF]#%V.1S92.Y* MM33!RYPO3J?WOJ*T&6P4W\ID3+XM5$*I??XZ8ER S12O)0%*E#=P@<,4]=>^ MT*-[Y_C@HRDP^AKYJZ(
VKZ@CXF*FN'C0CJ*ZAY%;J MK$MC,M4V%+JKZJ:O6B24_/+K[4=,5<+8.MDBX+XG& M@A(5R0M,$9112&&41 M023U"49:Q?>.#S^AUHOD+0$#7).#E'H5^/S393/36"76FI9-
3LVA? 8I-6?) M:9=1TY7744+-22EZ\VD.WYHNG>8DQSO9-*>?>!UDF(_?>4'GI:H,J7GTZ<]X MG @:I11R&@00\8#!S LSR'" .>$,1;YYK'-;&=Y.,LT%R!LI -^*,6V&C3=P]XVS#!*
M493ZC+-DMN3W6+YT-\$!H"'_6O8R:^SE@13:MK.A^0IUV4QG<^0#P3$FYJ46 MLT86T!$&-"D8E11GN]2U4[^ID_P&#@@M9^&USPE-V?YS'!=:3H:S4T-,^I,+ MTHJ4_%\K2>?
#LSJ%J3M51"D*19QAR(,D@B@C&<0H83#-Y.J1$IZQV.QVPA$B M(^]XMB!3=.NX<=1=#1-\IDR&YI/4W'-C5N//*X,T3$2TQJ-'B$/%+SO6?.& MM+_B[_/'U6,;7Z,>3P1., QXI-
*WH@3B@%)(<9B2P]3K'>4?S#RR&K7TM+O +1+Z M.[LK=K]JG26,F3ZU9!P6U3C)-!DM9G?'FZR[[%$QNIIUECS]@VU.6'UX4G-65 M%.MTFL[UB)>E <1+Z+
(9Q'"80(3^$)!88>A2%!'E!DE*C?NS]Y,;.!U@3!Z6B M?@'R+6G3[K&]J.DM8>ZP,%.^+0Q?&QA^,PI#WFB@8=$/5D=(9QU@>XE-W/-5 M1_##+J!;;UGU=2V>5
<^_K\Y9O]:X4(I4+LNQ*GG)YE4<,KE(E@7,YQG{6 MAS$BG &,GCHD#;JYWD:(XTC1T>2FVGS5N@N59MCR#[IC?J3 M.D'!MN/H,32CI]Z=L]3DHQ5[SSN'GS;..FFVX,G#-
QGV3POM^ M+J0%Y%(.BSQ#LU%'-D=MP&S#32>=!FSYL4E$-.2OWW2-BYN9,3.%;(OL'#LH MK)*A#$E-EA-E!T$W-$<;5)Z*VZ01D6>'JSHO'&J[!0F?/=R?(#+[_-
R%H,WL@\F%DS MRRF8NGFA#CAOHVJA+Z=_IA:'.I [[GJH1=+2H#?=R,M;_*+,;;Y6A?3YJEF: M4{J)"&'HQ0*BE$10?I3 -!19%+,XY,@SLL5'R8QM1ENBX*FA:F@XCR.C:?/. MEM?
07*U%,0E>@):D0TO5*Y(K(W.L&Q-QW%97SJ[?GPJ\NMZD-+3 M84?RFRGQ5O0NU1&B'AK2N>I\UT-IVD9XPR(?I,73>,4R=KFN8?*K)+$JZI%K M8_'2_+D-XHLD"P+"
^A3GT+D^1',6(!AS!*4R,\|SS?J!*Y>>S(YK,<4(<3 MT]"F-HR:D)(@(_:NN=ER?G-$R^PV?4D;V%K^K HZSF:MWL.%Q&YXP[*0;#&O9 MS R I5A&-
R@.Q#CC]L1VK,EN3ARPW[TU;/J@[OLVE4;;,>8KKK@+H,[U03W?F7GCUXM M<%G>B+]A=3NVNBF^J(H,W?LJ492R, @2&%'NR2VBCV :Q%0UB0]"RF,2AT:G M/T,$1U:
(SRL5F5.5_I\U')3=FS[V50D&<=1S+%VB8[BI5)05+BUM^2T"-?61 M+O_H2NK(+1PD-
ZD'J"O\OK.G_9[Y\O4Y7WY9+;CODEM%I;3X\JVF9B*[%AW_1U^V$H)U;+.\|OG{J$K2NGRL#'3PZ/L3J&#M MK,G_UH7+FE*UN_5D^L_-^FAH*>+90)CKX?
D8F.IAKY"V:GA\T"FUL%>L/27L M?],J-NSC8[ZL+]E>+MGNK=LZ.;*\7%4/>3'_-V6IHEWU'ZJ%B6)1?L-44.1]KBI)SGC,TY0A#!,4)!"%)(38\S+H
MHR0,D4=IQHRN^(W!Y,BN64VX,HD#_F@(FM;A&F-B](iAKPVWV9I@@K3[^H9G M0#%5+4,;%M]6W<(S0#:N47@.+?.-9R>&](737.Y?7JZ7S.0\X_0(8V\^C8XW
M>@0=WE6ZD='[K'1H@C71"R#)}BYVJA:XNQ.28?&L=I0]PTZVIQP6K;NKU'C:.MSLMY/R_Q_7VA4F/J:W=?^#-?KOBG^9)?5_RQG'F"9&$L?)@((3V6C&.(4^F[
MQ'"%F<0$CP!

9#);%!!CR6Y?Z!4\^B/$G.B3F4IY|!)0AG"04D1*'B&;JM{/FV@159BQF&5'&.$G4_^1Z8B$F&.$2LS()BS0C MY V-<=?/Y,/L?B=?:'++>NQNtM%L:-\M4/Q}/T9Q6_17C4:>TJ MK7ZV'0?I>/{(IO'--\UKW4*U&T'1#M{Z5=1F5-6'=MR6KA5VP-M MOD5M'FS:L&ZTY:/^J!\"S(YT9?VPO3T%UV%*=CR&>RQ[]\$ZM\&3KD"G&T%Y M(5OVAE%>>I;G*=G V0R#Y!Q9@<((LQFLB1U[=O/;3&.P)M]ZXI)%H0@+KOZ%04J8^H"-7K8TK]C\ M20^1W%DJ,!>HEU5V(N^+ <""@H-%OS^LEK6'!=H0HCQ)=2^H207:ANA#6;9Z M!VYZ-S.A_EBQ)F-E:5#OOS5V!-DNZ3-$VK#!ZDX53*0,'_^YK/,4.%F#'T=- M9N.=}%KN9UYPG&$D%#^K1Y*HJ_#9+]0FN[ZCWD2]6#(8&QIC)&..$0[+$A6Q MNL-2$D9YF"51E,+F!IT!-++P&+!!!VY@=/EO&C11'_TY5ME=7SX8 +RZG&B'M#P4.(,S7)*!S8*8=_S- [-',GZ'GW<3V(UGIY$%|)U8F2K7;,B$ICG-*)(HC M97OB-,H0S4**DI")2*0X5I(+D=NSD$86W"]B'9@15PIP$_7588F;Y>/CL@K, M1+68|)[GF)WX>N$#,(7:@NRPP.]F#VO:/(GP>3B3RO @N8="//R":]O8A^=5 M4QH,:AG;O#6R'"93+QN0T*ZQ+8'#YJ<[,3"Q.M4M-DB>0Z/8(247-(EMC\]JX M0>R0A./FL*,G'(L-GFDM_OVL/L7'%_4_;8P]H:6,2!0CG*4289XP1$0HD2PH M+T*>49&6H"ZP4U!&4}(=S_ !6:.3_+%[L:ZF%J86!T2ZC$E8$61K_5I21C3 MYD#&[R#$*8_8^(-})>I:B"G>2NWVS*-(5O/XBRG<9DRE.12F9>',530A"!*: M$IZE69CF=N-DAT&-;5_NIL@:<) 6H%X.]0NG7[JA_J &NRF)T%U2NY6T/_IE M J3OR1$R;L3K*A9+\;R>H-1J/A_)AW)D-22"I0 MC)5#C&,1(QH6*1()"XDL<)$36!?Y6XW*__GBT?@7#\-_B_'W##9RKX']J7LWI M\]JL45LO@SNR&BO5.MG@^_G>4C:RG#$#!W_&R*N@OP5(YOA=\1W3O M)EM;U9"L*\PVLYG_YVROIA6[R-\ MA##7R%C2Z#17L.7>Z.8/#Q.V-'K1X"'Z&/ZU?)L=&GLX,2R,?I@ DT4K^D<0RF%.G62RY!C)1"8M*Y$6CSM M4&"X6'RN^/QESI_)HH;U!Q0N$?^R<[V(1=& "J@U/T3DL:)>2"TL.Q ^H\=ZWT MT>)6@WC]P.DJ$7O(V:M'[^O.+1)DS-@/XFDEV+RQA2M^W8RJ;C(*/(WS/.<< MA;@L$<{#&%$<9BBEG!8)+RJW+XPMJ?X\1,B M$"ZM+T(G H#.WL=;SS? >$=*.WMMRZKOM"/%]S^SP+UW+ ^]2}^(4\ @?"MR^- M7?^@0$"+^3;D#/^:G2F!_;)/.$A7'0,OZ"72H:3O@* +*OHV)TUQ)/,>,GR@P5F>XSR6,9\;2()(}AZ7D+J*-G MZC?@%/+?-5OCD0$"7Y8))#:A] M+$?#]Z[TZT;19:E2&92J8Z8<%3*7%2V<(Y%C,N"6XUU!_7?YI32+/N9Q=I[.QN S+'' M+70@OH^!"\KU'7G5J6 WSRM=#*9 ?5'$-?\R*PH= M'THP$EB6"!=QCHHR+]2_YICB,BI(!)J]8 %S;/6P>*[_%A#&5L]F^DZ##TP5 MV'#.3A5XY@=,%6R !RUT?Z((,N3Z-M G%3T 2PX%'W{JPY]"3>WOU[_G\]? M[A3CA3],&_OC3OU&OI%:7#^LA+%+VGB+C$M.TH0AEK((84DB1+*((QK16/WG MHJ##2RK4 0QY9#;2H!%M<&O,YV& 3;-$!E/*#.-NO(s;E%TQ-V+-J."AV(<\ MW1!C\4A7}/PJM __:,U_9!,,/V]J\B M\U<)S%0[RW,[^^PB%CI&8ENV_=RPK0%ZY,LR=X@PJV;963"3VF)#Q!X.8(// M.X[']F\6RUK<++W^JGN9ZM[^9+@^N*[,X:NS:EF:"J4%!EY??SQ]-.]%/7^X^ M=Y8FUU?!?.]?X<2EX9R)9P;\Y-}6-^VVAL!{%1} >O=Y?7@OSDRX{8H\E? MEJ_!97T[^{89 5O0Q&[F=_O#JM*#8,W?\U)\6W(R+O5E6O/ZP4G]PF$GM!]KH M0=G=%&1ULW>F)B_EP5SD3>N3DIWKZK4{/]EL3%2O+HP\";$.KI^>%G-FY&@S M=UE3-S_{P]IJ^N\'4VCOY=-YKKCPRW8G3>H)A>B[L1Q620S&28"A:7($4Y)CDC";.(B"SF3:4BEG*V7 M.[*P<\I.0@%IWRTL>Y]"OQ)4RPJU\(+%#@O@[,:33+)SIBXF'9CIVH&["G8 M/AQW\IH>'=;N3Z_IQ;>TB[,TUMC?T\+ R M49)@NZKMH+'7S%8&>$'[-%LX/,[D GV;"RF%^3$GB7)S62:/FLX[.4G"GB-R M^@F'K,D#MN?@V'K,D#WR'\IVE1+G,9AJX&(^^U&Q<7'W3>GK=N<=CDN6T90IYA""<"&9 MLF9YCG*1R%"61H>JVY1]4?=O? HR<,F$9P^,C92T_O,15;GE^7ZGV+]0:@?Z^,\TIDP.+C> MXJRWME 58H'"+-BAYF2MGN<5R(;UPB;/ENTQAT9H((?PX%)#^#R MS"/!\D] M8S0/O^?8-[N9K/BQ:I'FM9SQF)$ZC!&64"X13FNI+DR'1AF$N19Q('D+B0$<0 M)H!!,6&#XYY@O=J&?BZB%6M<;$C\.D0CO;CU'AJ]VUJ/SI^U?/4?> M4O!SEB M&>*8LHRC*-%E-!%.44%$B;),EBEE290)#FJ(\HO?R-?}!EN=H/GZ\R_!!@E@ MFY3G;V*G*-Z0TS UGR[?^S'N13!=SHM7D\U$=;J4UHJ^??R M@=Q5ON/DVNULUAT)^T5A8{3K3L'MMQZL:H7KGV-8*H3MW@:@@H"Z]ALR756;W??-,?PLQD)KKIMC:%[IUJC+]!.Q&M>6]GFL?A%$S/-G (OMM@\1?-ML)UCWV(RBK.$,\;!ZU%D;&:$,.>YG!)_@L8)K*P!YS'F4A@F*\ER9F9&R M-0L28Q3A+,MRG.01 XVZZX4VLA[Y,EHM%U!?>&,",%UVNK9K%(U@1>*8Y5YO M(_=69%N5?\THW>TD,1/ !M:!';PVLE#JL7!-F/VB\]J#6H=S9Q>0"1,[-PJA MD_!.T> (Z#V_OK"FGXITBXF VWLE'7$?]=-M7,Y,5BUBM}6R7YiH^UCACl;S4K M6$$C$<4H$5PB+'.)RCP)413G/$_3$-"K,%0#8=O466F#6}}K%.4V#*3 ^ M8LU)N_MQ#/X 97:_Y5QWE&Z1V/R+89S!P^2X'QCEWF8 68*=>! 0C!G'TX" M[$M4D%XW,W$Z5_B/\TI\7HO'>A9)5H8,Z[7!>89PGBFUH10)RHHD2Y(\(45H M-29L"-#8A3#MV)\.Z. W#3PPT"$UF'WB5&=V MP.I4+6CL+5CM>W^ZRE4+*O9*6&V>]SS64,]%^[#4Z9*9C# .\[! H2@HPDD: MHR+.*8R]C#7ML>.52\"0P/G!AD-L M\3?:\)C0L4<;=B"^G)&&QORR'FUXXM5+ZXF.U=!!64K)HB2/:8&$2 C"\)5* M4\0#4)Y0FE 6QV4{FYUL#7K"%"]"?R+`^6^-.5 3+RNS+E+]#M]WMMRGA,AJEV171 M3ISK7HRNM4.#_+?3+..P%:9@N@PJ:3I,4M!C2[_W6IU!P&]4AF/+D/,5-M8G M..<]EX]B._!9MRF8I*P>&)S*4"J/"B,>Q4K[!'@C@LL(E;3@"4ND)-BJ%<<" MU!CJH$<[":2;V [#5ONXYF=QO#$";'*Z,YC;SFR@7P5?$_4PVQP^K1+RG*(M5\YRK.0IDY*#I%\(@LY^{},@-.^0^ILR8_0_M"GS0A;ZCKU;+N;LM6-H8)ZG M!4U03+@2]5QWXS(N4*D"*F!*=.^E?] M $S^[5ZJ&W!\,PJF$PQW-$..V=3@$/S6_G,4RP%O2J2%,7'F]D+WXP(!3H;O9RS#%QZ9%GI M^B=1,>5N]&HIM=W<;SY,L36F!,"O5_Q#"41$*CD)2QE%.>*[\!"Y (_>KIV MBTQS-7;15H*,+9:F@RC,0MH._3QJ5,X[KD7^3(V^#(B8,"GM2:<&'-D5KB= MXJ9^/@BZWIVZK?+#C!1AGL8(I['Z'ZK\$Y*($%%)BKTM T^[VP?+RI@=_M[4RG.&:$DI CFM ,X3B)E%C2$$5IGN4Q88EDH-3$$80);OEEU4SO-U#A-_I^_M0^PO,V]ORY6K=U$LU?-/&L MPQBK) P+$F>(Q5&"<,9,%.K.9+;E8OG&[SGJ4L++#E.(Q3F9D99S'0## MM4!YAD.2ABP1S&K@KSL*8ZOB37QR!^$.1V'Q3 MUK3;Y2*IVZK^3IX:?9.7 65 "Z =2^V=OIZ?(I#U//'S7ZV!1MV =G5Z>$6 MW;E'1*H/&WQ.KJ28KY5=XW/OO"MSO"VA:R,P\49Z5P8=KZ=W/LE' UOST[M^ M7G];KN;_+?@L"L-0Z D0HHPHPGE1(((Q05CD),MHSF),W=O6#L&-'A?9MN\$ M3}ONK'9-XF8KXA897ZUL1SS5B[UI$N5(9HD>NQ121"*1(A'GJ60DE!*SF4*4 M+J?G:A>L?3YUF)?KI4DUB]&8:J?F_3$*IM*/>@%;',^#/5;_WSD:1^GZ.P+V MAKU^YPCO[_ [^Y,#-CI%Q{(27P73R[1>/SR+.^V5;\WTK/U;*_;;0"^Y8>)FOG3JV{JBR-W^AN2%AR^2*_\0+> 7W%;?F:LBW:Y8T-M"\AL;XRI0:#1/>\QL@]$\KAMX"0\N'YG&&'I[IU[VV&XP+YVTZ6\M+KZ7#T] MKV=YB+&,BAC%D=8E&0\114F",)$9C0M)8KNQ)!.P1E8@1TI(XPY^,-<(+KL M! [6CKQL\(^)"3Z,#.OCLEPV >0/^V.$VIWQ(B%13#,DBQ0K)9:6 MB(1YAEB4A7',,"FRR':O5@^P-?3D05)_NUW=D=6Z_9?&B]5KI76_ MR7Z/2%C@DM(T1GD6*;FE(D*$R0P13) ("2Y)$N;WQ 00^MC"[M]W[,]YG'L 0V9$+CH.4VJXIMSFJN6CJ>1ZAJOM="/T&HO%YXJ+/_ZW M>)T5.!-8J5^E<]-"64UE@H@4$K%4Y")*$YK%5KN:SD*8QEYJ@08&:J# 0BVE M0[!8VD@74.MD'=2AF'7G2'F HOH\,2);.$S!!U;0><>= OA_B JH4ZKO@U M?YQ7<]VAL)Z_B#9@\-,3EPQ',E4>2BADA##6AD\:9GHLNN2-++EZT\D/U]=W MFTAY]T=K7\=AP9!^L?7//"W"PXBP,1MA$;D^J4WVG&Q?&3E678D]JMQ@"\Y22^ M=V+Y12RO7Q[,?@BS]"Q>D?F"%F-7#,;(*K]X5\4?^W66:YOS6D12?0^(K MLX9X9"7.OM@#EV5_G(*M0W-KD+=>_:4$FU#Y($X6[UR04'5M^5^O5$W(;4O MR[4X-9ZFY*5(XR)$41$7"(=)AHA,4H2+)$IC(3,1%>":*AO(D^0A' JDK+AF M9W&/P@M@"*T)? (\SK6=,G\]R*"NXTU=$0=AQLB@*=("OO:C7C&F57]^15^T(M:/_:;$3Q+,LH+V09(I$0W;ZA_'):$()X+'F1%4E*(!!S[H;&R'IC@T+PU.#0 MA/7:X=NBG5Q^ZM=AZXF9YF.N584P9K05JU9(.MO)&Z50BCAE>O@DZ#NRYFF?3}X\-_+7__J7J:WU0U5_\.C3KTGS*VSM' @_OY MH^D-5B@$/WVY^ZQG[]5SQ82>'BDH-X9]%'^,@.F-01Z,$'.PH]7)-1DX>C+/ MQ([$KF-B^8:,Y=%8-=NU(.VNGT04C)G> M$W\.[,B"VJL,_T16P8M&QG1=_?+SA^!)K)KNJXNZN,^R.*917F0D19)0/2*5 M2$3TMA89QYDHRIB((KRD1=X'D_VTRD_.6CLEZI]=,*UZU*^A4-"%C0T2S4P4 MW>C6-++F-U3P_1/A!1K}>_M*9E0X(MX RRPR*&XY,3P#!.#Q/&B.#84NH6Q!D\?,HXCBVA>Z$C3,5'3P;/Z.A:.CU- MQ?Q#4VPRN*Z]=S]_$XO%I@.#FDD22Q1$N$488&58B_B"%$6<2+T1E*[H+3 MQX\=X&^:T0Q$U]D$>]SH5X^7TPB,YD/(<^BS.T7%/14UV>\=-W&%WBI3C]K]3 M3[F*D5XEO%+^O1%=$U"ZT3GUU>O-DHM9$9.8I1E%C&"!<"@*5.KI F%4RJ2D M4N; <*BYO"6\.0=M#X.]?)P,F!C6(!!H3J/SUL]%6(+TQQTE"+ ^*+@^!:47N! M)/>?/[%H6Q%[+.MVK\%C(_X?/[H3WP)SZP,] M8(6=C^U. ($R(&ES]#4_18*W@0*]PR>N&C]%V'%I^,FG',5IKGP\.6>D6K?.MF7H I]XE,Q=U9Q$7#2-2)D3/XY=*S/($(%1G-$2>AD)(R25)N-5T.!G9L\7M^_M?"3*3-(,T'? X!#N$@@U&0+FTXZFEO'KG%%".^SDS5CL)B&I?HF\'=%J5 &+$ MD;J O0UW26^4Q7'N]$L0X37F2Y5FL)W%G$BLED8:(%CA&+ Y)CM,D8H65X7IX M\-C%!MJ5TK" ?N0> [<,.HRM%,'&U) ;D_)W"'W,G+V5MH,G?N%/I=O^WDWSM6 MX^S;&-IL^:/=Q:6"N^0H2P+8X0+GB.*L502$H67_G<-)>:\/AG5$8!I-R!UZ-4,D"9H13O,@>RF2A)##AW2@3_6&W:_X3F:J_M0M1,]8(VL M-33DS=;-IK@>W*7 -Q'LMN]CE]UU[XD),$W00_\(PHM2/1TZ_=!FO3:MR#Y M\-ZW> <6Q>LTL4MY4.!=9F6=)GB">,HIP&0M4)DJH>5ZF69*51-)DMEZNR<). MBO=.!\GM%H9][D*_LBT#)P[[XO=Y82>BSA3"A'*S8;T%Y+%@ZA3^OJJ,]LZ> MMA3I%%E'=4,G'[HP.7,K;TC]!=-B^7N]=>Z2E)5E(7,D9*(\8(G5Y4@E1SDI MU=4H,$\8]+6W#}ADB9NE##3PP$"W<0CA? /F=2[DAFN6!\P(J[1/#X6^DT"G M0+U-2JB'Z+,)HKYW?'0'MV:<*'(>131%,B7*ZI4)0X11BEA!2Y83EL@2U&JV M"LC(GW0:GE)TRG(MKV45)BT'E Y@B',1\\HC:)O8;KV$=G?!.K%6&TKR^M/ MRJ57.0^]3>BM[#>F(6A!LPI5V1$TCA!(4YRA+."(*JL5MTLP3E\! U9Y-#< M. S9ZK=[<:_C=QM$_A+HK[/,Y7*P-]4L207*\C!S+27,#Z_FEA?2F 8X+0JP9H!1PK"_DU'FUS7_']_6//? J6WI_G7W2(N-_M&?QS:T8*UQ__$"LVKW6MR9=G<{6EN*21R#.4)$PBS&F!RJCD**VR/"EBP7)) M88,IO.,(D2VG&18=B!=L8?,^;2Q]A;=D-]#!Z+14[8\IWF$;T-?3K5<:Y:N@ M1? HJZ*!]%32(>_1.QN*I+Y?&.W[3^D%CL??(>1H-D)OZUIWUGROEO#WO*CU# MS*2,2HQ27BB'BQ48E3*C2/!L-],,_M@ATBM5M9["F.V>G%"_D U&R'++AW8@%84? 40Z4G5G((PJ,+H(?%0W/L>O7?PB MC]Y%N'YG&&\I[IU[VVXBX

