
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 18, 2026

EyePoint, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-51122
(Commission File Number)

26-2774444
(IRS Employer
Identification No.)

480 Pleasant Street
Watertown, Massachusetts
(Address of Principal Executive Offices)

02472
(Zip Code)

Registrant's Telephone Number, Including Area Code: (617) 926-5000

(Former Name or Former Address, if Changed Since Last Report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	EYPT	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

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

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

EyePoint, Inc. (the “Company”) held its 2026 Annual Meeting of Stockholders on June 18, 2026 via live webcast (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders, upon the recommendation of the Company’s Board of Directors (the “Board”), approved an amendment (the “Plan Amendment”) to the EyePoint, Inc. 2023 Long-Term Incentive Plan (as amended, the “2023 Plan”) to increase the number of shares of common stock of the Company (“Common Stock”) authorized for issuance thereunder by 4,900,000 shares.

A summary of the Plan Amendment is set forth in the Company’s 2026 Annual Meeting Proxy Statement filed with the Securities and Exchange Commission on April 27, 2026 (the “Proxy Statement”). That summary and the above description of the Plan Amendment do not purport to be complete and are qualified in their entirety by reference to the 2023 Plan, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 21, 2026, the record date for the Annual Meeting, there were 83,795,203 shares of Common Stock issued and outstanding and entitled to vote on the proposals presented at the Annual Meeting, of which 71,010,327 or 84.74%, were present in person via virtual communication or voted by proxy, which constituted a quorum. Each stockholder is entitled to one vote for each share held and cumulative voting for directors is not permitted. The final results of the voting for each matter submitted to a vote of stockholders at the meeting are as follows:

Proposal No. 1. Election of Directors

The Company’s stockholders elected the following directors to the Board, each to serve until the Company’s 2027 Annual Meeting of Stockholders and until such person’s successor is duly elected and qualified. The voting on this proposal is set forth below:

	<u>Vote Type</u>	<u>Vote Results</u>
Göran Ando, M.D.	For	59,796,165
	Withheld	3,216,592
	Broker Non-Votes	7,997,570
Jay S. Duker, M.D.	For	62,424,283
	Withheld	588,474
	Broker Non-Votes	7,997,570
John B. Landis, Ph.D.	For	62,146,666
	Withheld	866,091
	Broker Non-Votes	7,997,570
Wendy DiCicco	For	61,675,612
	Withheld	1,337,145
	Broker Non-Votes	7,997,570
Karen Zaderej	For	62,154,600
	Withheld	858,157
	Broker Non-Votes	7,997,570
Stuart Duty	For	62,317,098
	Withheld	695,659
	Broker Non-Votes	7,997,570
Fred Hassan	For	61,862,078
	Withheld	1,150,679
	Broker Non-Votes	7,997,570
Reginald J. Sanders, M.D.	For	62,327,522
	Withheld	685,235
	Broker Non-Votes	7,997,570

Proposal No. 2. Amendment to 2023 Long-Term Incentive Plan

The Company's stockholders approved the 2023 Plan Amendment to increase the number of shares of Common Stock authorized for issuance thereunder by 4,900,000 shares. The voting on this proposal is set forth below:

Vote type	Vote Results
For	49,662,176
Against	13,010,393
Abstain	340,188
Non Votes	7,997,570

Proposal No. 3. Non-Binding Advisory Vote on Named Executive Officer Compensation

The Company's stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement. The voting on this proposal is set forth below:

Vote type	Vote Results
For	60,563,563
Against	2,033,575
Abstain	415,619
Non Votes	7,997,570

Proposal No. 4. Ratification of Appointment of Independent Registered Public Accounting Firm

The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026. The voting on this proposal is set forth below:

Vote type	Vote Results
For	70,608,563
Against	86,031
Abstain	315,733

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit No.	Description
10.1	EyePoint, Inc. Amendment No 3. to 2023 Long-Term Incentive Plan.
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

SIGNATURES

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

EYEPOINT, INC.