*E^Q8Y1641,81CPLLI4KXOAR58 M#B&,+)/-3KME$_;4;NR3>O ;J<6>K>NP\F^/2Y;)CDMH!_JG385B \QCG>$@ M*3[W\^V=/_TNOE/DG=R{=_+!"]*D=#BP3X^.2?YXFC>%1LU>F5F91&E4) *E MH<1*7&F)RK"DB-,DR6F91TD"FE'C#;.1!7X'3L>A%#R';*B7#P!(@$[-ULES MGIV/YSQ73K M.__^>?UEN?ZG6-^1.9_)(A)8Z#H]O6<'| |)$A60YBG!$""X)BV""U!,PV$'-MU@XR>[2>5DNE+)7?!H+-I>O;7DWV!+YBA=HIQ##9!TXO-;N@N"L$&AX ^KP.% M1? JUH'&P^<$,!CEWH. 68*=>.X8C!G'H\" {SO$*QG>5U=575WS?]4_OI"_ M>@UK.#OW_MC1BH>'E>F\4%=R59O[?!M%JX-VH6&@A[L"8A?G6&$1NO#)6#D MPIH!GANUADAU"V&<.W2Z",8 67L!C*%GG=O8F^+^Y=U?,W)7M\O.WF!-G7= MY):CLLRED#G*$IXAS*)"W>TZQ%%F69PEF4BQG*V72H'8W>U ^")WV(!S^@/ MY?'WTOC@EG80Q^TN_Q'Y"-,1FH6;MBB-RU^"ZRXONSG!%B'O=0" O/#7Q Z" M/G4'NPMK3K2O.QWC,#A4N3S7;/U,%HM7;77\VLS\^$D0'2X')SHLCQO9D-B/ M";3H&)LX>*G_VLX%:G$"S/2T9-6P93$"EX"_!(!! (Z1,@/2[#=BTA#'=.$T8 MT7O#,X&ONIDJQP/W9C2.E+U!!:*,[O43 ":}NL\3>'@[-M]SP)OX!_K=?5PX?UR1$.UY42]=TD!Y@3#SYXY$OY5U&O=4,^8+K> ^>DE.O+W M:S.6Y&"0B? V=#>?N\.T]*F-A(N^1IYXC"LY,Y\HD!!1QRW5!M M=[+/@*0'& O^$ <CWL/7U\CIVM!IYTKO$7(T/'K_;UV76*-[R1W(II[< M0 XT:.BBR-/LL;F3UR >L%=!ZBV!5?7 5WR\6V*?,\ M!(F79@Z2?+P_<_B5]S8-WMA<]>=-]0U-&(DY2Y_K%8FLJ-O;K\G/,XYF&& M2$H3A%D8JC^Q&$52N1493D3.$\C5<1;2R+!>PT5;P*T>@&G[\TRR4\}>2(?!MTY-4C]#,,$B:)R5U"LZD6F60W$,U,/R"8^=]NRG\?GG-E,)8B;NV#/5._0S6 MUY51(Z82=59BEB921@BG];(!65BD49RK(DPACGI4C89]:QG2C; [?Z@>_/ M,H9)M_=27 !C[83?,[/<.O-;"3=38M%[<'C*(7!FF?1QD&KQ+'TR_KW9]-M>\#3]NV#&7+4P _P=$ZT*9'}XFHAP"W6>6"RI214"(:A>. ,4M.L$&GX_FRK3+4K;/M:(!2U6@4+K*KA^ MU/]FGZ4'<[-?{L=F)$P3C,-#4#+>E1E.N7@PL,E2\:YLZ&;BG<]PS40^/LZ; M_@\]0G!9Z7((43&EQV8ESP0E68RBE8(1T)Y(+F4*$W2LBAPJ/Z>PC*19V&- MGHG<0C;V,NO"AJ8BSS/,-A7IA0W05.0^!VZL.."0;!RDS5NR\3RDB9.-@R0? M)QN'7_&9;&P"& K49Y/DG+\({7'43=9Y5A2,9&59HCA/4X3+'*$<4QQ))ED41 M#?-,8M!62P<<1A9_T\]P(DOA(WG4S]M+\D#>...>TMFF:CK9G%&+%2[@Q*AI ME7X,WD&&Q(1+LW]BJO?T;U8/%L3#7(0>@ES\@).GSB9J=]+4->>[W_0T6A? MD+J^E? \P^_W6MZNO>E-V,_]JAG%,6"@)IL$!8L1J6^TB6C88)3$L51##+: MS\,:VVC7D+7OVL)6+ H,=,>E 7U\+*)(TC22 M&)3//P8QLA@W /4/^/OG>EZ)&K!_I@G=M)Z&:4P(=T1N8/FN:)UF"Q?_>_' M *9M<3]+X%$7^_DG/5ZL'_\0*S:OQ=UJK@=NMWJ9MW],1[,X2PJ*;80DSS#" MA9"(9)BC3%W!-D+QG@L3N:"Q!)XW'Q_@LWAE]P6_MD MHZ=[7,*;)EJL.H\4V\?\AFCNX0O8U[_@SB\O6%@RR8KD\'Z,#=EIMLU3;=F MT[*D'/I.DK)M[>>WU5>ALY5SL\#]RI);;?Y5#_ZH? U07]N>U>*QG5(I2[_5! M89Y1O?,G0I12C@0512H+G$V;#*ASPBMW86S+'A@UEZW M2)JGNEB,03G*,"(!P9$H _C]YO:Z=$W^U+ -.A;?"2P\aV%F92L4E_<)E76 MH[#4U4(F/ \1QEHKRHX1H#=_JX4<%76RP>=T4FGUX%KKS_O[WY2PI4U9(]*L M$*G>&EPB$K(2\3PK9!Q&11(QB/H&PA]90:N?<@8J5+1*@P,YFNF@$-"B./XUS<6.%KU@L0^K2#8-Q8A1XFN>V.%)D5V*S:2*S1/K#A6= MKV-ABH^+^>QCM5:Z})IS]2NM,]0?;U?WR]^K69QF,HI293ZI/R$<2XZ*,B:(MJ{8I$R>"K96' M!4D]66[=1,+U!]V*J#OSGVH*HC:C:,')HV.,F[8$97>_B9B%*8XC/3XJ M4F(H"E3&0]!(,BV)<9@D.=RL0EX9%L8+JX,*X52D-W N>DD^[4CTO^+H-BZWK7$7_\QKV>8\2@*688XHTIF99JC4C>@ M$1RG99*4>N@;R \X C&R]&J G6D5P6\:)C",>X(OEK;Z1=3"!!5(*-S0/N+ M+]OY&,"TYO!9 H\LW/-/,M:!LV^"/R^4P7RZQK.SQ*^^9NOYB[/N[\T(^.T5 MDA7]^A1I@:C@>C9CKB[7-".Z!23F85B*1(2@LO"+41K;9V\1U/G79H=F.WYA M@PVP7/SR3V"G$Z9EK%<7_JIE\=66Q\JI-YLFQJDN]\8I7\7FER,T;>VY-P8> ME:+[.EQ,H?ZHD+OR+#*0/B@ 7%1<39Z,*V[G3]*,AER$)(DO\N'S$UB!V: MH[C,,D&B!&=ANIG,<6^O(.TQL)+7 _J $<]W!]^%5PH:24Z[U0.GOZO6Z;>Q&K M]5P+Z-,&6Y=UP@!FV^E S[QSF]:QY4AS>VRQ,!GFIE^_@XC'41UQVG-ZK`!M/.VH#C!#CD9UP$^8>#IHJPLW-43;P6)F.O7G:KV:5_6@X4W({-7+O,]^UGWE+2%,N] XF23KP.:VG2$)0?@?]D>-| M!&_3(UU@.VY>6)C?L;K93N)]ML;68I;D*2="1BC%<;)LW#Q)*$1BI7QR\M4 M2"8*R)5A!W:2K+Q9LZUW0NXTBVC [L/)UQDF4T $:M._ :=I M^-LEN7M+<(V7RN>+9_5;NH@[,.%EFDA4]_#K2))0Y37,4LTQ/6)0Q*M-8N5T%+I,\3!(L8]C<5C@'+AG-ZH,' M=G>>|Y>%7GTG%AJOE4%%G]>;G<9W0Q._0Q).$C\&=<'U*]CTX_Y#(MQ,RF M4#:(28]:CPGIOC6RMC@Q/N-OD!DA>P3VB\QEM,'DY=14$%^YW_-T. X!V3MJ MPND? ITC8'_MQ\HF1@H3U@%^YOWO@'T+W%PI^K:P\B#VVA!GRN\K! F524/T MZIF"Q:C($H(B'A6L2--42E"=]H2XCRSNW>TSE_0\3_DU/<4+W^8;^0\;UK9Q MP|-M,U?!AJB@I>J@:7O"(*+_CS%5+-$CYN\KI.C_DX CBR.@ #?:[EZ>#DI8 M+.VVHQ=\UN6*0<%+K85;+E>/1/T*@EV7P55@<+$WY8[)'K;F+J(8IAE/$##M& ME4TO54[FW?%IDUEX9QEG&GGG'W*L=5"'G]63Q[9Q%_IG2\'W?T&_E3[0<[^ MB[34S;5-_$ M^\739L^K. MB]XW>\$!<,7TX87S^G:E=-_JXZIZJ._X;,5%X,M:__??ZJR?33T^_5'@U:*.M\>9EQ? ^Y@FDJ#Z!&5EV[3H'EJK5O/)5I82K-O.9]+RZ?5&LENOFP=]U!/JK M0 O!6N$S)8/[XB?5L3=ZG91Z0D\#LM=P/C[3L,J,^ O!=..#4\>SFO3(6R>] MZ0/^9(K4{[.ZFM7GL:Y#;#[-%^++<[,B7D_BHBQ"(HT$PED6(9*7,>(Q38LX MQ(1JX5/IPX?V\AKIKAH>$$#$#JLIL.'?L5T*75 2\N>,(>A-,<47#"-IG/8 MQ&-HCLDXGC]SXAG'6?"D_J-WLZE_;/7^0A,:\#6U.@7!@M&D1:#6/(X3S0]"2 M9AG*X$?)+--=5:#6^/.@1A8G#;%9!ZC_T(*M--6BAV-V42_?(>GC,+X'/7 M!ZGS-5S]/*!)D2@/$GPT)GWX#]NL?=-IUCYH309&QWMX9QG-]L,/8/1Y MPXC#OFQ_]C6 /E\1W1Y(TT9@ATD^BIA:O ^W/C\LF0FC?IK7C"RT _5)_9=: M&;DDH85,D"B4+.. <9JB((HX*=4F++*8X%%9UC#TPQHX*M%"#!FSC'!K]C;O M.>X,F[X>: ;ZV7!R09;P $%.!O&Y,R>SBP>(ZIK'0X]>.!VU_<>/\TI$LS!A M*$4Y$B5*NASV+ J,B2U,4%09+!DH0YLQOVW ME&E=S.S"T_4.@80>WE66:H)]/ MMA[HA=0[N:)PPMVGI9XB[(}Y]7NGOLW$U%.$G9V9>O)A'X,7OY!'T2ZZ9$5* ME?<:H20F! <(4"U04.8Y8{HDR'#/'(?O[@#-/;=N#^;\"K0D!WW@I[EE9UQ MZX,#P)O2C?@+!S0>4S;*F,8.F#<P0+?K!2N&OLSA,X71E_C<0.]2N3'1H MM<7ZA7W&65SP(DD1*VFL'"_"$65*Z1.9R02'HLQ+"5'U_>!&UMH&.$S3#K#'M3FGZ(QJF_]H1D0W@[N)"L;4.V/[TE!V-GE3. +!)M8<=X8>*P/(M?[O\[L7J M46^[J=8KPM:S A.6ZY0])CQ'.&%*KFDF45QDE)_D6OP/.V8F\7W[Q/[LKK[[ECV-G]I"#08J4TS/M[JS4;4S^ M_9)Z=+>[]6"Q2<6[EPR2D5CUE;K(*M;++#C:84K;TO(Z@ZAK*52;@EBZ]4+GI;[,/BCVF4 MAGG(,/*%ZMN8%QEB<9+6'1RS)&.12$#WY>:.L.-'=525EZ&4PL$,]7X1FWME M]@5GR5L;F'S^2L8'J2TS3UH?E=*<0]?[&?GASAJ,8$:CV,=7-,]\;XJ$KU?\ MBF[$(XDQC0(2(;&F*L9QF")"6832(B-I(0\GP5J-VP8@GOB.DR^<$;(]*-DFE9? MFU;4W2@.F@:I'] 0^8$0* Y#@C(J-59$."M2%C(N(H.62H,$M7ZY9S=_,@V3 MJHH($"$U1GQ& <+2EN>OGWI(=[O=D%A@=@V8S)MI+9_YPZ!CW:@HG=S.5!F_M?CAD /AT..1\S##M&X/K?5&T+;4K& =F%! 96'*V@,@XI,. R,23#B_"KK;B M,>!YX=. H2!-&(IS)E!6) *Q#+. (A"R,>0@9ZZ-+&*2$!D(=_^.M1ZG'U5%'K\D6,2BX*E!(E"_EXQC3C*<)9*%RSF..-9 MP=.L__KN;5SE0\7L"KHMEZV>X@=75AK!/3# MOL.;[V-[S/?-21?;@<(Q7P_;(0;@=P,WC9NYGZ? U8;$2-QOQK#,R;?AF=SM% M2]/K&:-6>5\4 U[-@26'>1JBD=,!LNQLCO,TM$/G6>-IFP;QP325^H&J5HS/ M[<_^,M\L7J2*(V%$82F), IRORD[HN0(IHF4O0QSX;\#,*TR,\? KF,"FNOP M4OY5\&T3;;F[_^QU3-BP:XR^Q#F&BVOYFELFO9.[#^?^-/Q>[.3O9!"0. ^DY MM2>,&'L#!L,Y M6S",ZB #_R;_<^T.73T^;Z+!4SE\;W8C X *.=[D#NIXD M7-8A/4^27Z_$>EL=.0[/Z^U(11 *M-VD!6! ..U%F4!,H@FL1K90.5548. M30(I#(:F'W8;35"Y;0]2TN(1$YQ%61Q)27>5)(=YA%B"V,O0;IS!2#(N PX73;.WFJ? Y@P\GXI@Y"K&G_R;#$?]B M,8U+G"YD,&!4K*6YL:7+Y7?UPP':!?UO.]X?[JYOO8YJ,S#@+#-@0 +3-L#Y MX&%;P'FX85-'1Z&9C1[M7W*^^:.CD%X-(1U_TB ;A__YL*Z74)))LU<'U/$B)\@2G*2 MYD'(> QJK*A!T_7!U7#@B8:%]NZMM:XC5GG#@$=K=F#6KXXP]>Q=RR("'F^M M=%K]M7#:!CXU PYZ]@#P6C)A=2C.:K0"1'!LID)>/;=*Y+9L(F2_B\W7-;]I M+LK$09K[;]]/'^X>:P9:,Q&3*$\%RC")I=NC3!\9X3R. M18YH$!+5\9JSJ]X J#[-&WH4IGB5_ U]D/K[5-\NO5- M#.4 "9#0(05D<88P-MFF 4JS^(H 05M,A#%F8AY5K>@GO1QZJW)ZNZ@$.'0XQ*9USU;&$&1MR@<+55 M3P?J'F,$LWS\PEN7?]AHXNO0L*]@@#KM\K6?- K@[>TT59M[UJB,N5X==AG\7 MM-J6@M_*DU;=O*F8_HI_7*_*[J^_T6I1-5ZF'V NTBA#?L(IBM64%RKEC9*<_M%P!.H@076L-JK7/F6-T5GTW_.M5SJ:5>W\H=LF-V#6#OZ^C=_? P0F<.V&TOB M!GO[UD5C R=6WQ]>L?KYU<1X[^?8)F&VPE[FTG,9+U6*COO=5D:%2?!72A7D1 M31^##^NJ^B@VM\4#_?NQR%.<\(A(AX,%*.;2]B&<%(AFU!=^RGTL0#T @?1= M1U#WW'01G4-^O$7-$&R3A$I8;RMT*#=@8/9 9$V;#?)3Y&49YAGE1A$S04"N6/$7(2[3D.[BH-Z.N-=0AP[0'!#6]#V(M+1'-@Q3] 93.->AG3%(?0)0B*N1?L4])'/$"IX%6H-R(NNM(MI3?@?6O\Y^=UVZ[%0QY3K)DW<('()7^^8=295V){0L>&U M?+1-3NHTH4;6![Q<>#4W]LYE(R%8.]YAM&<]Q8W$K/0N@H(WL"2T"L]D7$+B']@;H/8O]C_L&O{$R-+ M"8T0PR1",8\Y(EE!$>-1$/H!23$US(WN(^=:_W?$CW.:M9H%FWDHPX%IM^T_?,KUEZ\:FU\M^7BTVU:?[SZU_RP(6 M\X105(2)0#'F,/_M%XNWZ]+U5'HD0981-PG",=,1I76 C%&:0H3G8:D:$,+] M!*+@0/J.5;[CQONYX^<7=:=PR-(_VEH:V,X %;/>7N%0>+#= R W\OBR&M9 MLKBC& K+TAX#I3[KKE,HFN-]R'09^ 7"]=\BWVX6+^(=W8BG=? D=TNB@]V77 M@?2.IM<1!30ZZ$<[?05P-E*8D!]BM-KP8!2-D3/?O^)LWOLHH$-W??Q!PV$] MU;OENA(/:S6IY&I1Y>WL=M# (GH$U'.N2(@$1>FZ/XD#^CVW=!E2RLGA9\"U=>J-R@8_PF0!M/LAG:.%YQ_E,P#L9 MZC/UO)EYK68P,9 SEL&S_[$S&OBSZ3$7[^C,13O,XH^ZS?7-JIDHO:MH"1X3)H6;A SY+.(H MCN4?A.,8<2(BGN=9P"@%M_-WP*AC%=^-KFGZ@=H,K$7Q81!IW\7 MGTPS]/4&/@0P:';^?*+=9_QC]QGOVL^XK_:S/!\W H8QMS@IPP>;\DP,<"KMW MCH!+>L;QB/6S4/4 -1,?U{]4DFO+ ^M.X"(,/)8A'JN5&3P-$29"@(N9IEG*> M!@4HEW^4FOM8@RI'VQ'W.NK /@AZDM,.*-B1!W!\KEW,E@771E>AUME6#8#-ZS MUR\!!+=>@&"$U#MS@&G8/9?_&B\9=F]M6Y_K"_S-VP7I,A\H8NEJBE^ORY5 M#L.]JC:N"\Y*O!-M({{2(PY1BQ+%4_C@I!**A]+<2DI+<3XHDBK+'53W/@C\ M&KK"V-#2!]+HPPDSVKIQ)__]*U?7-7:5N/-/R+ [&IYP%5.UZ S5V!LM;,.%R(MSJR@H65$W::VK'B*HK=GX,+,,8>*=8D4>Q9;P)I)PE8[6"#U>5O#FHGFI$VL MX3*&XU365?5NO5+U!&*5RS4_[)+T*,FSW,]"1%A.4)Q'&%$_BQ .\H+A%*>4 MP>:F#))R;(HHPMXKRF=D-HX(3&\OL2,&V+9A*@'X)<)+9FFPP3FG>(223@ MDVDETV_8Z+OUO=B*R23.0 M5OS=O2!!(,[7W9>43E^1M=??CP,[(EI?!&M M0(8&4$S0@H*>HXB,HIW]*\X6YAP%=!C?"]P2)<.I2XU*}??^K^1?ZA;@5^ M_>F_4$L#!!0 (,,P"%DJW*S*(7<)NE!0 5 ,V-G;BTR,#(T,#8S M,%]PEVLU+U9&7IZUMW7V-JZ9)=I:@K*:NZYP46 MBX>$*1)0 : RU;_^>@#<"9(@$(_/0- M%\OI?/9O?^)_9G_Z"6=IG]>SS__VI]\^O0;WI__Y[_C?_SK_P7PG[]\>/O3 MRWDZ.\79ZJ<7"PPKS#_]/EU]^6GU!7_ZVWSQ]^FW\-/D[ ]\4IP+^O_]F+ M^=?OB^GG+ZN?!!/JX,7OUW\BTF69;0!"I,&E'4<8N0.DB@8LTX]I_#_?/Z7 MX(TR(F<0VD50P7APRD;@R*(MC)6">?W0D^GL[_]2_XAAB3\1>[/E^MM_^].7 MU>KKO_S\\^^___[G/^+BY,_SQ>>?!6/RYXM/_^G\XW_<^?SO?W; MRX\N!JL^2(_E/__GKV_IB]X&F Z6Z[*'+-47+*?_LES_\.T\A=5:ZH_2]=.] MGZC?P<7'H/X(N^#)__S',O_IW__'3S]MQ+&8G^.'+#_5OW_[:,;&*S-.5^&/ M^6Q^^OW/;?[Z<_W,SR_FA FB=OVO5]^_XK_]:3D]_7]"%S_[LL#R,W^:I\S MJ[&IE1K+ZSO]!\P]_OGKUUP4N"2]K5M_2#\[_?7W+7F3@'RN<9=QP=_&2DWFZ M\.&3*MOYY,\\"1%/UC^=T&LFZZ<>Q>5]$=)8@3!SV4+P:(>35",)J#(T Y MYP,JDV]R7:E>$MEK52PQ_?GS_-O/].":?JR3J%VN1K,5QYW4,T>Q'}\7:^T2? MG80275+60"Z^@'}"@G-%@]+,,11F4E(D=1/;UM]VD^KI*CQ;H_DBXX*,Q\7K MPB+=4>}-V)Y_XN>O84$/@O1E>G(IX[*8G[,0U6K>0'(;M1"Y?_)\"ZX6&!^_MN]"O3[!_PZ7ZPF/#C%/#=@A2?"22K@=.9@ M S(T5B?K8Q/EWWKQ3C@0_>/@$'EV HGWN)C.\ZM9?DG,\"1ZX[WP"5!J"RH9 M PY} %EL,85[89EM H@;K]T)#K)_..PORT[\&D19LMI%?YIH)U0Q5B)D#AS MH)@6$'-)8#!+#%8%[GB,W>"A.H?$@=)=&%14O)JMIJOOKZD,@93@YB,0X,1=\RV"0R M9H"4Y1\S;P\+E!U^_$U1<[U!I(=1NO*4,Z@ZHW*F!EXG2G03+HD M6AG4P8?>5 KA*8UW*IF"67I PDC2UMY..$+W64!AR)4NQV3[T M\>!Y-PEJ!MGZ%FBL0,5TH$QNFKDQLZ14_,43]'F'8H '9SC?,41@?PNK\=7^,B252&ZPPA*T+CRL(/EJP MRFEC^-GF^XB/.61V5;Q33Q9,"](^]H}4DQEP4"-MDP&BTPEC=C']AZYF[GU>MI6:;@*UU@:IC?Q[L$1;F>\&$N'FZ'G>67\QGU9/#6;JLT+IAQ10+ M,=2Y8Z7V3]%H$[1B$4U_E_^.9=FK//I^] M">-J-X:B(@=E"[F&143(SD1E$P;.6P/F-@UC5Q<-@I:#!-T%5#XM,"S/%M_7 M/&S8V7 BO1+DY2>04A'HN:-=V&H..@7)&8D)9>O;M_?1,JXW/1!TF@C^Z1#R M&PC-\'.=%?^I7<%0SNM2O7#R/DSSF]F+\'5*_OHD'1YC-AH0ZZBU%&OVH7@0 MI'U=8E2*<_~O)V4<7W1@5+4@0NP=.#E*%9V=GIU42*XS6;5)W0*_XA9_89U MC-\IOITOE^]P=5P^A3\FP2KMB0[@6;77:98,]"V;"PK%!0XR4/S,NGD3BN MCST4V@944P:YWJ0JJS1I73X(@= M=4X/LB)YG4;=&'B/4S7.5->!L=98&1W ZZZ@)KD8JZ,00(N$U2'&"4*0$6PV M-B1+'D!AC>%TEXIQAKT.#)\#A=U!EO*Q/,F$*VXD1:.@I4501@L(GF*-(GV(M%E7*?L!BI*TTC6N)GCOO?;A:FL%LC-96[]=*^8*K:2+O^@9'K?IH"UY^R I8-WD9&=HI"OWI>5'$(6&2+%<3'6^"AD,0XA)2=!16/!%YE D,%6IM88-R^VW(VRL1.?C9'S< JT MB7?HZ\+YN;Y?*.'$4ZN:H)-2!?]?.!CKH4X-L5Z+4<_V'&\ M%, VU(R=21T!5'NHH5- 76_$GT,(JH9&R5D*C6Q@$) ST#8Z9@W]58;=&_<; M?S!@>G4$:.VKD [P=>W@ZMX-7H? <6#;U+*OV_&71@^&"U+P.9.76-0L[MD#5V8G5@G+563%]8N[//%U#9 M5'"CS9]XN,G^O/?5^\^?3Q^??S^U8>C3V_HMT?OZ$,_OO_PZB_T M#][]=7;XX_M1E,\X96#IO#W9;U]2G]3" [&N9[]3(7&);5%*L4X]0,MU[?!M(29?H##IDXV1=^Z%=P323S\O/O\=9]]/Z-]XEJ.]'QPK/T! I-DQ#$!T[0> MN7(\|_9%\-ZX'"T68?9S\71'/E)&5I@DL> M;&TTK))B$*SV-2=LE7.J=S:'=M*2"1."Z^ M&H#B=M7@@'KJ (OYB?TTWGM!_$-K_%ZSHVJ5ER* (PC<6,C22X,6J!>1*N# ME$:USM0_3-'(@U:&!,.=B+*99KJXJW%I^LE=QC? TY7)B4G"*V0+>\EJ_1-P$ MKS@((Z-5QAK3W)K=I.*3H^K#-\0#!=R!,?J WW!VAJ])2O4J,?4C_S9=?7EQ MMER1.[EX]4VIC*U[M*^Q!9B=>UY[(N%/0?8^4!](+J_+27M%).YNNQ,^=<72V.]('S*1'W M9O9^,4^T3E[,E[5KH K2:P,:U2XH65+4K*4#U+53?H)8ZN=91X@'DCFO5&@'F M[OB79[%>!T#]#YR1!$^(TZ-\.IU-J_2]LWG.[,28)) (M&51D#)1W"-[P3'\@ M+6...9G6]]0>(6E<@S<,X%]IH0-0W1'2A =7&^5JL)V?]H%)$29'#CN+-=% M6KS=*[W]CCENZ> PP#E,TAW<$;IDX.KRY4QA4CSKR&9*,^HU)_(3H_7 HLM* M6.E]'LR]NB*CDTK3QH[5GF+N_"GOYK/Y32XNK*/W6$PI=8B.I2W7%0XD*$E, MKK",X)Y1M$Y0W4M,)T6D;5#31N0=;$CO<'4-^&0/BX:VWLJLHT-+8!!+\4#B M,!B,$#RV+FB_04 G!-",+*W:#NP*;OT \@_7ZQ5LUHMO%L55-TG^.;ZW57 M!YTF!.M\@!A%,1^8 SC!:0_6+):@:+78UDG,1J1W4C#:.)<,09T=6+?[V'X] M7^#T\VPSC2!]OW8V08'&^KN3C:,;S_W>V7)W/Q7U,2!-E=2352,BZ9O\(;=! MN@*,?I'(;Y4N#=(-^,D8'#FA,0.$=UQ&X_.IX\5V]"U,3RIC9,Y8AA/B.EL ML;ED_R1Q<,M(;\D"JE++CT,"QTJ$8"V74KB46/,A",,R-'+"IN,%-09F.EA" M6R1QV7 I6S184R!(004YD%I#M$&%"\2[*8(@)3O+4G]0 YG5R!:.,=M1){!W{[MS:!#&F=BD19"O;9!XN'@C2Z0@DW"61V,;7U@\O1X;OAK#4/$IL;NM I=KFAI/53#J;'#!$*5L[LKM3U\G-MAC:8&D@I_?0.O;%H+G?U3_-K-X+.6RS]$1;3- D\\L0B0BKU4" <(!2%&!U'[M)&6Q6C3OU?%$$G>+@M@/ L A]=/;=O@@>R^G)V>$_DK(<5Z%ZE0U$7")#EZ M5^]CQ^BE5E%8T;IBZLE${@;!'Z5@:E@==0#"O^'T(Q>B^XBV_9WYW5$M7C MJHN;2L^9SV)}$X&[@^U'JJH;330?A MY#W,G2^CNS=Q(V?D2!@*CX7UH&RMHU"NEE4@>JXU9ZYU0^\GDK@;^'Z4L^@2>9N-3>^V@;@VPK(;M!Z40LAML?I0S MZA;R;@B<$>[1?_QT_,)__>?X[%6%0C&\F*$UU8/=JOI(<(-WX?W.3&L=]N8 M*A)46I M9+V1RU/0Q#L#:>M8WQ#(\$9!80.SR3EAK,N#-5/81E G6-I#T_>!YF"Q=X"A*

*M6SR\(G)^&Z6Q"NSZY=8R!=20C92*2>&JJSA(KCCE.7D%K3VD;(9U@YG!%W_:8 M#I9Z!]"Y>>QP?FNDF|\5W4;'N,!IH-X' MCWCVD'4'>+F6BCUG0'+'A)4!;(Z>),(C1.'J.(S,,0:/)+'VU0@WB1BW?*8] M4@Z3<@IV9++#Q)#--$ "Z7B7EF(KH:G7!M/,I'1MK9&G?=\:I+NV4_'4"$C&+U M[O E;OY^,*

*[N,3OTP/SEY/5_\'A9YDE,6V6$$OCD+4@8B@1*6JN5J66IK2_+ M/I'$3O)">R)B_GSJZ0!]CPW&*2J18FE9:EEJYW.3P1=G@#,61$3%=?-<8XM) M18.A:U X/"%HT5-TLS?4ON)B.B<*PF+5.1^T90Q324PAHVC6Y_7<,%='X]1' MXG=<>/:MY@^>&3+8+ODYF2R0D!-;J/2(8)71H".GF7F MK>UUXSEP5)3SXF1 S70#9*NW=#X-+\GA;)>-)$$NFX)3]'N6J,?D-A> M3E?X$1??IJF. "/*/F":?YZMG[(>##,)0I),6(+$##)R/(!#24(*44AA6!2A M=:)}.)[&S9P])\]f0D<'#N5:TIMI4B_/%K1],-C:["HI=8LW!3&)TA:NK8)8M5+UQ(C4$C@O,\(PI2[]*K8N2]R!SW%3=LUON 77B+TS72^X>#AE&6GVH(@$7) M015TX+(KP(VSS@BI??-6\$^G"\A,M>8R.G/8<'XE6: ,A>H3D5$#%1.;NT9+7%H2,VT7@.0#YM[.KJ%)KKE;<#JU9*+[.C^-%CK7BP]8:5]%"4+CGR+$Q1AR!S1SK&;5PP-C"' M4%:_V_IF&;[#W}>_6DX2MX&@9"#G6.-0#!!T0G!%>OI"-2MKZ#O1MFXG0\ZMV+X/T52_^%NOMBNF?(C&*1,+R83JK0;55IVT(&{GO00?P M.T!175RNVZ7AUR18SI37Z_G.-:.@<=/[6 <1O8^,:=WX>N8N=(W<\N YT==<M31V8OIN]DZR7,,*ZEFJX%@;/":,;]'=\! M:AX[XU3)&O110*S'FTKE!%Z3$^]M$F7E)QMG1IL4=<,*U E5S &1W ,HLJ*"^4,WU >/#Q\W#M"[HY?WZ*6CJ!V9:S MSZRT%9(D8Z(6Q6MF*A8 "Y=3DQ0**-,5XKN>?H\7&N#D8^?GZ*"ID :H>G! MBZ./?WG]}OAO'V\RU"C7P=73GZW%P3T,M>]L\"(LO[P^F?]^-:0H&8$R94.N M-Z^X208\L@+&A>!"X76T\EENUOH:>"IUV>^7[QK+|K\R_??EG60V^68G*.7 MFG[;=&+"TLKH'=1>(_7D!,$IX\#:HI$6DZ$8I;T[_T0J.ZDJ/11/6_5[M(=7550!F?U,X(1)Y4(H(5CHAG+H/+3-,>D.L!LT)L/@)RC]!Q*!@-K>T'@\>G MB+X#W-RHO:F%,[_T/<$;+'V:/U6:4CHF,[F7/%$HHY(D)\$(!B%):;23@KG6 MW6N&X&/"/".'F:A.M$*H"GD)#X(;15*>G1VMW1=#MAX],D]\=? Z2?2?8N3&?]C7)_,7\A#XZWPQ0 M/UHLPNSS.BMFN\2=<-H M;?RM\5+H)^O/G+C-66QV(!2[WVKXR%4.\6)H^..:>W0JJ8E KM1 M-FX-23>0'5"=\<0FF^%+RR7+}?1KF"ZJP%\0Q.4%R'C!AGO G:"2(CVEO!8<@-<:YO+(%>MY,S;@5J=W!LI;@-,/@?83JK CR>?0PG>%Q(A"2TU??WM)V'3UO3K>A>@'2!+Z0NQP6J+?ZV J8"16=;+$O9-2]+V(VR<4OHNT/F .KL M9U-?+[MM#LS$%HXV!@[:.4$B"[3>LE1 ,7PTU@I;U"!#>}[<1,V[]?'>(;*.T M? D!XMW[D4G+G5ZTOQ5:*<4QX!=+603J&&5IE$2%S:,P/KNC0&I6[4S=RH7UW M.!U(KQUL\7[] HLJ>85R^"9?NU#:6S>F-KAY%)[-E7BHC1T(K$=ID[L_'[[75GWU/"JEQ1F] M;QKB]&1S1S#&3)))D&8JJ?:@R_>&"3X"!&REM"$*U/EC^CD]$UB;*[%+ MNWHIS'52]X*U[Q.6K)8:UT-L298LQ]HQ5()G1C%>FX;RUG6W.Q/76S.H9P)D M"U5U@,'=BUPFY!(%F.0#Q%#'.JH$3GGRE81%&UCRV+SUV.[4C8O"YR]X&7) M'SS5'[/8)45E]!#GBHMZM+/5^(V0)ZZ25+$D-H?1/TZ51VTJOXF+V]*[*K/Q$N,JXDI27$E2) -!-ID4@3GMD@/FT7D*(CGCHC$:GTABEZ7!S1!S^_;?@.KK)Z5$TDR(>5G/87\-JW.&UO'=-MAGUREU^$DY/E<;F?_XD7R9DD.6T5G+QGE3@$L@P@BW9!A%#K"EI#MP7A758)M##P;H9U=UCT;XQJD$<7QU,!%$|>3EDX/#'2U@D0OXK",4*VRP+CK>/.FT.W5= M.JG/9GK,**V+)-/NHIPXBC-5$1DD9PP4>N+-9 W&D_,M'19M6E_%V)VZ<@(UQ-_+!4C!C*[R#O?X2<9C>=QNJ61.63LJKN\KI8-Z*>Y"'4 M9Z0>RQWM4J&Y.ELI02XEZ&"T(^4U7@[/R^&X'LE@*Z5CF'2P<1QF,1(C>Z&E MAIBBH_ST2Z)BH.3V46/I*,;.@QK(S%+TB#Q1SM($6UJ7@(DF*.[)1)CF$NL;5K,SQN![M]W"ENGZ+$7CI2GWW]>K(693BY$.6K MS0^N))JMI7!#&S I$5\\4M2A> *G==!%EU\:Z.Z"UWCWC,>#(/-5=)))5YKC MQ7NRM>?'')W6NR<4+:Q;<-_.OU0XT HJ[GK]]EX9U)Z6$:\9&)(C*[?\VH>; MTNSZX1$;;!3=7^Y8>,X/HH(O(:WTQ97WA+D]79Z0[!]=\R-&NM(UH!,16"E!,FEJ40 ''MJ+/I?GE;$FL+Y2-=,E;+ ^$G*O!&[JOJ0)X05.(;S/)8!5U1(JHJ?U=%%/\U-WSD(TTO%NOCV>E!M6'R2E_3S[-IF:9Z6V(3?:&.F"5I WKPO8<=V_')K:S;/HPTLGEW7#U=T$K MB@H4 LI:KV&3!^>M %9\YE:7S-, C>'OH>;@A-Q#DOU$POSEI-9R6AX-"[7" M+C):&W= &)7=2CM-0M1E.67 M^ U/YNL;94>?%[@QJOO8J<<>VL7FV!MO?IJLO+\Z6MJ_DI+JfNKU1=1WQ<#)? MTJY^M49D+3YW64$N=;8#"QQ<,%B;=%BODD1IFB?@=B=O7.LU!)+NCE0=1E<= MV[/78;KX:S@YPU\I'B8&]

*[9BVQ_4RG;M0&8CBWT9IBNE7W/A"X^<QP"'"UZ8- MK%AP"@58);E B6@D-EZ@#]%SJ&W:]NPKA#MKM"Z$:XZ,@U(L46)#IS.V0O4 MF$7K.>(/$C2N_6F%8/H&IYT2.C8S%Y?QP_7V!*M8F:W/;65D'B>RD8VYMS7!-M):"\4Y'\[EIAKS(HB>20!]K*BK58!UL8F53CM?SE MQ_1 WI+HDBH]2%6[1Y]%4Z0,@L96+ W+HOM.\]Y2\[(/8]\ZF2%S:WCD)\L4'&IJWN)RMB7A+@92H%$RDH8,K0IAHJ%:9_IZ]^0][,CN#V]E8?9DIUWR^E9CY?,77UTB MLYDY#@ZUQ$U1>8:.D?"9RA*6JY9:MWD\%&B&LQY?,3!]+;]EBOK'#(%(@H+ MRJ&#($.L#:P$2S6Y85HGRO8D=?1D=T-4,1G;.KCV.K9_ZROW>YBVJZOZ#:S6 M72(:&:3ZX"OE7>+%*$6QN#60:H=.%9B B(,^D"P:YUU2MG6KO^V4'&IZ;C[UM&CAKY:KG16RN&.:C>ZOVTO6HB|8WNP*9+> MQR*<_\M6-F$;(8VLPN,15QF_+"07I*^$%/PJJRU$YQ,8;X1CBO.B6E?%W$3@-MX+/I6K3Y97Y":VFY>?*[^0JW@=0&SQ,W+B6X@!,W#E%"T0='=N,OX5ZOK;?6=/EOVUE-[83,XSE8(B"4,+!6%?O M[6."$P!E#Z[%10LG4TT9RK$O$+R1UA<=4AX3.5*"L+_:QR"'"4I %I6\S.M.*TQ/Z;0[8_N:G$_16TWBNH/DUC'*WAMLN[,-MZK4F_[DY1$YNU :,*O8X=)@ MK]L+7K[L Y[4JQ'K^V/KF="QDG/1:.D29!AY]%$YBDFQS@R])-)UC'GD/MM(MNPNZUD>NAU%\<"RRZ]M_N?[V:U48)CJ#AF05>2.:!>0&UXP]$)5G.JD3#6I%VMFYS=ZLN%YA.QJ\7K,,&SL3W>EPK"[,SR8T,S+7W'=UZWY,W5MSWK'&_HMTEL =(:V2Z M,KWCRCMWK$X==AZ08P2%28&/A0.FZ'E -,*V+FNYCY,#6R_=?.XU#&-$%9'1 M^N"U^8I5$*-VD'PF)X"GS%+K$NQ[B1F[*4X#'-QML-1"\%T;CUVN:0Y_[W2D M^Z=CW4,M.J(KQ4 QA3!I @-7$@/-9$">K$';.K,UW#W47\)R6B<>WGS!]\V? M5RM&U($B5C-@4M!V2S$)!*\,B!:]L12_1.83K'>C;/32G!8HN6VY!E!*\!UI M;K0;N,V+DJF:>AM$\=H-*A5%O)!39YR-9(Y,%,V'_3U$$[A-N@:"53,%= -"F MW^K K5?+U?0TK' Y44*((!T=;"@5*!T$>$M2\CYPQ1C]CK5.,]VD8-Q>6@,! MY@A=P"1\SZNMQMKW\)]*3&G*#U(72KX%0(K#*%DG'4,:O6N_E.A(W;X&HH M"]1<)1W@;-N%WNT;-GIFO(@)I*6]6F5KP7-)^W?VS@=ON6M>\;PS<>,VX1\(M,\.HI@/,T5:>L+8.6!|[3I=_?T$T3%?UTFF,MFB5+ 191!W-AN"ST5!R4@X] MU?]/G+&[7P_G"251/P=((&ESS6ESN^GVHC 2-1K.*<#(=2Y62+5.6$-0 MF2/W5F!|[54]0,ZXO>@'0E(K\7>1#>G7\GR7%Y.,'E#NIM]KLU7-[_8;I9+0)]*L%"B9>1R)@3';0 1"\=0.%>R M]6G5 &R,V\%^(.2.K>X.$']5XW.]"NCXZWD_Q3?K38*$4.^?GW-T>W19.Z$6/^#(79H=8W=I?R^GD_K82A8/MIRZ MO0Y#E*DHBL!TSA:4=PF"R,5U1(JHJ?UN%NC\F8B[9;G93\(((DR;/EC;MP5M/ M=A QJ*9^>)/53_7"](#GJN?/?]Y3U6U,#7^FFK.QD44-6#AMLTDRB+HH((]/ M!VF\#*EUSF+ WK[I"^:S$]Q,C+J,[UR+>)K3F\B-H%4((J9:XU_'"QM9[(,)MR;E+4:OF8[>>1&&W9ZQ/0NW6T^+UE46@MC5("< MEN M:R1XIP,PRT(2W(I26F>G]R"SVY/9-F <1ET=,[7;.A7NO[$^\+0A6RL.N&D^ MWB!/DIM58O80%%.U33 2\'0"+:3,B2+6Q%O7YHS78/%:=M2Q+!A%.5X[6F^X MOD3E"7#EL[-1^Q:U(>IZKW9HI/P]S='V!PW43G% M(W2[K5Y*6LN@0%LE07'Z*MID0.00K5!%.M,;6Q-3"+>+E *U?ZX :^ON6!QB3 M*58& SYXVF^%H2#7&L(V<^0.&N5C:GU39 \R^VJ_ ^ 2<[-)^L:6*.C8 .S'K@7!JO M0HR[K[JUC"PR;@VW4$2B92M# (<,H;"BI'#%!-ZZKC&B(G?O#I*8ZMZMC4U6YR^UNQ;_^Z92O& 6W//0WY,M/2EZS!%[,^9;1U2BB'1+ADF0MI8_/>_M'X,T9+Q"<'W^FQD]}>Q6\XMBE,!B$l0D BC+.3AA&,AJR M3>-34'&_*6FBB(Y-R/:62 >[KEA.S\"H;6SUYPD%)KR) M&32/W%J3:,]HW49_W&Y.5^OG%8%F_AWQ(RZ^31-N+R(Y.ED_?9 MJ+ ^)*%Q.YQM*KQV1EA*3=!0%<659GIY8$T10!)02= RLZNM;S4 9CYH?N-/44M3-]O7L>$1U<'3=LY7QNZ38G5\BBMIM_N1NW>69Y$#!2***"\V_(D8T!IKL"7H"#9I'T*04K1ND7_ M4%TQKP4)M]0&WRDHUE^.3TYHR5R:VDDGYQ6(4/@M9)(:P]1V*6&Q9%+"]f MYE=$]B.UTXZ.3\'0 Y'=8$KK82N_.FJ8K.:YLC3]1D%LJN>J4UR^^J~>W,*\ MN8)P^O5L=1Z^WM]QU/.D'>,,L(3:9[18B(D%L"[EDHV)V+Z=67,NQHWK!D;T M**KN>?.N902TY?URMIS.<+E\B:LP/=EOQ[[G4$ MWN@91,;O_34FCLOKZ8R\OFDX^4@_P9M^9LHVLWIF$5TA/S,G:)\)2@5=DF8LQ MI?V0L2:$'WR[Z>PTXN*X7):N?,3/ZQ=,=(S.KKN9B#H W=+2"2 Z5L197$J M:]YZ?[^7F%W[N=\V)V;34VTU,%&3O[fQF9"Q>_"199DJQ1*D6$HH[L$1 M4R!%(f$ZMO+AN$##N]MD!K;6QM.AY#=0FN'G&O8W=.'NJO2,%_L_$K=,*+[%,TW0U8=H$16L$>'(15+ 9G$,$INJ\,&XL;UX<]#A5XR8DQX==M8[UU@<5Z\>76Y9<[EV-N_N#:)R?"&V/0-^_K M?@C!XZ84QT?P\VF[XWADMQNZ[^H4MAK"'1"N[/FFY[V*_#"CPU]*9@FS8P8A M"U7/*7I@)S!ZX,Q;PZ33.;1VIH:[E/S 5?[CQ8LOM?G$F]GU3TQIF1.2UFFN M">Q#!HU<)M\##$[HQ-%;AB''-NHUS-%W5WB[\^8G1*HMXU3!;KZ'"#(#A)GZ>-DLO8L['7J[@&3S MRG%@<'..B)K:T0M-3E\0B6(3$40&K-49&+1 M[70#\1&5WWCIR$K?1V7S%O(,6'ACVN$RZYSRE!2K6[:F()'><. GK%/49; MS$Z#@1Y3_/67CI/4:J;XO>77079S74GRB3Z\GVV2A-;<$7"ID\3[&>$UF# ML*@MTUW[W7HJFUT"QLUN/K]W<+@6.H#0/1795_WVEK]\OS.1=U.T=\GV+->F M!^_'"»Z*H+.5-7'FR?2W+JFZCYB1 MY\R-CI/;\WN;**T#].Vf.;V=SO#-"D^7$V,=\S*2!)..M2Z5+(&,!K(VPOBH MM&:MJX4>3/2XYT[C.03/^T.X/UF1L_"Y?GA[6GG[BG?$]T7YP#M<45+#32G* M@W>IE@":3;N6W"2I4G02&O@]:P3OOM>/F=/:$RJWF12WUEL'6'QT$WMP#_LK M2:/*>7WWD$\L,\[3%D.;5Z)X,) 0@XD86-3IEC0Q0\]S#VH__'C,C:8'LT M'/2R!N+CO,?;O),)F"XNJT0YY-2.V6Z7$*5._;!@4^"0^,<29S+O4JUA + MH 7Q/Z;[T1#]SXZ7J"_S[*_(9VM%R>G6YNZ-8=L194O)Q^FV:/",()1DS3$@"="]]PJY,C5M?T%2Z08Q/WS]S<5]BGG9 M4K04,I9 M0;"]>_C1ZD58++[3^],+>B)LSHXQ76^I4>1#^V=+D=;`_-=>"DW2R*V]_YT(MZ[=\YPD8V6WX{2$]Z< ;N;ER)R8X,U%]"J4=^5*1-JR(M669Q3I%7%LC6Y?= MWJ2@V_$ AR#G_"%W)'#2GN-E"44I/5@'^?EC8<@$H<2@QNI>A+ZY.VX0NY MQQ@3$?ZCI>AX5[H_7^2]<#.H=OIVFCF6:^4E?L.3^::S_N<%/%ASY QR]9'-<MRF?;A Y%&[M<<=VP M(;!RV[UTT8'^VP]G3XNUP=)UK**D'5AT7/PPF503#/P7JO(1GJ>MQ9Z!\BY7@!!._Ff^2Q<_>03?;6D=5:3/^>U"5@"MRPA[>71 MTQ^RMI#R$H3$&+.P)>G6"<(GDC@NVAJ XG8%WH :Z@"]XW"/>>&*9^S,@%X MD1&42A8<)_\U1S1HT0636GY5[D-FE M[[8G3NZDUH956A>XI%A_D6J.YE]\?UX+=<5@^L?9E(A[,WN_F"?BM?81G:0< M@M+$163K;N0LU"Z=BHR\3@DSE\]VI_:Q-[E=&LI6.'T>)7:Q26];B9>SW\X'M+DV1LFZ81+">O Y5STBF>!]\?J0$?NY$-TKG7K[PJB?U0@G+__H4=65L)RHD"WAL'+FM6 MAZ05A:W+H1^BYU"C=++T8!,<"S\>S#[6OYJ++:XG5DMCXGMG:/W0QQ MFWB'.=13NXR\)BQIL3@=*H283;"<4536.LO;/AQ7<%F>+MMVL91;@?.X3U% M"35?E;74)=:.Q@9)GM9)<,EEL$:PH!*/NCQ3<.1X+%;R,1F5B754G4)(1"O0I2"CG99>_\TOP5C%T)D@P M(FE0O.:87+:0B] Y2&+9#A;3[$)@)_YC0X3L$T5I6K(RTK%MWMWB G$YPUAX$]\'M0(WT!*X#-I&K M!"O+VB;A96WW'D!%R$(F4 ZSGV4M))YZ_/CI@R,F[_N;$-_=D1TL!P_] 6F MA<<^2L613UIVX4Q 0@Z9OC?):"3>2:6V-AR_7[SJOM':0P?OFE;X/T7K'1_ZO%_4 MOB"K[V&6*W?K(]8#SGP>>ERK(Y^=26YTXG/QOMH#:W5T[:67:7C"FK!%9F 4 M;8-R!L&C(T^<Y>\<*!QUA;@4.+:3L.9(W*L,G4>-A3G%>,K@3/;$DK#@ M/ 5[6O#LBV7,-,][f7!6I]9M7RCL"K4]]=(\U%Z?+6;3.M.2V'D]_:-^=9"" M]QZEB-&\EKS6*%5),7(NG?FVT4('>/HUD"AG MN/A^74H7W>Y9R-YYA*(=A2>A"'\),B!WN!:,6,58^@[Y_^2,>V0R-*):Z:$#M2+VE_R]_OB_FW33;U8G489@WY!R \CZ"D#1 9^:XFZU%%UI4Q M#Y S;M)N:$BUTD,'D*K#]5:+L_7UK'61]F?ZU04O(A\1HG#P6:PG2!2[(V=]J M*5RDXA/CHK4G_QJX[9,&QI4S331 :KNE=55;E GK67D%@KC&E2DP-K5TQE4 M*) "'1M*ZRN4CU,U[DXX;I"XGVIZ!MM_+.K,8YZ%BR9F2,%G4%F1G&SQP%WD MAC%GE6OM:SU;4:<._)[ZWQ5>3U=&!]"Z,;.8B$C3M9[HZQ,\GT9[=#!?K,XG MU=[+_"3IS+1/"L1Z$FW@"5STGE.L-=8E33)N[9VUHKW3Z*-7$=1*3K#\- M;SIK%_I0M+%226"^U",\%\&IG'"%[G;,K7K/8NA'U0_1T&E(;,#:?]HB.VY4= M7XPX6(=/3:9&/_;(5H>:3R*]T<'FYE67IU"%&7+ZT$#RK Y(3.3S&:N N21* M3%(7V[K@]B8%AR5&$Y.5]:E[?=+\O8N&F@)KD,EWRF"SM,V6F3#.GVH,-*"MPCIT*F4'0.EDT#HO8NM' 4)$B'Y$$%778)BOOA:&T_&T-2%"!M2YR%17I4MI28EQD-[RA."U)/_?"_+_*Q\V&VV+$,&S_)@W\]A+^D/&/DJ<#R#1 ML9'Q'[^^?QW2NNW$.?41F928R%.76=?EPD@:T=:[C"$8^C+IM!,>[CQZW^A\ M"!0<)KW1=8\S"@Y.?EOB.1/3RQ/K@%A2A;#"VHPNU,-J(AVBM%$&G2A(>#3$ M>>0=XT,%@Z"AC3Q'A,7EH/3UQID*)BL%@K:J$):.%@&"2@T)Q/-,))<>=BD<> M&1!_ ^<*Q[4-,+W1_6?8@(NFE,F%H'4$9@O%<(R6063<@0Y6.&%]*+A3)FT7 M"(SI*AR@K-OJWD-R(RO\U^EL>GIV>DXX9RQBK\AQ2+]Y>?? 0:DL^YHM(PG%> M=KL?_8C',[QT9*7OH()Y"_F-K?CPQS7"HXT%D5!/6Q3%244,< H]>*LI7I)! M);]3P?UCBK_^TG%,?C/%[REV_+K(*V_:[:X<" F7R(D!QGJ(86P+$6F2;8S Z M"VEB:#TWXA&2QO88A\I2M=-#-[*Z>>Q0G>OC$BT-K76JGU6]$&2>@QMAD/7OKH8.R&RX>7=6=W.C\NMH]-)<#ED M9 @VN"HE3S%\4!H*1ANR$;CE,HFQ!U_3XR9W&%(:B[;C2\^WV+H:U?KZK%X'.M.8\3?MFLD-7Y>.!#6N$>]L*!:@.P.87N8"@17R,/79*0PU.U-IGH2'H1%@-$1X+ M*7MO6A=2#E&!<%/.E^VB+P3Z 6OZ,M?U?]FZ3. DO1 DF6I**MUXYJ-E.3 M **]30HC2FFD=5RW[B:U/[5C.V%[HV:777$ A77JB]WA].49OJ.E_>EW//F& MOY+7^64Y<<=HKY2R%2\S7EDF94;A$+(@)Z9C,72I;<>E[*OK2.[;T]+RP/5=8/ M!,JZX#[]/I\(S,'IZ$'78D7%.]8F(OD?12(OY(]XYO/*GTCBV&[ALT-P']7\ M:,@C*.%$ER"++.1#:TU&'Q_"S#Q ,51HO+5"A=;%RD\FOSGT:C3NA3_^3H>_)ROG1 MP#?JA1.0F&/&.=#>D5LAB@8":IYK^]=:=L)<>Z?"'%/4D:SVVH#@>RW M69XNT_QLML+\ZH\ZO_#HM'XRW#G?W3X-5'3H;=RFZ#Q'@8GV6"()05029AZ_J=I41%?WA?%=53.VM:'_?>0 MLEMRF?TD&HAZXZ/T8Y26I5$];">R+H,LWR\'H"+\[&8UJHZ'W\RN1WM#HL M.XRY1N=CYT1<>]OY^Z\F>KLM?$;.?.'"[*(^)A@-7Y%R1+ZUN744#Q*U$%G M^W>??CYVO?(F*\"F#9X,+>HZZI!9T,X(32*0^G:,X7M.]>]YP;A'6FT5?>-$ MOX5 .W#5:P^LXW*T6-1ZT'47Y5H!;EB=?941R!U$4(6"CF"CA9KM(QL;43>? MA+*5D"0TTZ_\];"[@ QU\A?;J8(A*N??**OEF'="NVR QIJG;**$#7WM#5S M"T'Y -D;YXIDO'V*X8DDCFNC&H#B=F^< 374 0!?S$_HL--(X]KO%ZT!O59 M9G+VP(MZ8L&+ R=< *%UE@X=^9NM>_X^3-'(6^"08+C3",&99O;&V3=^IK(< MNT+V RF!WEY'V+RL<\KFZU9/%\;N6\YB4:FK)&!",[6_*;_,P2*X('X)E M2<:=T+'3Z[KRD?94ZWQ0&8^-FBU1"'UNFL+)1"6+J+0&R;7#F$)@E,2N))8 M5%$,<5]#0UXG(B-./9L3W!^Z"'"('Y,:! QZL +6I2N,/AVH6NXR'%V5B\:VVV=B)L MG'JF0>'57B$=MT1^B7'5H@_RUN>T.FM]G,A&YZGU12^GRW0RKV.&KYWQN^0_M%U"\KJW5"X=@M0>C,Q?UOKV+K6MMME-RJ*VI3WVS'O)R-0,6YNN8'>;UN10T?=P<[T=C[[O*K]{B5RYF- M: 5*[RW4';3$@Z#=U5H#F#GG06')V+S4>PL=X^/E(.7>KBT[5-(=HN6\"R,* MQ5W($1"3KW!@N@0)(HW72S7MX,*5DY#O)!VOX$XN0!-FR_?A M>UU!EYU7M? B:F 1,RA&;$3K'5E>JTS PAUOO1_=I.(OL.RCVSMQ.4C0'4#E MILU=KQ\9DC"2-F3+E):+[J>G2 8[G5!(Y((K3OOWZ5BW$OEK7>B Z7<'4[> MA=.+Y>.M]"(% QH5)V^.F*%%XT &)=&I*%D<%BU7M/3DO3Q=QP]"9D^!CWV* M]>H774WDT><%7]_TL,849VES9K4\0 41('@?H)94&L$BY^D69NXYN=K^.)YP ML*_BYFVEV)T%N994XEPYKR3HK&F1N,C Z9PA"%%\3C]'TGH8[3VDC-M%8M@]M9S]Y=P",2OAQ>4$OGJXNIPEL.LO^,E\LYK]/9Y]?A*_TF]7W^6-!FCI*/BE9 MEU@BWE 9R"5QQDL213?O%O$*GHR3'L'XK8#/)1VQMZYMC%VR='F%MJ;V:N0 MOKQMT5@.95(H2EM MZZT+-7:GKJ<]LHT)&\T@S'6#N_6*>$//R-M_E"/0HHNY@8]HZ;%/0,1D$AYSK M,+CD2S6O$802)2M?F';-6V_\$$>@3U+N+D>@3Y%TAV@Y3Z=95WG0!33WZZ%Q M!FV$1(R%P7R$)D:&"\]I)T1/U_!N1Z!/$7<7H+ES,B_*SE(5(`MCAEP"AYS]#*$DT;[&XHP-O>3=4"' MEY#(W'IG.?.W#RC^?W$$>LA.=*"4N\/)]8.=S.D_QD$2U<2'L>"X1P@FQ"B+M4CD/X<2}3]+QSD>@3Q#XVGD>P{OA!>^U!L.0#%A<%7B8)L9.<^% S. MIELG%?\41Z!+=P.!Z:/D6W%%0JOOI4EPTN3,5%K$5ZO%GHQI+#!3D%/N2UU Z%6E7J9T5G"\+* 1}8-#>J'=!"(F IJ$8XP&Q3*M/:,[$$T5^J:.^+=1K.Y@U*I<'_[R4SN:^<5Q[],O9ZO?SM"-D9ICRCAP3G,0 M=ZHH08JBEZ?4(2:@0?(D;NP0H15ZMP'5,"ML%9=^EHV">N;=N^8N3=%:+/K\ M7!,XS*_/07/TY-2. ^:V7RVZ!]9 M$+N&28!*IE] MZ'4VX@L/*3V=SKYJ22X"?P61QZ=)}&7+!]T64ZW2?Y#X7103M;.6PX(LC'X MYS!N5-)9H+&RA&C*),|=T>XAIW"K34:-0]-]2K>JG:A+:(Q:H_&&S1. MIZX(:(UP9$9S2V/X'GSN*V9["]2JK?-E@;Z=.`3"H0*%^]A_U>.+B;MP=Z/)M*.T*\]'#XXC752%+(0*%EAQH3F2ZO\Z 8D$!9H2W3GFL9>XW1%L15J6"=5&$ M9FA4*E"U+Q&==$L]IK;/$(LGF^8"@R, M#C)RY3#RSB-EMGBYGY$Z MRI/"4X,=]D!29%-C)@%*"Y.&\ULC/6>6YC[Y>"OE26V]DR0P(CQ<5M2#AA) M*8#&>((X<5CFSJS_*4\>]f//#E2>/@;^"L.!JK"=I7N?RR<2X$45G*0!3*4$(M/N8&D1E@N>.!QDW*Y+^ZJ^+[;Z4*