Date: June 22, 2026

By: /s/ George O. Elston
George O. Elston
Executive Vice President and Chief Financial Officer

EYEPOINT, INC.
AMENDMENT NO. 3 TO THE 2023 LONG TERM INCENTIVE PLAN

WHEREAS, EyePoint, Inc. (the “Company”) maintains the EyePoint, Inc. 2023 Long-Term Incentive Plan, originally effective as of June 20, 2023, as first amended as of June 20, 2024 and as further amended as of June 18, 2025 (as amended, the “Plan”);

WHEREAS, pursuant to Section 9 of the Plan, the Compensation Committee (“Compensation Committee”) of the Board of Directors of the Company (the “Board”) may amend the Plan at any time; provided that, amendments to the Plan must be approved by the Company’s stockholders if and to the extent required by applicable laws or stock exchange requirements (“Stockholder Approval”);

WHEREAS, the Compensation Committee, in consultation with legal and financial advisors, has determined that it is advisable and in the best interests of the Company and its stockholders to increase the number of shares of the Company’s common stock, \$0.001 par value per share, reserved for issuance under the Plan by 4,900,000 shares (the “Share Increase”);

WHEREAS, pursuant to Section 9 of the Plan, in order to effect the Share Increase, Stockholder Approval must be obtained;

WHEREAS, the Compensation Committee has approved the Share Increase and has recommended that the Board adopt and approve the Share Increase subject to Stockholder Approval;

WHEREAS, the Board desires to amend the Plan to provide for the Share Increase as set forth in this amendment to the Plan (this “Amendment”), effective upon receipt of the Stockholder Approval; and

WHEREAS, capitalized terms used in this Amendment but not defined herein shall have the meaning given to them in the Plan.

NOW, THEREFORE, the Board hereby amends the Plan, effective upon receipt of the Stockholder Approval, as follows:

1. Section 4(a) of the Plan is deleted and replaced in its entirety with the following:

4. LIMITS ON AWARDS UNDER THE PLAN.

“(a) **Number of Shares.** Subject to adjustment as provided in Section 7(b), the maximum number of shares of Stock that may be issued in satisfaction of Equity Awards under the Plan is 15,300,000, plus 184,904 shares of Stock that were previously available for grant under the 2016 Plan that were transferred to the Plan as of June 20, 2023, plus any shares of Stock that would

otherwise have become available for grant under the Prior Plans after the Date of Adoption as a result of the termination or forfeiture of awards under the Prior Plans. Up to 7,500,000 shares of Stock set forth in the preceding sentence may be issued in satisfaction of ISOs, but nothing in this Section 4(a) will be construed as requiring that any, or any fixed number of, ISOs be awarded under the Plan. For purposes of this Section 4(a), the number of shares of Stock issued in satisfaction of Equity Awards will be determined (i) by including shares of Stock withheld by the Company in payment of the exercise price or purchase price of the Award or in satisfaction of tax withholding requirements with respect to the Award, (ii) by including the full number of shares covered by a SAR any portion of which is settled in Stock (and not only the number of shares of Stock delivered in settlement), and (iii) by excluding any shares of Stock underlying Awards that expire, become unexercisable, terminate or are forfeited to or repurchased by the Company without the issuance of Stock. For the avoidance of doubt, the number of shares of Stock available for delivery under the Plan will not be increased by any shares of Stock delivered under the Plan that are subsequently repurchased using proceeds directly attributable to Stock Option exercises. The limits set forth in this Section 4(a) will be construed to comply with Section 422. To the extent consistent with the requirements of Section 422 and the regulations thereunder, and other applicable legal requirements (including applicable stock exchange requirements), Stock issued under Substitute Awards will not reduce the number of shares available for Awards under the Plan. The number of shares of Stock that may be delivered under substitute Awards will be in addition to the limitations set forth in this Section 4(a) on the number of shares available for issuance under the Plan."

2. Except as specifically provided in and modified by this Amendment, the Plan is in all other respects hereby ratified and confirmed and references to the Plan shall be deemed to refer to the Plan as modified by this Amendment, effective upon receipt of the Stockholder Approval.