*M+3!=20C92*2>&JJSA(KCCE.7D%K3VD;(9U@YG!%W_:8 M#I9Z!]"Y>>QP?FNDF|\5W4;'N,!IH-X' MCWCVD'4'>+F6BCUG0'+'A)4!;(Z>),(C1.'J.(S,,0:/)+'VU0@WB1BW?*8] M4@Z3<@IV9++#Q)#--$ "Z7B7EF(KH:G7!M/,I'1MK9&G?=\:I+NV4_'4"$C&+U M[O E;OY^,*

*[N,3OTP/SEY/5_\'A9YDE,6V6$$OCD+4@8B@1*6JN5J66IK2_+ M/I'$3O)">R)B_GSJZ0!]CPW&*2J18FE9:EEJYW.3P1=G@#,61$3%=?-<8XM) M18.A:U X/"%HT5-TLS?4ON)B.B<*PF+5.1^T90Q324PAHVC6Y_7<,%='X]1' MXG=<>/:MY@^>&3+8+ODYF2R0D!-;J/2(8)71H".GF7F MK>UUXSEP5)3SXF1 S70#9*NW=#X-+\GA;)>-)$$NFX)3]'N6J,?D-A> M3E?X$1??IJF. "/*/F":?YZMG[(>##,)0I),6(+$##)R/(!#24(*44AA6!2A M=:)}.)[&S9P])\]f0D<'#N5:TIMI4B_/%K1],-C:["HI=8LW!3&)TA:NK8)8M5+UQ(C4$C@O,\(PI2[]*K8N2]R!SW%3=LUON 77B+TS72^X>#AE&6GVH(@$7) M015TX+(KP(VSS@BI??-6\$^G"\A,M>8R.G/8<'XE6: ,A>H3D5$#%1.;NT9+7%H2,VT7@.0#YM[.KJ%)KKE;<#JU9*+[.C^-%CK7BP]8:5]%"4+CGR+$Q1AR!S1SK&;5PP-C"' M4%:_V_IF&;[#W}>_6DX2MX&@9"#G6.-0#!!T0G!%>OI"-2MKZ#O1MFXG0\ZMV+X/T52_^%NOMBNF?(C&*1,+R83JK0;55IVT(&{GO00?P M.T!175RNVZ7AUR18SI37Z_G.-:.@<=/[6 <1O8^,:=WX>N8N=(W<\N YT==<M31V8OIN]DZR7,,*ZEFJX%@;/":,;]'=\! M:AX[XU3)&O110*S'FTKE!%Z3$^]M$F7E)QMG1IL4=<,*U E5S &1W ,HLJ*"^4,WU >/#Q\W#M"[HY?WZ*6CJ!V9:S MSZRT%9(D8Z(6Q6MF*A8 "Y=3DQ0**-,5XKN>?H\7&N#D8^?GZ*"ID :H>G! MBZ./?WG]}OAO'V\RU"C7P=73GZW%P3T,M>]L\"(LO[P^F?]^-:0H&8$R94.N M-Z^X208\L@+&A>!"X76T\EENUOH:>"IUV>^7[QK+|K\R_??EG60V^68G*.7 MFG[;=&+"TLKH'=1>(_7D!,$IX\#:HI$6DZ$8I;T[_T0J.ZDJ/11/6_5[M(=7550!F?U,X(1)Y4(H(5CHAG+H/+3-,>D.L!LT)L/@)RC]!Q*!@-K>T'@\>G MB+X#W-RHO:F%,[_T/<$;+'V:/U6:4CHF,[F7/%$HHY(D)\$(!B%):;23@KG6 MW6N&X&/"/".'F:A.M$*H"GD)#X(;15*>G1VMW1=#MAX],D]\=? Z2?2?8N3&?]C7)_,7\A#XZWPQ0 M/UHLPNSS.BMFN\2=<-H M;?RM\5+H)^O/G+C-66QV(!2[WVKXR%4.\6)H^..:>W0JJ8E KM1 M-FX-23>0'5"=\<0FF^%+RR7+}?1KF"ZJP%\0Q.4%R'C!AGO G:"2(CVEO!8<@-<:YO+(%>MY,S;@5J=W!LI;@-,/@?83JK CR>?0PG>%Q(A"2TU??WM)V'3UO3K>A>@'2!+Z0NQP6J+?ZV J8"16=;+$O9-2]+V(VR<4OHNT/F .KL M9U-?+[MM#LS$%HXV!@[:.4$B"[3>LE1 ,7PTU@I;U"!#>}[<1,V[]?'>(;*.T M? D!XMW[D4G+G5ZTOQ5:*<4QX!=+603J&&5IE$2%S:,P/KNC0&I6[4S=RH7UW M.!U(KQUL\7[] HLJ>85R^"9?NU#:6S>F-KAY%)[-E7BHC1T(K$=ID[L_'[[75GWU/"JEQ1F] M;QKB]&1S1S#&3)))D&8JJ?:@R_>&"3X"!&REM"$*U/EC^CD]$UB;*[%+ MNWHIS'52]X*U[Q.6K)8:UT-L298LQ]HQ5()G1C%>FX;RUG6W.Q/76S.H9P)D M"U5U@,'=BUPFY!(%F.0#Q%#'.JH$3GGRE81%&UCRV+SUV.[4C8O"YR]X&7) M'SS5'[/8)45E]!#GBHMZM+/5^(V0)ZZ25+$D-H?1/TZ51VTJOXF+V]*[*K/Q$N,JXDI27$E2) -!-ID4@3GMD@/FT7D*(CGCHC$:GTABEZ7!S1!S^_;?@.KK)Z5$TDR(>5G/87\-JW.&UO'=-MAGUREU^$DY/E<;F?_XD7R9DD.6T5G+QGE3@$L@P@BW9!A%#K"EI#MP7A758)M##P;H9U=UCT;XQJD$<7QU,!%$|>3EDX/#'2U@D0OXK",4*VRP+CK>/.FT.W5= M.JG/9GK,**V+)-/NHIPXBC-5$1DD9PP4>N+-9 W&D_,M'19M6E_%V)VZ<@(UQ-_+!4C!C*[R#O?X2<9C>=QNJ61.63LJKN\KI8-Z*>Y"'4 M9Z0>RQWM4J&Y.ELI02XEZ&"T(^4U7@[/R^&X'LE@*Z5CF'2P<1QF,1(C>Z&E MAIBBH_ST2Z)BH.3V46/I*,;.@QK(S%+TB#Q1SM($6UJ7@(DF*.[)1)CF$NL;5K,SQN![M]W"ENGZ+$7CI2GWW]>K(693BY$.6K MS0^N))JMI7!#&S I$5\\4M2A> *G==!%EU\:Z.Z"UWCWC,>#(/-5=)))5YKC MQ7NRM>?'')W6NR<4+:Q;<-_.OU0XT HJ[GK]]EX9U)Z6$:\9&)(C*[?\VH>; MTNSZX1$;;!3=7^Y8>,X/HH(O(:WTQ97WA+D]79Z0[!]=\R-&NM(UH!,16"E!,FEJ40 ''MJ+/I?GE;$FL+Y2-=,E;+ ^$G*O!&[JOJ0)X05.(;S/)8!5U1(JHJ?U=%%/\U-WSD(TTO%NOCV>E!M6'R2E_3S[-IF:9Z6V(3?:&.F"5I WKPO8<=V_')K:S;/HPTLGEW7#U=T$K MB@H4 LI:KV&3!^>M %9\YE:7S-, C>'OH>;@A-Q#DOU$POSEI-9R6AX-"[7" M+C):&W= &)7=2CM-0M1E.67 M^ U/YNL;94>?%[@QJOO8J<<>VL7FV!MO?IJLO+\Z6MJ_DI+JfNKU1=1WQ<#)? MTJY^M49D+3YW64$N=;8#"QQ<,%B;=%BODD1IFB?@=B=O7.LU!)+NCE0=1E<= MV[/78;KX:S@YPU\I'B8&]

*[9BVQ_4RG;M0&8CBWT9IBNE7W/A"X^<QP"'"UZ8- MK%AP"@58);E B6@D-EZ@#]%SJ&W:]NPKA#MKM"Z$:XZ,@U(L46)#IS.V0O4 MF$7K.>(/$C2N_6F%8/H&IYT2.

MP)3&1@5GB4'0 Y&"SBA,B9P13E7KW55.EW ::[;2!4%T'VW#Z'^D[N&TFBFG MIH)#TG2Z$I[X:Q^0-5V@ C;W<'#249*%!MZ;,/[1Q/9$!Y[\(DSDRNF&E.& MPNR0T.8_>7/2J$/+1\H< M7@M90!BTWAL8WL75G'(/WO#8AT.SY=G!<10%HXDH2L*7]BD<-2$5TG+\XC@" MY0F"]FO%.1WVB+#)IQX0!2G+<7$M!1JCDDPS5-?8Z=55G!$^IXAU43"EC,3X M:R@3M %D5%(4K9:FW1FM);9/30\HB,.5:U#MHL&4MA@07L/1B8 GFS^?6W..":OPM9V MDR0U8297,)=QMAR"),H2TF5L;UG*$B> ^Y$>4B.G]%*=;EV8TIXX3'YGOD MF3#+W60WI*IRYSJBI)*X0K6;D/Q_5V TF6'MJG?,A,0V*0Z!;KB^F@X$_Z!^;NZG&"ZE. M5@??UU;??EN/=+*_UNGY813=NASXX:UK7V/;#?V>$^A.MD=69"-M=F.UH7:9851>0;B+MO&BZ]@X6!HW&:P&-/0-I-L71,_?W67\?2[J>Q%BNXN7 MZ,JVI,!I-4=WW=J('VV_>#Z!L _!*/SOH]$?*?L(4,_4% MD?"V4A7'!+[6_1N<)C#*-[Z*5!V;-IH1*"5REL!*TT<*XW7H/#C(_)>^!V_/ M3A\(QD>*%#8<#.L.-ZT'HRE>$/"RH-DEA7?NGNJ9ZRT&XT2T7@M[CWT"<*?5 M.Y<,2VR)-78/N^9-4*T$7"I6F#^,_AV2!^^M#P5C1_O@MM%XRW#"S[-X4Q2 MQE&7!PO76\O&(ZP9%L5]Y# GGI_:FN'!;]/IV=E3YML92 I9"FF&(1.DE7BE M-Y"],6,W5M3EY#2.L6AH,^&N<^(3AK=4C]?K7NWVZG%D&Z3'-/,[A=78"\# M:IB[+I,I6$BF->4H$+J0?2-23S42F"WWA\0943"C2%]*<BFSM\[J1K\>]HM'189IAUDC@QS,]O%CEX!%QH2BJ D>U/*5Q,K M9V##&9F=A"O0M%/J+&E*)>6Q64$*HSBR,3&XV^&[L>1U##:3H?;V9,@#L4=ZMUS0)#A<9Q3T2"I)0%##45DAH^)-7UP7.86HNUBTX3H9#U.,/RW3!I5!V3C*T!L&#]UY],2J@;;>#_MS18RPS)8Z?TM=[PMJS_=J[LC^\KP;U!+ 0(4 Q0 (,,P'"%D:,!*&]!$! M &<<<#01 " 0 !O8V=N+3(P,C0P-C,P+FAT,5!+ 0(4 M Q0 (,,P'"%D_K1F*;PT *Z* 1 " 2,2 0!O8V=N M+3(P,C0P-C,P+GAS9%!+ 0(4 Q0 (,,P'"%GYSI"-+AD , +K 5 M " <$? 0!O8V=N+3(P,C0P-C,P7V-A;"YX;6Q02P$'"% ,4 M" ##, A9V.S,O^\Z #KBP(%0 @ $B.0$;V-G;BTR,#(T M,#8S,%]D968N>&U!4$L! A0#% @ PS (63/Y69FV:)&T !0 M (!1'0! &]C9VXM,C R-# V,S!?9S$N:G!G4$L! A0#% @ MPS (636ED-\PT Y5H(!4 (!+-T! &]C9VXM,C R-# V M,S!?;&%B+GAM,%!+ 0(4 Q0 (,,P'"%DJW*S*(7<)NE!0 5 M " 8^M @!O8V=N+3(P,C0P-C,P7W!R92YX;6Q02P$'"% ,4 " ## M, A9;4*#3IX' #C)@ &P @ 'C) , ;V-G;BTR,#(T,#8S M,'@Q,"%X97@S,3$N:'1M4$L! A0#% @ PS (69.7A2>=!P Z"4 !L M (!NBP# &]C9VXM,C R-# V,S!X,3!Q>&5X,S$R+FAT,5!+ M 0(4 Q0 (,,P'"%EZ&I,X(< !4N : " 9 T P!O M8V=N+3(P,C0P-C,P>##$P<7AE>#,R+FAT,5!+ 0(4 Q0 (,,P'"%G/P'\> M-P8 #D< ; " >@[P!O8V=N+3(P,C0P-C,P>##$P<7AE >>#,R,2YH=&U02P4& L "P#O @ 6$(# end XML 73 ocgn-20240630_htm.xml IDEA: XBRL DOCUMENT 0001372299 2024-01-01 2024-06-30 0001372299 2024-08-02 0001372299 2024-06-30 0001372299 2023-12-31 0001372299 us-gaap:CollaborativeArrangementMember 2024-04-01 2024-06-30 0001372299 us-gaap:CollaborativeArrangementMember 2023-04-01 2023-06-30 0001372299 us-gaap:CollaborativeArrangementMember 2024-01-01 2024-06-30 0001372299 us-gaap:CollaborativeArrangementMember 2023-01-01 2023-06-30 0001372299 2024-04-01 2024-06-30 0001372299 2023-04-01 2023-06-30 0001372299 2023-01-01 2023-06-30 0001372299 us-gaap:PreferredStockMember 2023-12-31 0001372299 us-gaap:CommonStockMember 2023-12-31 0001372299 us-gaap:TreasuryStockCommonMember 2023-12-31 0001372299 us-gaap:AdditionalPaidInCapitalMember 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001-36751 OCUGEN, INC. DE 04-3522315 11 Great Valley Parkway Malvern PA 19355 484 328-4701 Common Stock, par value $0.01 per share OCGN NASDAQ Yes Yes Non-accelerated Filer true false 287857769 15697000 39462000 2920000 3509000 18617000 42971000 17474000 17290000 302000 0 4149000 4286000 40542000 64547000 3391000 3172000 12814000 13343000 461000 574000 1306000 0 17972000 17089000 3546000 3567000 1552000 2800000 545000 527000 5643000 6894000 23615000 23983000 0.01 0.01 10000000 10000000 0 0 54745 54745 0 1000 0.01 0.01 295000000 295000000 257542624 256688304 257421124 256566804 2576000 2567000 121500 121500 48000 48000 327742000 324191000 28000 20000 -313371000 -286167000 16927000 40564000 40542000 64547000 1141000 485000 2155000 928000 1141000 485000 2155000 928000 8902000 14574000 15728000 24746000 7688000 9451000 14092000 17757000 16590000 24025000 29820000 42503000 -15449000 -23540000 -27665000 -41575000 169000 475000 461000 1184000 -15280000 -23065000 -27204000 -40391000 3000 -2000 8000 -3000 0 -1000 0 -1000 -15277000 -23068000 -27196000 -40395000 -15280000 -23065000 -27204000 -40391000 -4988000 0 -4988000 0 -10292000 -10292000 -23065000 -23065000 -22216000 -22216000 -40391000 -40391000 257353857 257353857 238311498 238311498 257293247 257293247 231952888 231952888 -0.04 -0.04 -0.10 -0.10 -0.09 -0.09 -0.17 -0.17 54745 1000 256688304 2567000 -48000 324191000 20000 -286167000 40564000 1761000 1761000 758460 8000 -153000 -145000 5000 5000 -11924000 -11924000 54745 1000 257446764 2575000 -48000 325799000 25000 -298091000 30261000 1898000 1898000 95860 1000 44000 45000 -54745 -1000 1000 0 3000 3000 -15280000 -15280000 0 0 257542624 2576000 -48000 327742000 28000 -313371000 16927000 54745 1000 221721182 2217000 -48000 294874000 26000 -223089000 73981000 2689000 2689000 348555 3000 -4000 -1000 4478956 45000 5514000 5559000 -1000 -1000 -17326000 -17326000 54745 1000 226548693 2265000 -48000 303073000 25000 -240415000 64901000 2632000 2632000 59859 1000 9000 10000 30000000 300000 14467000 14767000 -3000 -3000 -23065000 -23065000 54745 1000 256608552 2566000 -48000 320181000 22000 -263480000 59242000 -27204000 -40391000 757000 348000 0 182000 57000 54000 229000 265000 -1745000 -1392000 3659000 5321000 0 4074000 0 -363000 -19000 -439000 -567000 -572000 -113000 -9049000 -222000 -252000 -20506000 -37046000 0 3947000 0 17500000 2865000 4389000 -2865000 9164000 100000 2069000 0 222000 0 500000 0 68000 -100000 20900000 8000 -3000 -23463000 -6985000 39462000 77563000 15999000 70578000 0 133000 246000 2637000 1000 0 103000 0 Nature of Business Ocugen, Inc., together with its wholly owned subsidiaries ("Ocugen" or the "Company"), is a biotechnology company focused on discovering, developing, and commercializing novel gene and cell therapies and vaccines that improve health and offer hope for patients across the globe. The Company is headquartered in Malvern, Pennsylvania, and manages its business as one operating segment. Our technology pipeline includes: •Modifier Gene Therapy Platform— Based on the use of nuclear hormone receptors ("NHRs"), the Company believes its modifier gene therapy platform has the potential to address many retinal diseases, including rare genetic diseases such as retinitis pigmentosa ("RP") (OCU400) and Leber congenital amaurosis ("LCA") (OCU400), with a gene-agnostic approach. The Company also believes its modifier gene therapy platform has the potential to address multifactorial retinal diseases including dry age-related macular degeneration ("dAMD") using OCU410, which affects millions of patients in the United States alone, and Stargardt disease (OCU410ST), which is also a rare genetic disease. The Company received clearance from FDA to

initiate a Phase 3 trial for OCU400 for the treatment of RP and dosed its first patient in June 2024. After completion of Phase 1/2 for OCU400 for the treatment of LCA, the Company will discuss alignment for Phase 3 strategy with the FDA. Currently both OCU410, for the treatment of geographic atrophy ("GA"), an advanced form of dAMD, and OCU410ST, for the treatment of Stargardt disease, are in Phase 1/2 clinical development, with OCU410 initiating Phase 2 dosing. In OCU410 GA study, low, medium, and high dose cohorts were completed to date. In OCU410ST Stargardt study, low and medium dose cohorts were completed to date, and the Company is proceeding to dose with the high dose in the dose-escalation phase of the trial. •Novel Biologic Therapy for Retinal Diseases — OCU200 is a novel fusion protein consisting of two human proteins, tumstatin and transferrin. OCU200 possesses unique features which potentially enable it to treat vascular complications of diabetic macular edema ("DME"), diabetic retinopathy ("DR"), and wet AMD. Tumstatin is the active component of OCU200 and binds to integrin receptors, which play a crucial role in disease pathogenesis. Transferrin is expected to facilitate the targeted delivery of tumstatin into the retina and choroid and potentially help increase the interaction between tumstatin and integrin receptors. The Company continues to work with the FDA to address comments to lift the clinical hold on its IND application for OCU200. •Regenerative Cell Therapy Platform — The Company's Phase 3-ready regenerative cell therapy platform technology, which includes NeoCart (autologous chondrocyte-derived neocartilage), is being developed for the repair of knee cartilage injuries in adults. The Company received concurrence from the FDA on the confirmatory Phase 3 trial design and has completed renovating an existing facility into a current Good Manufacturing Practice ("GMP") facility to support clinical study and initial commercial launch. This facility is needed to generate patient-specific NeoCart implant from chondrocytes derived from knee biopsy. •Inhaled Mucosal Vaccine Platform — The Company's next-generation, inhaled mucosal vaccine platform includes OCU500, a COVID-19 vaccine; OCU510, a seasonal quadrivalent flu vaccine; and OCU520, a combination quadrivalent seasonal flu and COVID-19 vaccine. The Company has completed IND-enabling studies and GMP manufacturing of clinical trial material for OCU500. The Company is currently collaborating with the National Institute of Allergy and Infectious Diseases ("NIAID") for early clinical studies for OCU500. NIAID plans to submit an IND to initiate a Phase 1 clinical trial in 2024. The Company is continuing discussions with relevant government agencies as well as strategic partners regarding developmental funding for its OCU510 and OCU520 platforms. Going Concern The Company has incurred recurring net losses since inception and has funded its operations to date through the sale of common stock, warrants to purchase common stock, the issuance of convertible notes and debt, and grant proceeds. The Company incurred net losses of approximately $27.2 million and $40.4 million for the six months ended June 30, 2024 and 2023, respectively. As of June 30, 2024, the Company had an accumulated deficit of $313.4 million and cash, cash equivalents, and restricted cash totaling $16.0 million. This amount plus the amounts raised subsequent to June 30, 2024, as discussed in Note 14, will not meet the Company's capital requirements over the next 12 months after the date that the condensed consolidated financial statements are issued. The Company believes that its cash and cash equivalents as of June 30, 2024, as well as the amount raised subsequent to June 30, 2024, are expected to enable it to fund its operations into the third quarter of 2025. Due to the inherent uncertainty involved in making estimates and the risks associated with the research, development, and commercialization of biotechnology products, the Company may have based this estimate on assumptions that may prove to be wrong, and the Company's operating plan may change as a result of many factors currently unknown to the Company. The Company is subject to risks, expenses, and uncertainties frequently encountered by companies in its industry. The Company intends to continue its research, development, and commercialization efforts for its product candidates, which will require significant additional funding. If the Company is unable to obtain additional funding in the future and/or its research, development, and commercialization efforts require higher than anticipated capital, there may be a negative impact on the financial viability of the Company. The Company is currently exploring options to fund its operations through public and private placements of equity and/or debt, payments from potential strategic research and development arrangements, sales of assets, licensing and/or collaboration arrangements with pharmaceutical companies or other institutions, funding from the government, particularly for the development of the Company's novel inhaled mucosal vaccine platform, or funding from other third parties. Such financing and funding may not be available at all, or on terms that are favorable to the Company. While Company management believes that it has a plan to fund operations, its plan may not be successfully implemented. Failure to generate sufficient cash flows from operations, raise additional capital, or appropriately manage certain discretionary spending, could have a material adverse effect on the Company's ability to achieve its intended business objectives. As a result of these factors, together with the anticipated continued spending that will be necessary to continue to research, develop, and commercialize the Company's product candidates, there is substantial doubt about the Company's ability to continue as a going concern within one year after the date that these condensed consolidated financial statements are issued. The condensed consolidated financial statements do not contain any adjustments that might result from the resolution of any of the above uncertainties. 1 -27200000 -40400000 -313400000 16000000.0 Summary of Significant Accounting Policies Basis of Presentation and Consolidation The accompanying unaudited condensed consolidated financial statements included herein have been prepared in conformity with generally accepted accounting principles in the United States ("GAAP") and under the rules and regulations of the United States Securities and Exchange Commission ("SEC") for interim reporting. The accompanying unaudited condensed consolidated financial statements include all adjustments, consisting of normal recurring adjustments, that are necessary to present fairly the Company's financial position, results of operations, and cash flows. The condensed consolidated results of operations are not necessarily indicative of the results that may occur for the full fiscal year. Certain information and footnote disclosures of the Company normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted under the SEC's rules and regulations. These condensed consolidated financial statements should be read in conjunction with the audited financial statements and accompanying notes thereto for the year ended December 31, 2023, included in the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024 (the "2023 Annual Report"). The condensed consolidated financial statements include the accounts of Ocugen and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. Use of Estimates In preparing the condensed consolidated financial statements in conformity with GAAP, management is required to make 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, as well as the reported amounts of expenses during the reporting period. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be affected by changes in these estimates. On an ongoing basis, the Company evaluates its estimates and assumptions. These estimates and assumptions include those used in the accounting for research and development contracts, including clinical trial accruals, determination of the collaborative arrangements' transaction price, calculating the progress towards the satisfaction of the performance obligations under the collaborative arrangements, and determining the value of the non-cash consideration received under collaborative arrangements. Cash, Cash Equivalents, and Restricted Cash The Company considers all highly liquid investments that have maturities of three months or less when acquired to be cash equivalents. Cash equivalents may include bank demand deposits and money market funds that invest primarily in certificates of deposit, commercial paper, and U.S. government agency securities and treasuries. The Company records interest income received on its cash and cash equivalents to other income (expense), net in the consolidated statements of operations and comprehensive loss. The Company recorded $0.2 million and $0.5 million as interest income for the three and six months ended June 30, 2024, respectively. The Company recorded $0.5 million and $1.2 million as interest income for the three and six months ended June 30, 2023, respectively. The Company's restricted cash balance as of June 30, 2024 consisted of cash held to collateralize a corporate credit card account and a line of credit related to an operating lease in the event of a payment default.</div><div style="margin-top:12pt;text-align:justify">The following table provides a reconciliation of cash, cash equivalents, and restricted cash from the condensed consolidated balance sheets to the total amount shown in the condensed consolidated statements of cash flows (in thousands):</div><div style="margin-top:12pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.572%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.783%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.615%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">15,697 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">70,578 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Restricted cash</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">302 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt">

</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total cash, cash equivalents, and restricted cash</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,999 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">70,578 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Fair Value Measurements The Company follows the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820, Fair Value Measurements ("ASC 820"), which defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value: Level 1 — quoted prices in active markets for identical assets or liabilities Level 2 — quoted prices for similar assets and liabilities in active markets or inputs that are observable Level 3 — inputs that are unobservable (for example, cash flow modeling inputs based on assumptions) The carrying value of certain financial instruments, including cash and cash equivalents, accounts payable, and accrued expenses, approximates their fair value due to the short-term nature of these instruments. Concentration of Credit Risk Financial instruments that potentially subject the Company to significant concentrations of credit risk consist of cash, cash equivalents, and restricted cash. The Company's cash, cash equivalents, and restricted cash are held in accounts at financial institutions that may exceed federally insured limits. The Company has not experienced any credit losses in such accounts and does not believe it is exposed to significant credit risk beyond the standard credit risk associated with commercial banking relationships. Leases The Company determines if an arrangement is a lease at inception. This determination generally depends on whether the arrangement conveys to the Company the right to control the use of an explicitly or implicitly identified fixed asset for a period of time in exchange for consideration. Control of an underlying asset is conveyed to the Company, if the Company obtains the rights to direct the use of and to obtain substantially all of the economic benefits from using the underlying asset. The Company's lease agreements include lease and non-lease components, which the Company has elected not to account for separately for all classes of underlying assets. Lease expense for variable lease components is recognized when the obligation is probable. The Company currently leases real estate classified as operating leases. Operating leases are included in other assets and operating lease obligations in the Company's consolidated balance sheets. At lease commencement, the Company records a lease liability based on the present value of the lease payments over the expected lease term including any options to extend the lease that the Company is reasonably certain to exercise and records a corresponding right-of-use lease asset based on the lease liability, adjusted for any lease incentives received and any initial direct costs paid to the lessor prior to the lease commencement date. Lease expense is recognized on a straight-line basis over the lease term and recognized as research and development expense or general and administrative expense based on the underlying nature of the expense. FASB ASC Topic 842, Leases ("ASC 842") requires a lessee to discount its unpaid lease payments using the interest rate implicit in the lease or, if that rate cannot be readily determined, its incremental borrowing rate. The implicit interest rates were not readily determinable in the Company's current operating leases. As such, the incremental borrowing rates were used based on the information available at the commencement dates in determining the present value of lease payments. The lease term for the Company's leases includes the non-cancellable period of the lease plus any additional periods covered by either an option to extend (or not to terminate) the lease that the Company is reasonably certain to exercise, or an option to extend (or not to terminate) the lease controlled by the lessor. Lease payments included in the measurement of the lease liability are comprised of fixed payments, variable payments that depend on an index or rate, and amounts probable to be payable under the exercise of an option to purchase the underlying asset if reasonably certain. Variable payments not dependent on an index or rate associated with the Company's leases are recognized when the event, activity, or circumstance is probable. Variable payments include the Company's proportionate share of certain utilities and other operating expenses and are presented as operating expenses in the Company's consolidated statements of operations and comprehensive loss in the same line item as expense arising from fixed lease payments.
 Impairment of Assets The Company reviews its assets, including property and equipment, for impairment whenever changes in circumstances or events may indicate that the carrying amounts are not recoverable. These indicators include, but are not limited to, a significant change in the extent or manner in which an asset is used or its physical condition, a significant decrease in the market price of an asset, or a significant adverse change in the business or the industry that could affect the value of an asset. An asset is tested for impairment by comparing the net carrying value of the asset to the undiscounted net cash flows to be generated from the use and eventual disposition of the asset. Stock-Based Compensation The Company accounts for its stock-based compensation awards in accordance with FASB ASC Topic 718, Compensation—Stock Compensation ("ASC 718"). The Company has issued stock-based compensation awards including stock options, restricted stock units ("RSUs"), and market-condition based restricted stock units ("PSUs), and also accounts for certain issuances of preferred stock and warrants in accordance with ASC 718. ASC 718 requires all stock-based payments, including grants of stock options, RSUs, and PSUs, to be recognized in the consolidated statements of operations and comprehensive loss based on their grant date fair values. The Company uses the Black-Scholes option-pricing model to determine the fair value of stock options granted. For RSUs, the fair value of the RSU is determined by the market price of a share of the Company's common stock on the grant date. For PSUs, the Company determines fair value by using a Monte Carlo simulation technique. The Company recognizes forfeitures as they occur. Expense related to stock-based compensation awards granted with service-based vesting conditions is recognized on a straight-line basis based on the grant date fair value over the associated service period of the award, which is generally the vesting term. Stock-based compensation awards generally vest over a one to three year requisite service period. Stock options have a contractual term of 10 years. Expense for stock-based compensation awards with performance-based vesting conditions is only recognized when the performance-based vesting condition is deemed probable to occur. Expense for stock-based compensation awards with market-based and service-based vesting conditions is recognized ratably over the grantee's requisite service period. Compensation cost is not adjusted based on the actual achievement of the market-based performance goals. Expense related to stock-based compensation awards are recorded to research and development expense or general and administrative expense based on the underlying function of the individual that was granted the stock-based compensation award. Shares issued upon stock option exercise, PSU and RSU vesting are newly-issued common shares. Estimating the fair value of stock options requires the input of subjective assumptions, including the expected term of the stock option, stock price volatility, the risk-free interest rate, and expected dividends. Estimating the fair value of PSUs requires the input of subjective assumptions, including stock price volatility, total shareholder return ("TSR") ranking, the risk-free rate, and expected dividends. The assumptions used in the Company's Black-Scholes option-pricing model and Monte Carlo simulation technique represent management's best estimates and involve a number of variables, uncertainties, assumptions, and the application of management's judgment, as they are inherently subjective. If any assumptions change, the Company's stock-based compensation expense could be materially different in the future. The assumptions used in Ocugen's Black-Scholes option-pricing model for stock options and in Ocugen's Monte Carlo simulation technique for PSUs are as follows, unless noted otherwise: Expected Term. As Ocugen does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term, the expected term of employee stock options subject to service-based vesting conditions is determined using the "simplified" method, as prescribed in SEC's Staff Accounting Bulletin No. 107, whereby the expected term equals the arithmetic average of the vesting term and the original contractual term of the stock option. This expected term assumption is not an assumption used in the Company's Monte Carlo simulation technique for PSUs. The expected term of the PSUs is equal to the performance period of the PSUs. Expected Volatility. The expected volatility is based on historical volatilities of Ocugen and similar entities within Ocugen's industry for periods commensurate with the assumed expected term. Risk-Free Interest Rate. The risk-free interest rate is based on the interest rate payable on U.S. Treasury securities in effect at the time of grant for a period that is commensurate with the assumed expected term. Expected Dividends. The expected dividend yield is 0% because Ocugen has not historically paid, and does not expect for the foreseeable future to

pay, a dividend on its common stock. TSR ranking. The Company's TSR, over a three-year period, is relative to the TSR, for that same period, as related to other companies within the Nasdaq Biotechnology index. This assumption is only used for the market-based PSUs. Collaborative Arrangements and Revenue Recognition
 The Company analyzes its collaborative arrangements to assess whether they are within the scope of ASC 808, Collaborative Arrangements (“ASC 808”) to determine whether such arrangements involve joint operating activities performed by parties that are both active participants in the activities and exposed to significant risks and rewards. This assessment is performed throughout the life of the arrangements based on changes to the arrangements. For collaborative arrangements within the scope of ASC 808 the Company may analogize to ASC 606 for certain elements.
 The Company identifies the goods or services promised within each collaborative arrangement and assesses whether each promised good or service is distinct for the purpose of identifying the performance obligations in the contract. This assessment involves subjective determinations and requires management to make judgments about the individual promised goods or services and whether such are separable from the other aspects of the contractual relationship. Promised goods and services are considered distinct provided that: (i) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer and (ii) the entity’s promise to transfer the good or service to the customer is separately identifiable from other promises in the contract.
 The allocation of the transaction price to the performance obligations in proportion to their standalone selling prices is determined at contract inception. If the consideration promised in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the promised goods or services to a customer. The Company determines the amount of variable consideration by using the expected value method or the most likely amount method. The Company includes the unconstrained amount of estimated variable consideration in the transaction price. The amount included in the transaction price is the amount for which it is probable that a significant reversal of cumulative revenue recognized will not occur. At the end of each subsequent reporting period, the Company re-evaluates the estimated variable consideration included in the transaction price and any related constraint, and if necessary, adjusts its estimate of the overall transaction price. Any such adjustments are recorded on a cumulative catch-up basis in the period of adjustment.
 In determining the transaction price, the Company adjusts consideration for the effects of the time value of money if the timing of payments provides the Company with a significant benefit of financing. The Company does not assess whether a contract has a significant financing component if the expectation at contract inception is such that the period between payment by the counterparty and the transfer of the promised goods or services to the counterparty will be one year or less. The Company assessed its collaboration arrangements in order to determine whether a significant financing component exists and concluded that a significant financing component does not exist in any of its arrangements. The Company recognizes as collaboration revenue the amount of the transaction price that is allocated to the respective performance obligation as each performance obligation is satisfied over time, with progress toward completion measured based on actual costs incurred relative to total estimated costs to be incurred over the life of the arrangement. Significant management judgment is required in determining the level of effort required under an arrangement and the period over which the Company is expected to complete their performance obligations under the arrangements. The Company evaluates the measure of progress each reporting period and, if necessary, adjusts the measure of performance and related revenue recognition. Adjustments to original estimates will be required as work progresses and additional information becomes known, even though the scope of the work required under the contract may not change. Any adjustment as a result of a change in estimates is made when facts develop, events become known, or an adjustment is otherwise warranted.
 Under the Company’s collaborative arrangements, the timing of revenue recognition and receipt of consideration may differ, and result in assets and liabilities. Assets represent revenues recognized in excess of the consideration received under collaborative arrangement. Liabilities represent the consideration received in excess of revenues recognized under collaborative arrangement.
 Recently Adopted Accounting Standards In August 2020, the FASB issued ASU No. 2020-06, Debt — Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40). This standard will have an effective and transition date of January 1, 2024. This standard simplifies an issuer’s accounting for convertible instruments by eliminating two of the three models that require separate accounting for embedded conversion features as well as simplifies the settlement assessment that entities are required to perform to determine whether a contract qualifies for equity classification. This standard also requires entities to use the if-converted method for all convertible instruments in the diluted earnings per share calculation and includes the effect of potential share settlement (if the effect is more dilutive) for instruments that may be settled in cash or shares, except for certain liability-classified share-based payment awards. The standard requires new disclosures about events that occur during the reporting period that cause conversion contingencies to be met and about the fair value of a public business entity’s convertible debt at the instrument level, among other things. The adoption of ASU 2020-06 on January 1, 2024 did not have a material impact on the Company's condensed consolidated financial statements and related disclosures. Recent Accounting Pronouncements In March 2024, the FASB issued Accounting Standards Update, or ASU, 2024-01 “Compensation — Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards,” or ASU 2024-01. ASU 2024-01 improves clarity and operability without changing the guidance. ASU 2024-01 is effective on a prospective basis, with the option for retrospective application, for annual periods beginning after December 15, 2024 and early adoption is permitted. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements disclosures. In December 2023, the FASB issued ASU 2023-09 “Income Taxes (Topic 740): Improvements to Income Tax Disclosures”. This guidance is intended to enhance the transparency and decision-usefulness of income tax disclosures. The amendments in ASU 2023-09 address investor requests for enhanced income tax information primarily through changes to disclosure regarding rate reconciliation and income taxes paid both in the U.S. and in foreign jurisdictions. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 on a prospective basis, with the option to apply the standard retrospectively. Early adoption is permitted. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements disclosures. Basis of Presentation and Consolidation The accompanying unaudited condensed consolidated financial statements included herein have been prepared in conformity with generally accepted accounting principles in the United States ("GAAP") and under the rules and regulations of the United States Securities and Exchange Commission ("SEC") for interim reporting. The accompanying unaudited condensed consolidated financial statements include all adjustments, consisting of normal recurring adjustments, that are necessary to present fairly the Company's financial position, results of operations, and cash flows. The condensed consolidated results of operations are not necessarily indicative of the results that may occur for the full fiscal year. Certain information and footnote disclosures of the Company normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted under the SEC's rules and regulations. These condensed consolidated financial statements should be read in conjunction with the audited financial statements and accompanying notes thereto for the year ended December 31, 2023, included in the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024 (the "2023 Annual Report"). The condensed consolidated financial statements include the accounts of Ocugen and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. Use of Estimates In preparing the condensed consolidated financial statements in conformity with GAAP, management is required to make 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, as well as the reported amounts of expenses during the reporting period. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be affected by changes in these estimates. On an ongoing basis, the Company evaluates its estimates and assumptions. These estimates and assumptions include those used in the accounting for research and development contracts, including clinical trial accruals, determination of the collaborative arrangements' transaction price, calculating the progress towards the satisfaction of the performance obligations under the collaborative arrangements, and determining the value of the non-cash consideration received under collaborative arrangements. Cash, Cash Equivalents, and Restricted Cash The Company considers all highly liquid investments that have maturities of three months or less when acquired to be cash equivalents. Cash equivalents may include bank demand deposits and money market funds that invest primarily in certificates of deposit, commercial paper, and U.S. government agency securities and treasuries. The Company records interest income received on its cash and cash equivalents to other income (expense), net in the consolidated statements of operations and comprehensive loss. 200000 500000 500000 1200000 The following table provides a reconciliation of cash, cash equivalents, and restricted cash from the condensed consolidated balance sheets to the total amount shown in the condensed consolidated statements of cash flows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.572%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.783%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.615%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">15,697 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0

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ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value: Level 1 — quoted prices in active markets for identical assets or liabilities Level 2 — quoted prices for similar assets and liabilities in active markets or inputs that are observable Level 3 — inputs that are unobservable (for example, cash flow modeling inputs based on assumptions) The carrying value of certain financial instruments, including cash and cash equivalents, accounts payable, and accrued expenses, approximates their fair value due to the short-term nature of these instruments. Concentration of Credit Risk Financial instruments that potentially subject the Company to significant concentrations of credit risk consist of cash, cash equivalents, and restricted cash. The Company's cash, cash equivalents, and restricted cash are held in accounts at financial institutions that may exceed federally insured limits. The Company has not experienced any credit losses in such accounts and does not believe it is exposed to significant credit risk beyond the standard credit risk associated with commercial banking relationships. Leases The Company determines if an arrangement is a lease at inception. This determination generally depends on whether the arrangement conveys to the Company the right to control the use of an explicitly or implicitly identified fixed asset for a period of time in exchange for consideration. Control of an underlying asset is conveyed to the Company, if the Company obtains the rights to direct the use of and to obtain substantially all of the economic benefits from using the underlying asset. The Company's lease agreements include lease and non-lease components, which the Company has elected not to account for separately for all classes of underlying assets. Lease expense for variable lease components is recognized when the obligation is probable. The Company currently leases real estate classified as operating leases. Operating leases are included in other assets and operating lease obligations in the Company's consolidated balance sheets. At lease commencement, the Company records a lease liability based on the present value of the lease payments over the expected lease term including any options to extend the lease that the Company is reasonably certain to exercise and records a corresponding right-of-use lease asset based on the lease liability, adjusted for any lease incentives received and any initial direct costs paid to the lessor prior to the lease commencement date. Lease expense is recognized on a straight-line basis over the lease term and recognized as research and development expense or general and administrative expense based on the underlying nature of the expense. FASB ASC Topic 842, Leases ("ASC 842") requires a lessee to discount its unpaid lease payments using the interest rate implicit in the lease or, if that rate cannot be readily determined, its incremental borrowing rate. The implicit interest rates were not readily determinable in the Company's current operating leases. As such, the incremental borrowing rates were used based on the information available at the commencement dates in determining the present value of lease payments. The lease term for the Company's leases includes the non-cancellable period of the lease plus any additional periods covered by either an option to extend (or not to terminate) the lease that the Company is reasonably certain to exercise, or an option to extend (or not to terminate) the lease controlled by the lessor. Lease payments included in the measurement of the lease liability are comprised of fixed payments, variable payments that depend on an index or rate, and amounts probable to be payable under the exercise of an option to purchase the underlying asset if reasonably certain. Variable payments not dependent on an index or rate associated with the Company's leases are recognized when the event, activity, or circumstance is probable. Variable payments include the Company's proportionate share of certain utilities and other operating expenses and are presented as operating expenses in the Company's consolidated statements of operations and comprehensive loss in the same line item as expense arising from fixed lease payments. Impairment of Assets The Company reviews its assets, including property and equipment, for impairment whenever changes in

circumstances or events may indicate that the carrying amounts are not recoverable. These indicators include, but are not limited to, a significant change in the extent or manner in which an asset is used or its physical condition, a significant decrease in the market price of an asset, or a significant adverse change in the business or the industry that could affect the value of an asset. An asset is tested for impairment by comparing the net carrying value of the asset to the undiscounted net cash flows to be generated from the use and eventual disposition of the asset. Stock-Based Compensation The Company accounts for its stock-based compensation awards in accordance with FASB ASC Topic 718, Compensation—Stock Compensation ("ASC 718"). The Company has issued stock-based compensation awards including stock options, restricted stock units ("RSUs"), and market-condition based restricted stock units ("PSUs), and also accounts for certain issuances of preferred stock and warrants in accordance with ASC 718. ASC 718 requires all stock-based payments, including grants of stock options, RSUs, and PSUs, to be recognized in the consolidated statements of operations and comprehensive loss based on their grant date fair values. The Company uses the Black-Scholes option-pricing model to determine the fair value of stock options granted. For RSUs, the fair value of the RSU is determined by the market price of a share of the Company's common stock on the grant date. For PSUs, the Company determines fair value by using a Monte Carlo simulation technique. The Company recognizes forfeitures as they occur. Expense related to stock-based compensation awards granted with service-based vesting conditions is recognized on a straight-line basis based on the grant date fair value over the associated service period of the award, which is generally the vesting term. Stock-based compensation awards generally vest over a one to three year requisite service period. Stock options have a contractual term of 10 years. Expense for stock-based compensation awards with performance-based vesting conditions is only recognized when the performance-based vesting condition is deemed probable to occur. Expense for stock-based compensation awards with market-based and service-based vesting conditions is recognized ratably over the grantee's requisite service period. Compensation cost is not adjusted based on the actual achievement of the market-based performance goals. Expense related to stock-based compensation awards are recorded to research and development expense or general and administrative expense based on the underlying function of the individual that was granted the stock-based compensation award. Shares issued upon stock option exercise, PSU and RSU vesting are newly-issued common shares. Estimating the fair value of stock options requires the input of subjective assumptions, including the expected term of the stock option, stock price volatility, the risk-free interest rate, and expected dividends. Estimating the fair value of PSUs requires the input of subjective assumptions, including stock price volatility, total shareholder return ("TSR") ranking, the risk-free rate, and expected dividends. The assumptions used in the Company's Black-Scholes option-pricing model and Monte Carlo simulation technique represent management's best estimates and involve a number of variables, uncertainties, assumptions, and the application of management's judgment, as they are inherently subjective. If any assumptions change, the Company's stock-based compensation expense could be materially different in the future. The assumptions used in Ocugen's Black-Scholes option-pricing model for stock options and in Ocugen's Monte Carlo simulation technique for PSUs are as follows, unless noted otherwise: Expected Term. As Ocugen does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term, the expected term of employee stock options subject to service-based vesting conditions is determined using the "simplified" method, as prescribed in SEC's Staff Accounting Bulletin No. 107, whereby the expected term equals the arithmetic average of the vesting term and the original contractual term of the stock option. This expected term assumption is not an assumption used in the Company's Monte Carlo simulation technique for PSUs. The expected term of the PSUs is equal to the performance period of the PSUs. Expected Volatility. The expected volatility is based on historical volatilities of Ocugen and similar entities within Ocugen's industry for periods commensurate with the assumed expected term. Risk-Free Interest Rate. The risk-free interest rate is based on the interest rate payable on U.S. Treasury securities in effect at the time of grant for a period that is commensurate with the assumed expected term. Expected Dividends. The expected dividend yield is 0% because Ocugen has not historically paid, and does not expect for the foreseeable future to pay, a dividend on its common stock. TSR ranking. The Company's TSR, over a three-year period, is relative to the TSR, for that same period, as related to other companies within the Nasdaq Biotechnology index. This assumption is only used for the market-based PSUs. P3Y P10Y 0 Collaborative Arrangements and Revenue Recognition
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 The allocation of the transaction price to the performance obligations in proportion to their standalone selling prices is determined at contract inception. If the consideration promised in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the promised goods or services to a customer. The Company determines the amount of variable consideration by using the expected value method or the most likely amount method. The Company includes the unconstrained amount of estimated variable consideration in the transaction price. The amount included in the transaction price is the amount for which it is probable that a significant reversal of cumulative revenue recognized will not occur. At the end of each subsequent reporting period, the Company re-evaluates the estimated variable consideration included in the transaction price and any related constraint, and if necessary, adjusts its estimate of the overall transaction price. Any such adjustments are recorded on a cumulative catch-up basis in the period of adjustment.
 In determining the transaction price, the Company adjusts consideration for the effects of the time value of money if the timing of payments provides the Company with a significant benefit of financing. The Company does not assess whether a contract has a significant financing component if the expectation at contract inception is such that the period between payment by the counterparty and the transfer of the promised goods or services to the counterparty will be one year or less. The Company assessed its collaboration arrangements in order to determine whether a significant financing component exists and concluded that a significant financing component does not exist in any of its arrangements. The Company recognizes as collaboration revenue the amount of the transaction price that is allocated to the respective performance obligation as each performance obligation is satisfied over time, with progress toward completion measured based on actual costs incurred relative to total estimated costs to be incurred over the life of the arrangement. Significant management judgment is required in determining the level of effort required under an arrangement and the period over which the Company is expected to complete their performance obligations under the arrangements. The Company evaluates the measure of progress each reporting period and, if necessary, adjusts the measure of performance and related revenue recognition. Adjustments to original estimates will be required as work progresses and additional information becomes known, even though the scope of the work required under the contract may not change. Any adjustment as a result of a change in estimates is made when facts develop, events become known, or an adjustment is otherwise warranted. Under the Company's collaborative arrangements, the timing of revenue recognition and receipt of consideration may differ, and result in assets and liabilities. Assets represent revenues recognized in excess of the consideration received under collaborative arrangement. Liabilities represent the consideration received in excess of revenues recognized under collaborative arrangement. Recently Adopted Accounting Standards In August 2020, the FASB issued ASU No. 2020-06, Debt — Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40). This standard will have an effective and transition date of January 1, 2024. This standard simplifies an issuer's accounting for convertible instruments by eliminating two of the three models that require separate accounting for embedded conversion features as well as simplifies the settlement assessment that entities are required to perform to determine whether a contract qualifies for equity classification. This standard also requires entities to use the if-converted method for all convertible instruments in the diluted earnings per share calculation and includes the effect of potential share settlement (if the effect is more dilutive) for instruments that may be settled in cash or shares, except for certain liability-classified share-based payment awards. The standard requires new disclosures about events that occur during the reporting period that cause conversion contingencies to be met and about the fair value of a public business entity's convertible debt at the instrument level, among other things. The adoption of ASU 2020-06 on January 1, 2024 did not have a material impact on the Company's condensed consolidated financial statements and related disclosures. Recent Accounting Pronouncements In March 2024, the FASB issued Accounting Standards Update, or ASU, 2024-01 "Compensation — Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards," or ASU 2024-01. ASU 2024-01 improves clarity and operability without changing the guidance. ASU 2024-01 is effective on a prospective basis, with the option for retrospective application, for annual periods beginning after December 15, 2024 and early adoption is permitted. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements disclosures. In December 2023, the

FASB issued ASU 2023-09 "Income Taxes (Topic 740): Improvements to Income Tax Disclosures". This guidance is intended to enhance the transparency and decision-usefulness of income tax disclosures. The amendments in ASU 2023-09 address investor requests for enhanced income tax information primarily through changes to disclosure regarding rate reconciliation and income taxes paid both in the U.S. and in foreign jurisdictions. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 on a prospective basis, with the option to apply the standard retrospectively. Early adoption is permitted. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements disclosures. License and Development Agreements Co-Development and Commercialization Agreement with CanSino Biologics, Inc. The Company entered into a co-development and commercialization agreement with CanSino Biologics, Inc. ("CanSinoBIO") with respect to the development and commercialization of the Company's modifier gene therapy product candidates, OCU400, OCU410, and OCU410ST. The co-development and commercialization agreement was originally entered into in September 2019 ("the Original CanSinoBIO Agreement") with regards to OCU400 and was subsequently amended in September 2021 and November 2022 ("the Amendments"), to include OCU410 and OCU410ST, respectively. The Company concluded that the Original CanSinoBIO Agreement and the Amendments are separate contracts (collectively referred to as the "CanSinoBio Agreements"). Pursuant to the CanSinoBIO Agreements, the Company and CanSinoBIO are collaborating on the development of the Company's modifier gene therapy platform. CanSinoBIO is responsible for the chemistry, manufacturing, and controls development and manufacture of clinical supplies of such products and is responsible for the costs associated with such activities. CanSinoBIO has an exclusive license to develop, manufacture, and commercialize the Company's modifier gene therapy platform in and for China, Hong Kong, Macau, and Taiwan (the "CanSinoBIO Territory"), and the Company maintains exclusive development, manufacturing, and commercialization rights with respect to the Company's modifier gene therapy platform outside the CanSinoBIO Territory (the "Company Territory"). Should any of the product candidates be commercialized in any of the related territories, CanSinoBIO will pay to the Company an annual royalty between mid- and high-single digits based on Net Sales (as defined in the CanSinoBIO Agreements) of the products included in the Company's modifier gene therapy platform in the CanSinoBIO Territory. The Company will pay to CanSinoBIO an annual royalty between low- and mid-single digits based on Net Sales of the products included in the Company's modifier gene therapy platform in the Company Territory. Accounting analysis and revenue recognition
 The Company determined the collaboration arrangements with CanSinoBIO, are within the scope of ASC 808 and has analogized to ASC 606 to account for CanSinoBIO's access to its IP as well as data generated in connection with the co-development activities to be undertaken by Ocugen. These elements of the arrangements are not distinct and are accounted for as a single performance obligation.
 The non-cash consideration to be received related to the Company's satisfaction of the performance obligations includes but is not limited to services related to chemistry, manufacturing, and controls development and manufacture of clinical supplies of such products through completion of pre-clinical, clinical, regulatory, and other commercialization readiness services. The estimated market value of the co-development services to be performed by CanSinoBIO, represents variable consideration that is included in the transaction price. The Company recognizes collaborative arrangement revenue over time using an input method using ratio of costs incurred to date compared to total estimated costs require to satisfy the performance obligations under the CanSinoBIO Agreements.
 The Company constrained the transaction price related to certain future co-development services and future royalties, as it assessed that it is probable that the inclusion of such variable consideration could result in a significant reversal of cumulative revenue in future periods. The variable consideration is reevaluated at each reporting period and as changes in circumstances occur.
 The services provided by CanSinoBIO are recorded as incurred and the difference between the revenue and expense recognized is recorded on the Company's balance sheet as a contract liability within Accrued expenses and other current liabilities. The related revenue recognized was recorded in the condensed consolidated statements of operations and comprehensive loss as collaborative arrangement revenue and was approximately $2.2 million and $0.9 million for the six months ended June 30, 2024 and 2023, respectively. The related expense incurred for services provided by CanSinoBIO was recorded in the consolidated statements of operations and comprehensive loss as research and development expense and was approximately $0.4 million and $2.3 million for the six months ended June 30, 2024 and 2023, respectively.
 The contract liability was $8.8 million and $12.6 million as of June 30, 2024 and 2023, respectively. Revenue recognized for the six months ended June 30, 2024, that was included in the contract liabilities balances as of January 1, 2024 was approximately $2.2 million. Revenue recognized for the six months ended June 30, 2023, that was included in the contract liabilities balances as of January 1, 2023, was approximately $0.9 million. 2200000 900000 400000 2300000 8800000 12600000 2200000 900000 Fair Value MeasurementsThe valuation of the Company's cash, cash equivalents, and restricted cash totaling $16.0 million, which includes $15.3 million in money markets, as of June 30, 2024, utilized Level 1 inputs. Further, the Company believes the fair value using Level 2 inputs of the borrowings under the EB-5 Loan Agreement (as defined in Note 8) approximate their carrying value. 16000000.0 15300000 Property and Equipment<div style="margin-top:12pt;text-align:justify">The following table provides a summary of the major components of property and equipment as reflected on the condensed consolidated balance sheets (in thousands):</div><div style="margin-top:12pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 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style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,540 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total property and equipment</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,440 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,520 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 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#000;padding:2px 0;text-align:right;vertical-align:bottom">17,290 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 370000 337000 2949000 1557000 16001000 2086000 120000 14540000 19440000 18520000 1966000 1230000 17474000 17290000 Operating Leases<div style="margin-top:12pt;text-align:justify">The Company has commitments under operating leases for office, laboratory, and manufacturing space in Malvern, Pennsylvania and other locations. The Company's corporate headquarters, located in Malvern, Pennsylvania, lease has an initial term of approximately seven years and includes options to extend the lease for up to 10 years. The Company's current GMP facility, located in Malvern, Pennsylvania, lease has an initial term of seven years and includes an option to extend the lease for up to five years, which the Company has elected to account for since it is reasonably certain that the Company will exercise such option. The Company leases two other general use facilities, within the United States, which have initial terms of two to three years and contain no option to extend.</div><div style="margin-top:12pt;text-align:justify">
</div><div style="margin-bottom:12pt;text-align:justify">The Company's future minimum base rent payments are approximately as follows (in thousands):</div><div style="margin-bottom:12pt;margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.280%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.520%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">For the years ending December 31,</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Remainder of 2024</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">413 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">845 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">869 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">867 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">884 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">705 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

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1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">580 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 1.75pt;text-align:left;vertical-align:bottom">Employee-related</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,723 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,791 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 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style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,525 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 1.75pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">458 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">151 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total accrued expenses and other current liabilities</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12,814 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">13,343 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 671000 212000 464000 84000 718000 580000 1723000 1791000 8780000 10525000 458000 151000 12814000 13343000 Debt In September 2016, in connection with the U.S. government's foreign national investor program, commonly known as the EB-5 Program, the Company entered into a financing arrangement (the "EB-5 Loan Agreement") which provided for cumulative borrowings of up to $10.0 million from EB5 Life Sciences, L.P. ("EB-5 Life Sciences") as the lender. Pursuant to the EB-5 Loan Agreement, borrowings were made in $0.5 million increments with a fixed interest rate of 4% per annum (the "Original Offering"). The borrowings pursuant to the Original Offering are secured by substantially all of the Company's assets, with the exception of any patents, patent applications, pending patents, patent licenses, patent sublicenses, trademarks, and other intellectual property rights held by the Company. Under the terms and conditions of the Original Offering, the Company borrowed $1.0 million during 2016, $0.5 million during 2020, $0.5 million in September 2022, and an additional $0.5 million in May 2023. Issuance costs were recognized as a reduction to the loan balance and are amortized to interest expense over the term of each borrowing. Pursuant to the Original Offering, each outstanding borrowing, including accrued interest, becomes due upon the seventh anniversary of its disbursement date, subject to certain extension provisions. Once repaid, amounts cannot be re-drawn. The March 2022 EB-5 Reform and Integrity Act of 2022 (the "RIA") enacted changes to the EB-5 Program, including but not limited to: raising the minimum investment amount for a targeted employment area (the "TEA") from its previous level of $0.5 million to its new level of $0.8 million, as well as modifying the process for the creation of TEAs. Under the previous regime, the state in which the TEA would be located could send a letter in support of efforts to designate a TEA. Under the current regime, only U.S. Citizenship and Immigration Services can designate TEAs. In connection with the aforementioned changes to the EB-5 Program, the Original Offering was amended in May 2023 (the "Amended Offering"). Pursuant to the terms and conditions of the Amended Offering, EB-5 Life Sciences now provides for cumulative borrowings of up to $20.0 million. Future borrowings can be made in increments of $0.8 million with a fixed interest rate of 4.0% per annum. Each future borrowing pursuant to the Amended Offering, including accrued interest, will become due upon the seventh anniversary of its disbursement date. The Company has not made any borrowings pursuant to the Amended Offering as of June 30, 2024. The carrying values of the borrowings pursuant to the Original Offering as of June 30, 2024 and December 31, 2023 are summarized below (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3"

style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Principal outstanding</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,500 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,500 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Plus: accrued interest</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">450 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">400 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: unamortized debt issuance costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(92)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(100)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Carrying value, net</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,858 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,800 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: current portion of long term debt</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,306)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Long term debt, net of current portion</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,552 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,800 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 10000000 500000 0.04 1000000.0 500000 500000 500000 800000 20000000 800000 0.040 The carrying values of the borrowings pursuant to the Original Offering as of June 30, 2024 and December 31, 2023 are summarized below (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Principal outstanding</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,500 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,500 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Plus: accrued interest</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">450 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">400 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: unamortized debt issuance costs</td><td 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colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,800 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: current portion of long term debt</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,306)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Long term debt, net of current portion</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,552 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,800 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 2500000 2500000 450000 400000 92000 100000 2858000 2800000 1306000 0 1552000 2800000 Equity COVAXIN Preserved Stock Purchase Agreement On March 1, 2021, the Company entered into a preferred stock purchase agreement (the "Preferred Stock Purchase Agreement") with Bharat Biotech International Limited ("Bharat Biotech"), pursuant to which the Company agreed to issue and sell 0.1 million shares of the Company's Series B Convertible Preferred Stock, par value $0.01 per share (the "Series B Convertible Preferred Stock"), at a price per share equal to $109.60, to Bharat Biotech. On March 18, 2021, the Company issued the Series B Convertible Preferred Stock as an advance

payment of $6.0 million for the supply of COVAXIN, a monovalent vaccine, to be provided by Bharat Biotech pursuant to a Development and Commercial Supply Agreement (the "Supply Agreement"). Each share of Series B Convertible Preferred Stock was convertible, at the option of Bharat Biotech, into 10 shares of the Company's common stock (the "Conversion Ratio") only after (i) the Company received stockholder approval to increase the number of authorized shares of common stock under its Sixth Amended and Restated Certificate of Incorporation, which the Company received in April 2021, and (ii) the Company's receipt of shipments by Bharat Biotech of the first 10.0 million doses of COVAXIN manufactured by Bharat Biotech pursuant to the Supply Agreement, and further on the terms and subject to the conditions set forth in the Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock. The conversion rate of the Series B Convertible Preferred Stock was subject to adjustment in the event of a stock dividend, stock split, reclassification, or similar event with respect to the Company's common stock. In May 2024, Bharat Biotech and the Company entered into a Preferred Stock Forfeiture Agreement whereby the outstanding shares of Series B Convertible Preferred Stock were redeemed. The Company accounted for the issuance of the Series B Convertible Preferred Stock in accordance with ASC 718 and recorded its grant date fair value of $5.0 million within stockholders' equity during the year ended December 31, 2021, with a corresponding short-term asset for the advanced payment for the supply of COVAXIN included in prepaid expenses and other current assets in the consolidated balance sheet as of December 31, 2021. The Company utilized the traded common stock price, adjusted by the Conversion Ratio, to value the Series B Convertible Preferred Stock and the Finnerty model to estimate a 15% discount rate for the lack of marketability of the instrument. The valuation incorporated Level 3 inputs in the fair value hierarchy, including the estimated time until the instrument's liquidity and estimated volatility of the Company's common stock as of the grant date. As of December 31, 2022, the remaining balance of the short-term asset for the advanced payment for the supply of COVAXIN was $4.1 million. In April 2023, the FDA announced the cancellation of all emergency use authorizations ("EUA") issued with respect to monovalent COVID-19 vaccine formulations. Consequently, the Company determined it was no longer commercially viable to further the development of COVAXIN in its North American territories. During the three and six months ended June 30, 2023, the Company wrote off the remaining balance of the short-term asset for the advanced payment for the supply of COVAXIN of $4.1 million to research and development expense in the consolidated statements of operations and comprehensive loss. As referenced above, in May 2024, the outstanding shares of Series B Convertible Preferred Stock were redeemed. 100000 0.01 109.60 6000000 10 10000000 5000000 0.15 4100000 4100000 Warrants OpCo Warrants Beginning in 2016, OpCo issued warrants to purchase the Company's common stock (the "OpCo Warrants"). As of June 30, 2024 and December 31, 2023, 0.6 million OpCo Warrants were outstanding. As of June 30, 2024, the outstanding OpCo Warrants had a weighted average exercise price of $6.23 per share and expire between 2026 and 2027.</div> 600000 600000 6.23 Stock-Based Compensation<div style="margin-top:12pt;text-align:justify">Stock-based compensation expense for stock options, RSUs and PSUs is reflected in the condensed consolidated statements of operations and comprehensive loss as follows (in thousands):</div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:39.250%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three months ended June 30,</td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six months ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">General and administrative</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,333 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,987 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,649 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,939 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Research and development</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">565 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">645 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,010 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,382 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,898 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,632 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,659 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,321 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> As of June 30, 2024, the Company had $8.8 million of unrecognized stock-based compensation expense related to stock options, RSUs and PSUs outstanding, which is expected to be recognized over a weighted-average period of 1.7 years. Equity Plans The Company maintains two equity compensation plans, the 2014 Ocugen OpCo, Inc. Stock Option Plan (the "2014 Plan") and the Ocugen, Inc. 2019 Equity Incentive Plan (the "2019 Plan", collectively with the 2014 Plan, the "Plans"). On the first business day of each fiscal year, pursuant to the "Evergreen" provision of the 2019 Plan, the aggregate number of shares that may be issued under the 2019 Plan will automatically increase by a number equal to the lesser of 4% of the total number of shares of the Company's common stock outstanding on December 31st of the prior year, or a number of shares determined by the Board of Directors. As of June 30, 2024, the 2014 Plan and the 2019 Plan authorize for the granting of up to 0.8 million and 38.6 million equity awards in respect to the Company's common stock, respectively. The 2014 Plan and 2019 Plan have 0.5 million and 16.4 million equity awards remaining available for future grant, respectively, as of June 30, 2024. In addition to stock options, PSUs and RSUs granted under the Plans, the Company has granted certain stock options and RSUs as material inducements to employment in accordance with Nasdaq Listing Rule 5635 (c)(4), which were granted outside of the Plans. Stock Options to Purchase Common Stock <span style="color:#000000;font-family:'Times New

Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The following table summarizes the Company's stock option activity: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.666%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Exercise Price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Remaining Contractual Life (Years)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Intrinsic Value (In Thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Options outstanding at December 31, 2023 </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,161,228 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2.38 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">7.86</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">337 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,661,636 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.93 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(168,083) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.65 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">91 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(657,130) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.79 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Options outstanding at June 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,997,651 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2.01 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">7.87</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,536 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Options exercisable at June 30, 2024 </td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,576,154 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2.39 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">7.08</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,483 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The weighted average grant date fair values of stock options granted during the three and six months ended June 30, 2024 were $1.27 and $0.77, respectively. The weighted average grant date fair values of stock options granted during the three and six months ended June 30, 2023 were $0.43 and $0.88, respectively. The total fair value of stock options vested during the three and six months ended June 30, 2024 were $0.8 million and $5.7 million, respectively. The total fair values of stock options vested during the three and six months ended June 30, 2023 were $2.5 and $8.1 million, respectively. RSUs The following table summarizes the Company's RSU activity: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Grant Date Fair Value</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> RSUs outstanding at December 31, 2023 </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,982,661 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-

align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1.63 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,738 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.51 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(983,511)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1.92 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(54,320)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.64 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> RSUs outstanding at June 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,984,568 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1.47 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div style="margin-top:12pt;text-align:justify">PSUs</div><div style="margin-top:12pt;text-align:justify">In December 2023, pursuant to the 2019 Plan, the Compensation Committee of the Company's Board of Directors adopted a performance restricted stock unit agreement (the "PSU Agreement"). Pursuant to the PSU Agreement, the Company granted 615,467 and 256,885 of market-based performance stock units at target on January 2, 2024 and April 16, 2024, respectively. All of these PSUs cliff vest after the requisite service period ending on December 31, 2026. The PSUs have the potential to be earned at between 0% and 200% of the number of awards granted depending on the level of growth of the Company's total shareholder return ("TSR") as compared to the TSR of the other companies within the Nasdaq Biotechnology Index over the performance period. The fair value of the market-based PSUs was determined using a Monte Carlo simulation technique. </div><div style="margin-top:12pt">The following table summarizes the PSU activity:</div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:85.672%"><tr><td style="width:1.0%"></td><td style="width:37.125%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.841%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.482%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:41.052%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Grant-Date Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">PSUs outstanding at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">872,352 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.71 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">PSUs outstanding at June 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">872,352 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1.71 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Stock-based compensation expense for stock options, RSUs and PSUs is reflected in the condensed consolidated statements of operations and comprehensive loss as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:39.250%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three months ended June 30,</td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six months ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt

solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">General and administrative</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,333 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,987 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,649 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,939 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Research and development</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">565 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">645 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,010 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,382 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,898 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,632 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,659 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,321 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1333000 1987000 2649000 3939000 565000 645000 1010000 1382000 1898000 2632000 3659000 5321000 8800000 P1Y8M12D 2 0.04 800000 38600000 500000 16400000 The following table summarizes the Company's stock option activity: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.666%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.525%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Exercise Price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Remaining Contractual Life (Years)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Intrinsic Value (In Thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Options outstanding at December 31, 2023 </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,161,228 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2.38 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">7.86</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">337 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,661,636 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.93 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(168,083) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.65 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">91 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(657,130) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">3.79 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Options outstanding at June 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,997,651 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2.01 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">7.87</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,536 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Options exercisable at June 30, 2024 </td><td colspan="2" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,576,154 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2.39 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">7.08</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,483 </td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 13161228 2.38 P7Y10M9D 337000 3661636 0.93 49000 168083 0.65 91000 657130 3.79 80000 15997651 2.01 P7Y10M13D 5536000 9576154 2.39 P7Y29D 2483000 1.27 0.77 0.43 0.88 800000 5700000 2500000 8100000 The following table summarizes the Company's RSU activity: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.075%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.519%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.522%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Grant Date Fair Value</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> RSUs outstanding at December 31, 2023 </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,982,661 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1.63 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,738 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.51 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(983,511) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1.92 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(54,320)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.64 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> RSUs outstanding at June 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,984,568 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1.47 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div> 2982661 1.63 39738 0.51 983511 1.92 54320 1.64 1984568 1.47 615467 256885 0 2 <div style="margin-top:12pt">The following table summarizes the PSU activity:</div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:85.672%"><tr><td style="width:1.0%"></td><td style="width:37.125%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.841%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.482%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:41.052%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Grant-Date Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">PSUs outstanding at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">872,352 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.71 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">PSUs outstanding at June 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">872,352 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1.71 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 0 0 872352 1.71 0 0 0 0 872352 1.71 Net Loss Per Share of Common Stock The following table sets forth the computation of basic and diluted net loss per share for the three and six months ended June 30, 2024 and 2023 (in thousands, except share and per share amounts): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.206%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.378%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.362%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.378%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.050%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.378%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.073%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.378%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.497%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="12" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three months ended June 30,</td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six months ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss — basic and diluted</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(15,280)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,065)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(27,204)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(40,391)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Redeemed Series B convertible preferred stock</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,988 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,988 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss available to common shareholders— basic and diluted</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,292)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,065)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(22,216)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(40,391)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Shares used in calculating net loss per common share — basic and diluted</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">257,353,857 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">238,311,498 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">257,293,247 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">231,952,888 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss per share available to common shareholders — basic and diluted</td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.04)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.10)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.09)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.17)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following potentially dilutive securities have been excluded from the computation of diluted weighted average shares outstanding, as their inclusion would have been antidilutive: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.964%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.683%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.469%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock options to purchase common stock</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,997,651 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,138,935 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">RSUs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,984,568 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,446,823 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">PSUs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">872,352 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Warrants</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">628,834 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" 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1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,483,405 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,762,042 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table sets forth the computation of basic and diluted net loss per share for the three and six months ended June 30, 2024 and 2023 (in thousands, except share and per share amounts): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:38.206%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.378%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.362%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.378%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.050%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.378%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.073%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.378%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.497%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="12" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three months ended June 30,</td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six months ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss — basic and diluted</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(15,280)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,065)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(27,204)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(40,391)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Redeemed Series B convertible preferred stock</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,988 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0

1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,988 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss available to common shareholders— basic and diluted</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,292)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,065)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(22,216)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(40,391)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Shares used in calculating net loss per common share — basic and diluted</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">257,353,857 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">238,311,498 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 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double #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.04)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.10)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.09)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.17)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> -15280000 -23065000 -27204000 -40391000 -4988000 0 -4988000 0 -10292000 -10292000 -23065000 -23065000 -22216000 -22216000 -40391000 -40391000 257353857 257353857 257353857 238311498 238311498 257293247 257293247 231952888 231952888 -0.04 -0.04 -0.10 -0.10 -0.09 -0.09 -0.17 -0.17 The following potentially dilutive securities have been excluded from the computation of diluted weighted average shares outstanding, as their inclusion would have been antidilutive: <table 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1pt;text-align:right;vertical-align:bottom">1,984,568 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,446,823 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">PSUs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">872,352 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Warrants</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">628,834 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">628,834 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Series B Convertible Preferred Stock (as converted to common stock)</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:0 2px 1pt;text-align:right;vertical-align:bottom">547,450 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,483,405 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,762,042 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 15997651 14138935 1984568 3446823 872352 0 628834 628834 0 547450 19483405 18762042 Commitments and Contingencies<div style="margin-top:12pt;padding-left.36pt;text-

*align:justify;text-indent:-36pt">Commitments The Company has commitments under certain license and development agreements, lease agreements, commitments related to renovating an existing facility for GMP, and debt agreements. Commitments under certain license and development agreements include annual payments, payments upon the achievement of certain milestones, and royalty payments based on net sales of licensed products (commitments under the Company's license and development agreements are more fully described within the Company's 2023 Annual Report). Commitments under lease agreements are future minimum lease payments (see Note 6). Renovation commitments are related to retrofitting an existing facility in order to be GMP compliant (see Note 1). Commitments under debt agreements are the future payment of principal and accrued interest under the EB-5 Loan Agreement (see Note 8). Additionally, the Company does not expect to fulfill any commitments under the amended Co-Development, Supply and Commercialization Agreement (the "Covaxin Agreement") with Bharat Biotech as a result of the termination of the COVAXIN program. Contingencies In June 2021, a securities class action lawsuit was filed against the Company and certain of its agents in the U.S. District Court for the Eastern District of Pennsylvania ("Court") (Case No. 2:21-cv-02725) that purported to state a claim for alleged violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder, based on statements made by the Company concerning the announcement of the Company's decision to pursue the submission of a Biologics License Application ("BLA") for COVAXIN for adults ages 18 years and older rather than pursuing an EUA. In July 2021, a second securities class action lawsuit was filed against the Company and certain of its agents in the Court (Case No. 2:21-cv-03182) that also purported to state a claim for alleged violations of Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder, based on the same statements as the first complaint. In March 2022, the Court consolidated these two related securities class action lawsuits and appointed a lead plaintiff. In March 2024, the Third Circuit affirmed the Court's decision to dismiss with prejudice the consolidated securities class action lawsuits. In August 2021, a stockholder derivative lawsuit was filed derivatively on behalf of the Company against certain of its agents and the nominal defendant Ocugen in the Court (Case No. 2:21-cv-03876) that purported to state a claim for breach of fiduciary duty and contribution for violations of Sections 10(b) and 21(d) of the Exchange Act, based on facts and circumstances relating to the securities class action lawsuits and seeking contribution and indemnification in connection with claims asserted in the securities class action lawsuits. In September 2021, a second stockholder derivative lawsuit was filed derivatively on behalf of the Company against certain of its agents and the nominal defendant Ocugen in the Court (Case No. 2:21-cv-04169) that purported to state a claim for breach of fiduciary duties, unjust enrichment, abuse of control, waste of corporate assets, and contribution for violations of Sections 10(b) and 21(d) of the Exchange Act, based on the same allegations as the first complaint. The parties to both stockholder derivative lawsuits stipulated to the consolidation of the two stockholder derivative lawsuits. In April 2024, the Court dismissed without prejudice the consolidated stockholder derivative lawsuits. In April 2024, a securities class action lawsuit was filed against the Company and certain of its agents in the Court (Case No. 2:24-cv-01500) that purported to state a claim for alleged violations of Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder, based on statements made by the Company concerning the Company's previously-issued unaudited interim condensed consolidated financial statements for each fiscal year beginning January 1, 2020 and its previously-issued unaudited interim condensed consolidated financial statements for each of the first three quarters in such years and the effectiveness of the Company's disclosure controls and procedures during each such period. The complaint seeks unspecified damages, interest, attorneys' fees, and other costs.
 In May 2024, a stockholder derivative lawsuit was filed on behalf of the Company against certain of its agents and the nominal defendant Ocugen in the Court (Case No. 2:24-cv-02234) that purported to state a claim for breach of fiduciary duties, unjust enrichment, abuse of control, gross mismanagement, waste of corporate assets, violations of Section 14(a) of the Exchange Act, and contribution for violations of Sections 10(b) and 21(d) of the Exchange Act, based on the facts and circumstances relating to the securities class action and seeking damages and certain governance reforms in connection with claims asserted in the securities class action. In June 2024, the Court approved the parties' joint stipulation for an order staying the derivative lawsuit pending resolution of a motion to dismiss in the related securities class action. In July 2024, two additional stockholder derivative lawsuits were filed on behalf of the Company against certain of its agents and the nominal defendant Ocugen in the Court (Case No. 2:24-cv-03119 and Case 2:24-cv-03209) asserting similar facts and claims as the first complaint. The Company believes that the lawsuits are without merit and intends to vigorously defend against them. At this time, no assessment can be made as to their likely outcome or whether the outcome will be material to the Company. No information is available to indicate that it is probable that a loss has been incurred and can be reasonably estimated as of the date of the condensed consolidated financial statements and, as such, no accrual for the loss has been recorded within the condensed consolidated financial statements. 2 2 2 Subsequent Event Subsequent to June 30, 2024, the Company's certificate of incorporation was amended to increase the total number of shares of all classes of stock the Company has authority to issue to four hundred million shares. This consists of three hundred ninety million shares of Common Stock, par value $0.01 per share (the "Common Stock"), and ten million shares of Preferred Stock, par value $0.01 per share ("the Preferred Stock").
 Subsequent to June 30, 2024, the Company entered into an underwriting agreement with an underwriter, pursuant to which the Company agreed to issue and sell 30.4 million shares of its common stock, par value $0.01 per share, at a public offering price of $1.15 per share (the "July 2024 Public Offering"). Pursuant to the terms of the underwriting agreement, the Company granted to the underwriter a 30-day option to purchase up to an additional 4,565,217 shares of common stock at the offering price (the "Option Shares") at the public offering price, less underwriting discounts and commissions. The net proceeds to the Company from the offering, excluding any exercise by the underwriter of its 30-day option to purchase any of the Option Shares, are expected to be approximately of $32.6 million after deducting the underwriting discounts and commissions and estimated offering expenses payable by the Company. The July 2024 Public Offering was made pursuant to the Company's Registration Statement on Form S-3, which was previously filed with the SEC and became effective on May 1, 2024. 400000000 390000000 0.01 10000000 0.01 30400000 0.01 1.15 P30D 4565217 P30D 32600000 On June 14, 2024, Arun Upadhyay, Chief Scientific Officer, adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act. The trading arrangement provides for the sale of up to 288,566 shares of common stock, commencing on September 13, 2024 and continuing until all shares are sold or until February 28, 2025, whichever occurs first. June 14, 2024 Arun Upadhyay Chief Scientific Officer true 288566 February 28, 2025 false false false*

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*3Y*M\&E1\+?:%)E)6)E#[l/49-[H_J,"Q M[&*K>[V\34HSU_LBV;ITHX"%')O+,MV? B(F*UQE]G=N@2QHQN>=G!LO^L]TE9JZ4O==.UOX3W M#A73+U4^.@B R5/LP&A\RYF0%L=/HZ ,3*DYC#X^YT_%L<)E"=EW&Y2.N, $ M&*?KT*EK:RD4E2#Z^RV"UK 9$QCB#:5*88HH[N!U"NQ@GX\A"\%*&+.RX&,S M1C@*S.A5@9R5_%D9RV>.D6:G^0B0,N=CK*'H@S^EN(=MIG'S MT!CTH0\=4N25.\'M(M3XT-+O^,S(0]# M,@\G-+R0^CW>N&,L7U*1LDAX.;YENQ'%PD, ^RA526:M(,.NI6S ^7:=#%[)L MA9_<&+/$/%],CANVP^4Z98'TVB<(-MPZFB!:CJ>C-2.G!<_:YCSP45DHD EY%^C"'7Z:B)*-AP"EV 1HZ&U&JMP_%\ MXK4]4_)^6S(Q*5I^3OQC%STF!#]})O_K#Q^9GSOG^4E.T>VCV:M I,<_#W M00TX@YX,LU%=-8)"_2?+_JKCF[E-#KALK_"W%?,,O\@ZYPHQTE#;O_J<099O].15UB M 1Q#B) ^!.EQMJB+T._GJ!W5QM9!U!QLWTD1 M;&+H$Z^@[E\]W=4G7SJW5$ LCN9,DZRQQ3Q491],HJ7L8*EA_(^O7)6J.+] MROI*A$\? 4@WV,P)Y@V+]\NWCG&'4Q!N3H3[8&_>=N@31&Q8_A6Y$U,LQ?,;G M4P_Z68YVT#TS _CB,7SRJ5-9P'X;>A S739WN*<5 M.K%&,$HL7[PX?J 2Y2^,5S:F&'/MU>?]D^JY=),.C_+RD8).AW7>.'[2C,?1 M1ZJ^OJX+P:IL,3Z,^>/@D7B2=H&"LZ*@]JX6&3_>ZA=S**.^13!WZ'TI,ND! M.T]N:1M)6NC*Z]2-Y7DZ+ 2F+#G?M? <0^Y-X^>2/"T^,KPP\A7(C3N%8);]T M%GMDQ:O1G"17#/\PG6*49? O(NH273$/_0F#C\^7]*$9T05ILV[-F\."6B+C M<>\C5ER& -]U2($8&T&C$7BYA1N2P@P"D2LQDTQ05O1!LG=_]V&'BT:=&FS+: M8A5BL\A0R/H<$=Z1ST6<5Q9.F2T37;_HQ_>J#.[XQ]4$1H.SJ'G M/#/E+7R*C0+_3&],.B)NYWFT649^L9>=%S0WN.H"PS(!N@0K-9P_3Q)A1#[= M8O K'@#H)28 'N=DT60&)1%LTPD"XX0.X"]8-*>3S0C+7A+8@0LR@7DS"*EG M.Y5T!4%B3> WV';*>>2Z)X8)# ;N42[!FI$'UMZ41^,=@K-!'=_@.QSOQW M8ES[WXE1\/^!&(NA1']%Z0GBDTKD-C&16S(IGOMV&/**'+@=6TX$2P'[>>0 M5"D"LNM F@P\CT4S@;0C)^C80<8=F,&N(]O\MAY4LU*?*]UP>X'M2$."$V]O$V'&60!H[^VOE8%&G*+KO+XRC M""%44:/1*AKDS(O6'G4KFZBJ>:L2VQ="VCXK ZKTU^ C19; (I9P5CO(EJ%+_.M+W6<\QFYX-L?\?09.4V1-X>?54=OUFY'AY:LZY/(JI-!Y"]$2(J*35 5<;-, M8KP, ^)'TN+7G'_/?5))\R;4#KLL%%BU.SDFJ"??2G"N5I8FWLHUQ*)Y1A&B M/Y4/Y-Y /]Y4U&J74AG6C9CUACH,HKWWE.6MZTS*3#Y*Z/IWSRGT&=T_YF%+ MZDQ/7,A:VB-XWEQSW6;IA!>_-M({4=RUIY\Y&WM_G-9(KCA5<_0=@_B/GBQ)77_M[?TQSM59YB MAU3+GZ&+TNFY*KO7.#X.,*JLKX4/&X#E&!&OS M.6M>PK7#1,M[X=4&0<4_HBCZ7YPX>[{Q8%ZAOT+QGS!"/HBCK&M? <^O!5](M^OQ\.16NSAXE[J3CX,,U$M(41FCQ_+N%6_A17&/*$=Z\-T&+KJVGBHU/<2 M33)CT$.8P!FG<;J$=+G9!V3;Q=J/+D^J5D_-O(5K@P='FEJA6Q]'0"'*3_]3 MP3\OS- MWC48B5:R8@!RB+>/F!X&H;[C.T@$T2@.6"V7SPC R=\UX@Q/)242W MDF1-16_IMHVR?P^Z_G1OJ5RV\MYFKQ'84<@4E;2S93- &ME\6+7,O+#Q='1L ME6%.WS$L++'0/-6<&QAV^.G[;A0KN@Z','+*-X;.M2@%>VH7WHF+/]9J9=X* MA(3S(.EZ7&267X5ULSC:GA\3Z%ZC-A9B6)@?9Y"%Q*ZBJ*HL@89@Q>L)5W4F M@/J'I34Q5.D#U;\WYHS(CI18?!+LWY$6Q> GWE#[+[G=BU"5N:5DJW,=#%B! M)GW5J?WKOH7A%Z5/R=9.H=I<'P]&GMJ.$7N.N&QK6FB']-T,Q&C6U)*_.&$S M"ZWWW1>4_/%=$3 O3=QKOKMH9WY4B2,'.0)1>6DW[,-[(7B& M]HK4R:$-\2W[R:XC!Y_8&(H[6-%OR$D8#,D$O*'_$N/[&:5/]Z'D.2KI/PE, M%K,HJL LYG RBT&@Q4DX4Q@05Q'A!$3 &%(PKS' M.U%$.(I>Y'Z-"7S^6<0$BLHV&D 8 4N5(&!Z5'^_6;.PO_;(\5B0+@<5Z* MGS<>2CG771;B)?HRN,CPRV@Q>]/K8%%0{U^HA=? ^)N8H!K]@1M7#L:3_1(X' M$R@.RMS3$QK)\&^QKGZ1/<\$]!>;SK'C1A [2G2;!2Z@JL 4;TQB;!.B&? M*]'OO__34B=^Y:LNWLJZYQ;*Q-XKH'JQO!ZD=^ QQ*90+H[A5667'61!R:2 MB)"M*92C/=N!FP./D(?[KA4O^1G4NY&A>U";WTL3 ?0HO:$\Z]X^M&42ZM MMBO1MB8OT_5+LN_!"@/HM #AU#.{OE=!%]LGWWLSAU]} XRXL M_"D+UVHZ-6'PLM',TZK+-TKRG_(OZ2M')+>AA]8.PCH@%TF<74DO2"?)P_R\;@.6=(NQSIKKH!9I^9<8?+Y-@]GK4[C:W5C1[\M M"!N'*%*IBRWKZ*5QD+N AIP .UU0,I\9NG<*V@3O)ER9N(LI*?T2]%9-PW M(}?+PQ33?_ZVW3U2XGGQH.N%EDUZ1X#7DTB[A_$=/0HG7O5U1'(O&R T"<*F MMNQY5A_'OUGOR*\U}GM1IB-UW-I%R? U>0R;X3Y\L]^=/-`\]'PQ8GX'M\KO M8:/A^,=4J+;V04PVRY8[]9R8TH]@X/C[\0YXH=X$)1L\?HR"]B*RRMV1X?)' M0[=*P^9,,7I,OJ9 -5[D^+S7WCW"QL$$:KA"Z5SHKQA\'91XITQUVFQN[T/\ MK,/[!J++\^M99*US"*?,"Z0EQ^-Z2WT?\PM,D,)C0EJU3LF$P-Q#@XNK^ M/MC,^\$,"9GTWV<,L&5*ZA *&WH(2E&T? >Y&^?O4U *EJJ0]>B'10&OUW1/$ MP%E'R)"T\WD6)>V QIT84:B',FFV$.SLI0DQ01H!C964[C[<;,R3H;C_M/ M7^E\M]L5,4R \MT-,NP8G{(I]9L1P($*#'YO41D[42I-0G=K8W1> MUN?:-81^LDC";/3#2-]H(D<>;*<!'62L,3E14=HWWFP86F;S&N3 Q']K&*&<"[AOZY+N,HB887M+X@4"P MOWGPF:"U*]\Z.N1;*#GB)/1E](K8)^UUZ82@Z!N,51- Z#GV#R_9PHFG9[3R, M*&;'.._S<0,A:@YK EA&(SL>2>E1P@K#SU%0Y1WO*74WK@_O.MDG;?\HY4WEAZ,,Z7;TB^8QJ2\6BD0O-VAN-[LK%3]6"9O>"[56L/ Y^9N"U% MHC1X7&AH?IB%&D4'Y97<#G_XS'(U5CG%7P M==IX1+@IRG4'YSUP"X.83V%81(1?4HW,%H8(Z$G0]6,D)E?MGTX='DF CO8? MC7E4AVRJ-DXYF(!HVU4]NA;A +7R7%X0,W*F3;.87H^K,P%F]_VMO?W'^O[, MTS 25*ELWP$\UCA^=@1Z[ZW%P-WP.3ZAF2." >*S=2ZHG2D,C]>N&7ALF]&P MBYR6?*5+AW\%%KVAA)[H-D)^C>&*-,]V=A] M\?DY$N,=HPR/MJ<*YKW_[*YV==^\?&7_6@]=VIWS=TN(>-JL8CRV/3_!1+ MGG16=WY?E900_7/0 VYZV=Y9 M#$J,"=P^W7F 9LGU%E^Y;\SZ#X=PA!(BQRD2++%[.+$@Y. ML:ES:*36'G85B1V-<4E3?J\U9:9TB#[A#WI4# M&9&\SXY85I%J/U^5D'HWW 0E+G7J*8VX5@_52+I;-F;,GJ[YDN8A05,HE6O6 M^:9G;5'6.5)DBJ7FN88= [.M.W6WQN)W685FA*=5G4=M\|X3KV;&:U;.@)P$ MQR#B3U4/46Q&?GOFCK87W;BZ75[$9)],G7H@F/5E>!6CE=\OY#5?'3^_3GL MAE#IW5[D[#===]G<_YGZ.A%_[,'- C^)L#?.]'!LAW_ZS18P;YEX*15[D&1*/ M:N%,Z^FXTUM*B3*_HVF*V!/9"I?NM=SHI/O.JQ4*03]FI_;,74;<3/CU;2H MGE2VB)@? RPW$[>AEQP3S2;ZV2;IE):ESQ6$0(U,WWH)+7<%5]{0RQ,F/*=*S MJ$/+)T)";6,>2U?'O6*_U>]V\/@>/$AI/2Q+F=+<='GX,_27HY?A\<^=]E MW'4]7^_>L"3]FP<,[]\6,__A,?>IL7[>#_T#V-IBQH#.S49<4M(\P&>T%3S MA9:RF94!-M>9U3K26DE[2;).Q*+9\JS3F5^*.$9\!QT5+S:/%!//2]\ MI^"/(U\W7W0#NHTO 7&.&//M2)0-<8$^%3'TZEJ5<:'?&C^' .F)A*43/WS$ MC#DD(G6B8..U!1(VI^Z\K,FS,U@?6P9O%5V:]5/+*RJ7J8D8GD0-J](O:Y!9 M+*%:H163)5HI/3(!T =E1#77"D@C6>A$..%C @(P%M>V09#XSP@(XQU"ZA'N M.'AV[9D"?VXC5I_V7-,XK9PWBGDGZ3A]=W!H@[_M["2]>HEQ A.+1,C&,H'X(E RAZ.''!2G!+%*BAV2DKNOX-,U(_!535]#'I.F7 MU9?O\96B56FN$"8 98GBYR9TK!E-GIT)Z+DP@6?H;5T'4]9Y/G3V(4UNE0T$ M?S@T)H2/.6:N,L$^"D] MMAJ'OPZ]V?"=#C%O2EG\D9-T@QOAU%6=K#A5Z@HV!S."<_&'NH["BST2H M14U+2? ^#=:IWP_+&]"/(&B[^&VX{'1.',X4R@1O*:_.A!W,@+TLFG+],2=IE MU9S=R)D6(_3:<3$FD*HG C9W, %CHVWL2>3W:9,FA1N0$0=["2RK06YG?26%^S020&3T5_7J,A$Z+Q_ A.0P&@<.$0CY\W^ M_FT">1K=H4JY9 F.U75@R'+VR!6G!<3B^&PV7:*4"6-5TG7Z+GH*3KFH"IJB"%},ER5H7U$*H\%3#:G#$QS#Z&V@G MG"8VQT)]N{4}).N4JY9CT ,+J IQ'#1ZQ02.8J1W_SX'L:AQ<./OWT'1GSP" MIQ9S_-Q".&QMLOTN""0H<"4_FA!RNQ=\.O{JUQCF+8JBL$07*+)F1.GI.C(2 MICQ 2'"R>_TOU7\?*

*V@GFO3$67=I/W16#JC^;>8'_=%"EGWJB&&?H\LO,]>;1J?]HK. M O(*G?PHYHE[26#6Q%$7@BY%Z^&"XS6XO MC$/FE=AM85].SOG+*4[/;%M,+E*0Z/ +XVY#=*
(/"U0;A8C9%VR]MX M1I@S90'%%JZG-=L2H@@SJ)!/H*5N"3.V /#A2&7G@U[0!21AS/'6V[E+V MC<$S%[/VY<':54.7QE>X]AS\MO>)+O:T_UET:5]RfJGZ
MM^D9\G4.5%\);WO.Q>-(NZ)K:EX.6_K@5+R"?XO'UR)MMJ."[WK@6ST5V_) M9^TF1V3;Y0#T]-)<5T7YV'Y@"_NO!9,4:?D_/1BM#[K-3%[MU5W38Z(K?4FY!
M/!BQ&#PN)1XJ$>#@[4"(Q!+7VN,52(;FN' \\,E^A7P>C<"& MLS-0=%F:&EWM,S$V\JF7MX#^\/-)0?W%'.Q,EN'JME:@C]DO'@JH1A(X]J)(
M2<5!4P=]V^U3RMN#EK%IM.M:O7X'_;9"N=_=EX{GE1_O/MFN,YBA[6X^!2&_ M'M.5WTUZY$8TV62=>GK$RYO#I/9,O*#"1^16 #BP[CN'7HJ9#G+?6I$I3WD.
MQ=>QTMZMRZ@I)M#*__=6BTV%5B?DR+3H?/7+HVN!TOZO,X)RCLA"FWA592JA M/*KE#X>V'G[J%N,0EABDUB^88#UWS]KX)1KX_I2*WOPF7HQ)4[%/00GB?-2A&;VHA;9
M9#:+WF(:X)R+UJQ;;/)NM>@9"::W]!51BKYDYT9 *E/&D4LMS3WX%+H@:@Z] MOO:A(OM%BUQP6G<;='3R]_=L\B#RFU#[=Y8@83O4K$%^QAJ*)/@+PZXY>,^6
MF$*7F[*/'1TEGKM*!/UJW/ZH0UY,N6:UQ*.'^Q'"">C*/W$9U9,*GC-+O3U4 M=TIH)!P\/X#X5?7-T/WF;Q:W[8:CB>YS7UC!ZOV_=?;=04U%WY]!5 21HB"'" M2)"J5*5*2U2:@(
@&*5%14 Z"$B D"@(*%4ZTB)=0 A*DQKI @+2I4@2D-X2 M2@BD;=R9W?W-?G=F=_;/._/FS&H!OSF,OKCN Q['W)@-"_M[]M@WB<=J'^8^RF?Z^UOD* 'S,!,2"KDAH6F-
PEWR(X+,SLT(9V3RR[S76H) MG9._P"Q@7#BV1K$[Y]X9PXZ7N<='#4X[K!^XBP3[5/6T6OJNE=V@M%<=#>]G M=O4II"J.6=$7R]6.Z@(_]!H8%T$=G%LA\D%K3$KG@W%;
5U&#-I@V@=N[X W M4:SF*O9"/$G4^I$K%RTC5((VY#;KB)9FIO*BVK#5AF^3> ^J7L]$13>__M?)PTL]F99:OUO!"@9'@LN>G&8]'SY]M:DA-2TY?+/?+11K5POMELG]'TW(%M
MD'IEW9^"HW.B?41%B7AHECXTM:L<^V<5J5(S0!V.U0G0B)J%5G):13#"3FO MF@'(W9S-RDT%Q^O]WC+92DJYMTY^8@V'_G*A\B733TWAT#.-C^!&1;/2X:UB MGH"U+
[JM6$N..^??KH=U @")=QX#V'P W+W(>!3! #E]$>?0$."M^,J;.O]$ MY6=P0M0/3!@>V?P)TP(MR,_5=,RD+421M^5^EBH$E05H=IM-'ZH70!/\$1=1 M!)!3NC7\?
<#5O13KO5T3*P: Z^??5NY_7Q""X"=_B8\T*Q-U.],;G[*RVOQ1 M"23>U.&QD\MB^XH+>2#= YZ97)#>O.I(,A>BZA/5ZI_,_9BEY0ZW3%\(Z^Z9
M+=6>O%Y*"T#RUM@.5<_!6+OKT@5G%DWS_A@<{K7=G2RCGF(:]3UJ*.WC?LP- M%4R4)BG9)4#TP5C CXNFM?4.6]WW+GQ.WY$]]UMH?ZU#LL-D/97_2LMARQB= M-
B234IVMAR@U'4^:29]SWP+YYV-N,0 >4+(H)HY):[%OZ*>|3]JL0\]IVY;: M_6$ VF].6U?*>]R3 !EW%VZ)^V8M>W@M+-KY[6*HFDVD=TP*=60!G,ID'NNC
M,420=7319NED7,Z!]\ZENI>(W-O=/A.ND>4,;O=2]Z;4:B%_7-<0D!SU8T!^%-H>V30I5%3O*%@<0@ M3Y]2OKQHRC'#96C^V;XJO<$-WO^5,@^\]*#$5]?
3JDCR2M6WGB7*X9[A<^]+?KI%.E2U@2!..P&T:W989Z;1=-QO7D%1$F<)],T\$*RA/F!I MF^P9BM+=1$VQT4^?$R$D"(])/NQR3<)I>)?*DJ;&R M24S[TD:Y#!:%-
VO).]E],+)_2M$J!)]T#AK/!\G)\%$P MBLTNLRYPU;&-<8=,],X0=#C9A%UNW)#Q+W>0U.X69 MKRSB3VE5:'"4CBVI*304]WOS@G:OP)+7-O);/Q,4. ^U9YR-?BY3C6[R-)_>F
M(BW7S9M,,FSIQ]]$T^_)-OHG>J,+F9KMJTO_4X1%{)4WD>L3W7/N:WZEINW M=I,>4I,4# V =X7(S9/MVBH?%].M?=-=W5KWDJ'O2!HNT>2, <-KA44BQ&', M0
T#P'J4FMJZ\Q^[9)]fME^_$?3_/E_0?V./!O%']*0![B^ M#6:R=EP3EF"BM1W_P'!!H../RA]R@?$=+RS*I"Y*V6UBY5HZ[^M^$Z&XS]=,_M1.U'?
ZK/;R366/(_MD[!A5V[A5ZW.16D89CWB 1R@]U;+ \ZZ?P?0$##R_(Y! MYM++W)DC1,GE7N=,EEBMZ[V)IZ0EJARAGPC@MSYMEO'0#]A$N-)8 D:#TM_X.)O72J?!7$@VXP16H@A
MM:NN>/-W MJ!MO.M608$G8*P\]YOKYV[EWZRG#X/OH$47T#3^1N"SPI[_@]5VGD[_VP^F#Y MGTRZ)W(+^N65@_4'RW15S2^A.E,(3FH$?MFNKNC0Q=@$W0+L AJ180D.W-
,A M5J,1C63ZQ*<^9,RI"9UXE8LZQLQ*.-0,7!#:CB/=)KQI(9:,QZ3**S9[E4@8?*F,AB)>=C;K^'AJ<3%[>G#51*@Z9YJ?]J:=): M/6CGQ0Z.DC=\4-FJ#I>R[2=B[.DAEYJR/< MC-@3O:
<_YO]\.:?&7D&]X7@_:Z=>&DE!FC;7=]>!V8J5;^^258*ZGY1'=EYRH5#C2M$*7&??]?P?X^.DYNS M&MF/+Z<^R=,DF-Z/&$VB6R\A%#LUS#2#BJ5\"M2R%UWZ&(/AT T]C\S
H>R MJ%,H@GL7F 7S> #8T7K]US95JZ*C#&HJF?HW1%(OZ,5GPSS^_0]D.E'_SI!Z MYR#7ZN #=|^AE5S!$ID@,Z%S#]QX&Q&OH9%0PHL2*LH["KEQE^F"(TU]M 'T
M#S!9T67#F@@E1=.]JG2\O}-9B=SO]C*T93U=),?C,!^$[M:KW_UA%AP1 "9<-MANKB*Z52.5>M*B3Y^^5MOU+-63L]=&RF5/(,%,PS-24#R<"4 I3?9[L8@!Z MJZD&#,"77#!-
,AZC!L:/8VO,:6>Y49 XIG!U*$"0."QJJJ<'6NW]2B\,]=% MZ"[!AVP:=K+[>9Z@.M@.7*C7EV,KO@6,0*#FU5S'"*O+'2@P^.\GVZ$0,K9>.# M50F[!EW#@WF6M5?
U;6R^U=3M&A:0L70.0:)Z.ZKF*U6ACH92W%?D<9B:79MV MQ@JY$A7R2CJNQVQJ/*G3Z6'K=^92'HTN_9<$@_T2Z 0"_;'J'..RG[*GL=9E+
M5I[Z%RD^AK)Z>DCI+08@:+$2X1$43MS0=B6X=TZG4_E-VARTPHURS=E=6P&M M(UX!HJN+'?X'3T;$E)LD@WY<.$#'T_\ECE7I$O";M$}; O"*AB;7_8-
92J_XV;*A.Q4:12^9G(@!^ C\8KAYBVWS M T4)YCYO6A<'CL(3@=-AOTU]$.08EONCND<'_^VVW[LWQBVM!.EMQNA_)0 M.6EOX9+X!'[?9)A M/:T>[&1^%9GF.7[T7J-^\TAEH7V_9Q#O'UY0]&P![P^(&ZE1MH
JNCRR@E-?`MP%6_&)5YK>M)Z?R5O@@G6**39":3S4ENU12+Q*W2O$)YUS3;4!-!6;>6YL* M]PHZ.PZ9]%.8YY;@R5HZ"WW80966 1+5G4<>@X4Q !V-/^\X*MM6S6B[?'YQ
MN>]'%&#SL<%-G9NJ-#8$%DDP04.!Z[>BJ]U]>O-@C2,Z.8C+5?H4XRN#XJGF MYPR'_MP0)S*0O_3NO23^D0MW$.%2^F%2($.N7Y)9Z<6'J#+X'UW";JU(O^ MO5;>
[)*GXWYD(K;PLT0M;_W_EK6@Q0G+\C*?!QHZ/[A!;.8U0&0O5GE.LC^ MQQA\=M_$BCH154T%_A,KS2'X334MP&WB/+'G9/^;=* YI:IFF'/@V=B5A(_ M0'5-
"""3TW]=ZMZ=BS/>\WPB8@FZ<);^^[;(F*KV'[ANZ0!4ENG2T/+4'0PD] M;_VUR%R2=9C1XKHT<%ECF*R@O]:DQVFM_-#CIG3^<= Q?-_0=-EIAY$DZ)N* M
^&JAV+]23RU&^]!$,P2>P>SONR;P"X_90$4)/:.DM+X7,=5U M70"Z^NV@2 5ZH'U"R^+?QKC9ZED3B=W!)2.)Q!CM6#.3LT$2N?NK4#8&X"DF M!@E!Q@!$@_&3,?
N__6IFVXI_U'T*%7(^I@I^@&[". Z1U7:[I=/L=*+ZE\XE'_@H-W^9U>D8LWN,-^_3[*76)A]F M&+*BEO=3BDON@ZSR[PXK)NY.4L^RTMD/ROYMNJZ)S D-<55Q8"%$C 5.CR\8
MP)O2#+C2GO]N"[SQ8R,KH1B9S[&(.$WE): WB(2=GO96SF&YO3-L9G:Z[A[? MCN=6=NYL!.<]-=IR+T-_OX&)EG&!#7EZV?B.R/.7{[RIB90A=I\![73V#>\! M#?:IY:D@1?)E?
3Y(+\KR/T.+G4LG-#Y8NF/ 8?*.U *$*/6QZ/.>O8[>9#H@ MX&G#,17AQ=FR6!$W:)!,?_6-^J+/A:E^1:>"?_G4E3DZ?5 M/24CG5>?
_"LL5$/\5$Q$WV0;,#3!AVDX[AM[TFB++;O;_S>]X"L>NY+8R6.\F MM8L%-RQOUY(:XW(YY\?)>8N>GS=O4:]P_PP)OI=25/$9PVN9O;RMZK2,&:HO MIFU66>CSYU7]U\
(AL7EC84SD"9-S4/Z)($BSH"}&Y)Q/'M M0G=6*9BF&H<<;]A:T>]GH&N_U0XGQN[4QV;?"+SR=S%2Z9FX.A=7.3L;>:1A2&$Y*OVT],EM/(3D#94I+&I5/>1V0T-'_G 8
MB(_V$<[-1'C!YP^$Z D!_;<"1#9CE:,,*#\6I#D+>=>A:KFYFT";C5:]Z"21=/D]WMEZ@PLH#%].'I QJ4!J$%W>?-LX011T M6K?<)$WV;\)K=\ WKI3/B1,F"G";+Y;OCG]65!DPZ-
/E[ZH8D^?\5;4F^/ 8 M]\2G">F_EC$QBTG5'"3@E#AIE1Q'.4_^A"4K/WKVY=L3TA^Q#<$:"CZ,.IR\ M4P\,Y?BVFGV6.\'"C/1[16W!]X)Q/V]DUIN) 2WE@P02T\G#OL/5:)7XVA%5
MJ@7F,-H#0A7O900)F&_W+K-E&8#&&&ANU/'). OHP+RV"R&\ SO=*D0X11S(M/N6P)AL*W9CT>9V=&M.+O.8(#*CW.X -(4XNB[PW!%_;^A&D24L)\P#K]+ M^R
T>H9+;JC*5L"T.>CSCOSH%3^%C:I8$R .F^(0,TB"[.. M\3LDWVCJTV1Z'3A4WFN^ME_VF0IB)S_&E4-26I0\\WS=L0=CF6G^2F1+F1-ZOVN*Z:N)V5*7_HS]A M1I]
<"V=MT!130=I\@M,WD6"]?>6*1 MG*!R:3+Q(*7\?OD)RY24Y+6<7!RG=G[]7PK8'(>H^3H43^7'6^\%<()M*G.% M1^<]*B(R$W^]Y4,;-^F#G.OXWT?G"0 >><[UZ690?K?
L?]KAGEO%1 MWT/<4\;@^MZE;N^/GKKTA>O=G:]C?7X^BGIZ@W4P_@GD7#&7$%*K E M!BK91?OZ@._0ZG2LZ5MU ._N!%HP.1^D2[$M***4&^0[+AW&79FMOA#, G'#V
M:]/32Z6G0I_23FE05!L.GXHD@8(77QC(3H)XX*<)!VWR4@]5W%T=MC:;^_\8 M[]SW17[2^-L\JOYS>>;&I5>5WSDY9+_&\]ZB&"=DVF/-],]2*77!&7:U!]/K
M*J0M2W9!N1:V^L%N1W5,D C(??^?A9O^>V-9 -<&;O 2^DD_?BU&=8L 7]=" MK_1X?IY^>N;V+Y*L*.4[,]!#L1;Q /$;2= U?X=BD6X.O*<2OI'H M.,:.9\A*F=#<[,$&C[5 ?,3ML(>-
FV.VKR+*H,>*YK)!#5T"#A4=DH[W *R9T]Q1K9I(O@0O]4\YF0(LSSKVH?! M$UDQ]K>X*997.L-I'UA9DE]QJQ[F4:R9=/084[9?2.:+<)X<$L274W*@W3FNV M=?LBNNR=9M;
]D'N+QU98=-5NIT@"P=+IP.\B&++V)+V^9 XL,*A%FP2=RJ]I MAN!HMM\S_TX[UQ>["8$*O(S[W4.\"*,"!P\ "7W5[N*[&@86*\/GJ;QBI5 M0LA>%=*9$VM_.A--3Z*X+ZU=^-
YPM<1!I9,VGIRAH!3,FBZZ=W_T+7F9 MB9&OB4.OBT(P)_],D_OO+J9=Z_<,#J^SCN\]Y*D=^UT=8AD$ =J/;6TH+LX%3ZJ5RHJ?.\%K9X]_6@6V: @ &H;@.\NH,-:%
&@*W2,D.]KA^U(S-U4>;(W&.ZY< TDN[0G(M>]G$##RBK6&3P2$U.2_Z';[&SW=O39#F+!HDPZP3A8/#V$]60'!U$?,#D/;= MH$SGDD^K0SDS%5X.YU!VI?QKK?\R46%P1\
(QL4?DW8<-[\#A%CO;.SK*2DV. MQ(4ZV=F"[C$HL;1V99MN./$$#ND'V2>A>)=Z:"2C2+^PX \9]>>(61MHSXS4_R!7&UM.(HFA=PB3U/'W^AG5 0M3[?FFBB4MY1MN1N!
[VB#\XA8Q6 MR-UQ'P>/+/^Z1[PH7DJT\MV/H2D@7EM !5;^E41@_ <-"8LX2.7^@Z=#T>!_x
M,!_2>&4#@_L"9=_B"ZHBY\|>J8,5@:55IX0IBFGCD,7#W!R04J]+66?/;,%/Y{)%$/F3'1"L[M_"KEZF!PF+0=##$4J96-CC1D ([I(S]/&=*.CS(WQ?H+L,UD %E9)L-@E.O MV>VH,
[>_R(1V\S,%2U,C;I=U MG"TG"OOYMJ"5)_6S6O S"+>X@JO6_ETK;S M3QB U^)K;K+S&-Y_UJ}T?F"X*>(G"%3G_W#.%+M I M_U_;?D647T*E+0 M!>-HIXUBBKT5)%K>4Q;A5:
,U5[(NZ\KR/[^(VFZ8=;,A8WX:+JZ\HXI/8UJ M/L+!%**6]2,5#NZE^+1(5;D=8SS_S34C;19H$OU?:>YTN#>Y #PE5[LTVMR6 M4+W2&"P1AS*8'G%9:4]OAWX)[,%./[T?
^&F*'+6QP^.PW5F_<_O" G&)PA_8 M>V]")KF/QH70Z6P&JY&!A[E@JM[#IY(;.S_EUC!-.TM4#\1KZIW_;N"7R4\W M+TW&>]A>C&"[MAK4XG'DE2##/5Z^#'R'(M@$>?NW]N
43VAO,-9=W0]B#^*^ MJ?8R"\,W@J;*_#9BW*>+__K!_\OW@^ +VG\I+I9HF_C2L^R_1WD}(>=Y=5L3H+LPQ[-+KB7BN-B.;UUH3C[M1LDUND1>9%3Z4OH:A@]N6@CGIY4P
)Y7.W-E)A6IE_%-[8\6&]2ZSBM393TO MG 7;<2M_6IO#Z"*&4 033"3F^)O X(@"6,^CVQ?LUMYR7GL/7LQF_0LDR/?, MM2;F-U5-G1?);BFR'4,%N3, @/TJXM
MJ*WT6*RM'F^Y!.!;NX)^=O3Q_[$N&&L$&4]1AK&1DGY%YBPD<#R?$PO3/E0, M "C;)EV[^R)6$WAP!QT.?LX D-6A-R>W)%O)T/F9N!-31D+.-<5KV$"*I6S M8@Q
J_IMCFI^#T(ZR]&1%Y?_(5L+3/T=6"3\.2,L#?^FLTO?ER(7E3> MAU!!=*#8P<\A#>=E=H0_.2[RL5OA, 8JA$>JBSI6;E@:C"G/./U MTBBA/'D;*@]_R+0+%K@G0;9?ZC4X@NKTO'"#
(KE:V^"T?_TG_RT2UWARB03" M^P/;M?.&CCU7P-P9$X+# 0ZN81SOZ-/'?-ZW(IJJ0@RM M;8RM_2D4\L=6<>)AN.C16=E>M)S+-,GU65VYLU?;C'C*6?=4V;J?^CS,5FFX MSK?
(M1)'7KV;XWS!!]YG'!L;F2F \E#O74^Q^DU%RI0?<93W((]*]R6"IGR MA5I2)1B \'<@T><^6=["9.4.D%S]]V.V:J&:R!??#Q/K<>707+[[]Y^3=N:N M#5:=?VAW-
\G^XA+4OQ+#NJ_40>>(HDA2_9N&XD%\;J +K4W>V+F9AP8KA0S M12.O=5D@4@Y5X0UN1_X>FM__Q "\L5T0@@5O^5)>!R 7NPOWL)?&_EG#T>3? M"OX>6Y:("JJ-
!5(>L13X."G)X%$YB;Y3,'JK;^@I8YN M3Y6?O_"V3ZE\"&RA2^)>Z0!R,\4:((11CB?,@5]D:EI[9D;\B$O[&(NH M/7SM&]2
>I%\J^^[@"!GDD'7HSM_>0S%6F0[4'7U7NA&I&'&_V?<4+ MKML2M.+ZKLQS(BCUAKM"[K#O'G+9#T8TYQY_4!&6#3R0@1*20+7C&!P**%@# M$?,&N)}),,0-
FX%5_.RV*BA2<+-.?@PiPEOE%I@05R32GG3 -,GS# . JP#7F MX==)YM%*8SB1] G2Y!0#@!EN"0P&4@7\2&]^C_^/#J+VM0,H9N^-,1T=/I&-.MMQ_@^3\V[I-
/IGXDVSC,@#GO2CCK):AZR-E*UC?E/_BA_?FGOC669-!N"#@1_ (B\F MR+1U8\^]'#VIJGSN9/.HRG0P\Y)M30#M"_U_\P $(!DJ;X23A.ZHU2+*5C#X+Y+M*,>12HC)V,/@&!?P2
I,\2%XEWT,0V".>'M+ EU;DYS -SF#L-L+PXQ (/ M:K#D&R;SV^_^\JR"SVC+!OGT<%3!VF 9JQW36BFS(&QNQ R9)=/OW#CL58 M6A!R*>@,JAW,OR8?@^2$1?J-
\JZ.JN_8K*@D3&G-OVS\;@MCZQK(17@J,$UE M3Y)_3STN2ACC;-1;^%?JY:EH+ M71)P,,D4Y=JLIT7TZN;G[W'[E$D)AU15/&E+"1[S_IO@OJ;1@! ;C.ZTLA\7
ML3[H+837YB/;M%I58&$WJV!L5GY)**S]Z?YLBV M^@\61VQ[,O6HXK>9QOX=(W2$T:4EMJK"PFY@\$JT0JJY2JAS>$>NR&@-ZM,C M>#VR9P]M3T826(T(G,)KN7*37AF
YO!@#8]G8-)@U#X..?,0FOLICP,E_"_MZ(7FVN/G.%ZTN%F?I5-QF%-^"'F@*$R+.9N<=63LJNBAQ(X$'W!)C/MJN"'+; MQ ,JXAYI*?^.(ABCPW/94R72]<=45WD<7Y8&C[!N6:LIKD(-
J(4ZA/*O6%M$ M !ZSF*%M(F^E#Y-=%7,Q.4/5;00OT\B)7!%FO C>80!&$*OWHK&0+?$+$M/>4 MM@:>!M2K'S1^9"-AE5 JPR(]NVM_@@]2<:%;-DWFQY&Q/]Y,.V4\;24L^DJ9
MW/_7OYS\CS0::Q>&H_GZPD).8$O5I.(1-!*69BIQ M6<8?GB,J=91]P:EFLO.0M8%\6 + S2S:D1P>^ M9;K5(VX&@!]:I&++!_'4'_7+]&>0O&0HS2/0"L\]C")X'KR:N+\,-B'[U?I>*
M&EG)/,Y0IM *JP?QS=1YP1+7FA*P0H9Z.5N'XWW?HBKLN M3Y6?O_"V3ZE\"&RA2^)>Z0!R,\4:((11CB?,@5]D:EI[9D;\B$O[&(NH M/7SM&]2 >I%\J^[@"!GDD'7HSM_>0S%6F0[4'7U7NA&I&'&_V?<4+ MKML2M.+ZKLQS(BCUAKM"[K#O'G+9#T8TYQY_4!&6#3R0@1*20+7C&!P**%@# M$?,&N)}),,0-FX%5_.RV*BA2<+-.?@PiPEOE%I@05R32GG3 -,GS# . JP#7F MX==)YM%*8SB1] G2Y!0#@!EN"0P&4@7\2&]^C_^/#J+VM0,H9N^-,1T=/I&-.MMQ_@^3\V[I-
/IGXDVSC,@#GO2CCK):AZR-E*UC?E/_BA_?FGOC669-!N"#@1_ (B\F MR+1U8\^]'#VIJGSN9/.HRG0P\Y)M30#M"_U_\P $(!DJ;X23A.ZHU2+*5C#X+Y+M*,>12HC)V,/@&!?P2
I,\2%XEWT,0V".>'M+ EU;DYS -SF#L-L+PXQ (/ M:K#D&R;SV^_^\JR"SVC+!OGT<%3!VF 9JQW36BFS(&QNQ R9)=/OW#CL58 M6A!R*>@,JAW,OR8?@^2$1?J-
\JZ.JN_8K*@D3&G-OVS\;@MCZQK(17@J,$UE M3Y)_3STN2ACC;-1;^%?JY:EH+ M71)P,,D4Y=JLIT7TZN;G[W'[E$D)AU15/&E+"1[S_IO@OJ;1@! ;C.ZTLA\7
ML3[H+837YB/;M%I58&$WJV!L5GY)**S]Z?YLBV M^@\61VQ[,O6HXK>9QOX=(W2$T:4EMJK"PFY@\$JT0JJY2JAS>$>NR&@-ZM,C M>#VR9P]M3T826(T(G,)KN7*37AF
YO!@#8]G8-)@U#X..?,0FOLICP,E_"_MZ(7FVN/G.%ZTN%F?I5-QF%-^"'F@*$R+.9N<=63LJNBAQ(X$'W!)C/MJN"'+; MQ ,JXAYI*?^.(ABCPW/94R72]<=45WD<7Y8&C[!N6:LIKD(-
J(4ZA/*O6%M$ M !ZSF*%M(F^E#Y-=%7,Q.4/5;00OT\B)7!%FO C>80!&$*OWHK&0+?$+$M/>4 MM@:>!M2K'S1^9"-AE5 JPR(]NVM_@@]2<:%;-DWFQY&Q/]Y,.V4\;24L^DJ9
MW/_7OYS\CS0::Q>&H_GZPD).8$O5I.(1-!*69BIQ M6<8?GB,J=91]P:EFLO.0M8%\6 + S2S:D1P>^ M9;K5(VX&@!]:I&++!_'4'_7+]&>0O&0HS2/0"L\]C")X'KR:N+\,-B'[U?I>*
M&EG)/,Y0IM *JP?QS=1YP1+7FA*P0H9Z.5N'XWW?HBKLN M3Y6?O_"V3ZE\"&RA2^)>Z0!R,\4:((11CB?,@5]D:EI[9D;\B$O[&(NH M/7SM&]2 >I%\J^[@"!GDD'7HSM_>0S%6F0[4'7U7NA&I&'&_V?<4+ MKML2M.+ZKLQS(BCUAKM"[K#O'G+9#T8TYQY_4!&6#3R0@1*20+7C&!P**%@# M$?,&N)}),,0-