

PROSPECTUS SUPPLEMENT NO. 3
(To the prospectus dated May 1, 2023)



Up to 4,403,294 Ordinary Shares Issuable Upon Exercise of Warrants

Up to 31,066,909 Ordinary Shares Offered by Selling Securityholders

Up to 151,699 Warrants to purchase Ordinary Shares offered by the Sponsor

This prospectus supplement supplements the prospectus, dated May 1, 2023 (the "Prospectus"), which forms a part of our registration statement on Form F-1 (No. 333-271063). This prospectus supplement is being filed to update and supplement the information in the Prospectus with the information contained in our Report on Form 6-K filed with the Securities and Exchange Commission (the "SEC") on June 13, 2023 (the "Report"). Accordingly, we have attached the Report to this prospectus supplement.

The Prospectus and this prospectus supplement relate to the issuance by us of 4,403,294 Ordinary Shares consisting of (i) 4,251,595 of our ordinary shares, CHF 0.01 nominal value, ("Ordinary Shares") that may be issued upon exercise of warrants to purchase Ordinary Shares at an exercise price of \$11.50 (the "Public Warrants"), and (ii) 151,699 Ordinary Shares that may be issued upon exercise of warrants issued to LSP Sponsor EBAC B.V. (the "Sponsor") and its transferees to purchase Ordinary Shares at an exercise price of \$11.50 (the "Private Placement Warrants"). We refer to the Public Warrants and the Private Placement Warrants together as the "Warrants." The Warrants were originally issued by European Biotech Acquisition Corp. ("EBAC") entitling the holder to purchase one share of the EBAC Class A Common Stock (as defined below) at an exercise price of \$11.50 per share ("EBAC Warrants") and automatically converted into Warrants on substantially the same terms as the EBAC Warrants, entitling the holder to purchase our Ordinary Shares on the closing of the Business Combination among us, EBAC and Oculus SA ("Legacy Oculus"). The Business Combination is described in greater detail in the Prospectus in the section entitled "*Prospectus Summary – Recent Developments – Business Combination.*" Capitalized terms used in this prospectus supplement and not otherwise defined have the meanings set forth in the Prospectus.

The Prospectus and this prospectus supplement also relate to the offer and sale from time to time by the selling securityholders named in the Prospectus (collectively, the "Selling Securityholders"), or their permitted transferees, of up to (i) 7,118,891 Ordinary Shares subscribed for by the Selling Securityholders, for a subscription price of \$10.00 per share, in the context of the PIPE Financing, (ii) 1,967,000 Ordinary Shares that were issued to the Selling Securityholders upon the conversion of the Convertible Loan Agreements, (iii) 2,047,302 Ordinary Shares issued to the Sponsor and its transferees in exchange for EBAC's Class B Common Stock, par value \$0.0001 (the "EBAC Class B Common Stock" or the "Founder Shares") in connection with the Business Combination, (iv) 151,699 Ordinary Shares issuable upon exercise of Private Placement Warrants, (v) 19,782,017 Ordinary Shares issued to certain former shareholders of Legacy Oculus in exchange for their Oculus Ordinary Shares in connection with the Business Combination (subject to lockups), and (vi) 151,699 Private Placement Warrants, which were purchased by the Sponsor at a price of \$1.50 per warrant.

The Ordinary Shares and Warrants are listed on the Nasdaq Global Market ("Nasdaq") under the symbols "OCS" and "OCSAW" respectively. On June 12, 2023, the closing price of the Ordinary Shares on Nasdaq was \$11.57.

This prospectus supplement should be read in conjunction with the Prospectus, including any amendments or supplements thereto, which is to be delivered with this prospectus supplement. This prospectus supplement is qualified by reference to the Prospectus, including any amendments or supplements thereto, except to the extent that the information in this prospectus supplement updates and supersedes the information contained therein.

This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any amendments or supplements thereto.

We are a “foreign private issuer” under applicable Securities and Exchange Commission (the “SEC”) rules and an “emerging growth company” as that term is defined in the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”) and are eligible for reduced public company disclosure requirements.

You should read this prospectus supplement carefully before you invest in our securities. Investing in our securities involves risks. See “[Risk Factors](#)” beginning on page 23 of the Prospectus.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the Prospectus. Any representation to the contrary is a criminal offense.

PROSPECTUS SUPPLEMENT DATED JUNE 13, 2023

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Month of June 2023

(Commission File No. 001-41636)

Oculus Holding AG

(Translation of registrant's name into English)

Bahnhofstrasse 7

CH-6300

Zug, Switzerland

(Address of registrant's principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

Enclosed hereto is a copy of a press release published by Oculis Holding AG (the “Company”) on June 13, 2023.

The information contained in this Form 6-K, including Exhibit 99.1, is hereby incorporated by reference into the Company’s Registration Statement on Form S-8 (File No. 333-271938).

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated June 13, 2023

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, thereunto duly authorized.

Oculus Holding AG

Date: June 13, 2023

By: /s/ Sylvia Cheung

Name Sylvia Cheung

Title: Chief Financial Officer



Oculis Announces Partial Exercise of Underwriters' Option to Purchase Additional Ordinary Shares

ZUG, Switzerland and BOSTON, USA, June 13, 2023 – Oculis Holding AG (Nasdaq: OCS), a global biopharmaceutical company purposefully driven to save sight and improve eye care, today announced that the underwriters of its previously announced public offering of ordinary shares, which closed on June 5, 2023, have partially exercised their option to purchase an additional 154,234 ordinary shares at a public offering price per share of \$11.50, resulting in additional gross proceeds to Oculis of approximately \$1.8 million. After giving effect to the issuance of these additional shares, which closed today, Oculis has sold a total of 3,654,234 ordinary shares in the offering for aggregate gross proceeds of approximately \$42.0 million, before deducting underwriting discounts and commissions and offering expenses.

BofA Securities and SVB Securities acted as joint book-running managers for this offering. Wedbush PacGrow, Baird, H.C. Wainwright & Co. and Pareto Securities acted as co-managers for the offering. Arctica Finance acted as financial advisor for the offering.

A registration statement on Form F-1 (File No. 333-272256) relating to the securities referred to herein has been filed with the U.S. Securities and Exchange Commission ("SEC") and was declared effective by the SEC on May 31, 2023. The securities referred to in this press release were offered in the United States only by means of a prospectus. Copies of the final prospectus related to this offering may be obtained from: BofA Securities, Attention: Prospectus Department, NC1-022-02-25, 201 North Tryon, Charlotte, North Carolina 28255-0001, or by email at dg.prospectus_requests@bofa.com or SVB Securities, Attention: Syndicate Department, 53 State Street, 40th Floor, Boston, MA 02109, Telephone: 1-800-808-7525, ext. 6105, Email: syndicate@svbsecurities.com. Investors may also obtain these documents at no cost by visiting the SEC's website at <http://www.sec.gov>.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities, in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Oculis

Oculis (Nasdaq: OCS) is a global biopharmaceutical company purposefully driven to save sight and improve eye care. Oculis' highly differentiated clinical-stage pipeline comprises multiple innovative product candidates in development for eye diseases of high unmet medical need. It includes OCS-01 eye drops, a topical candidate in Phase 3 development for diabetic macular edema (DME) and inflammation and pain following ocular surgery; OCS-02 eye drops, a topical biologic candidate in Phase 2b development for dry eye disease (DED) and uveitis; and OCS-05, a disease modifying candidate for acute optic neuritis (AON) and other neuro-ophthalmic disorders, such as glaucoma, diabetic retinopathy, geographic atrophy, and neurotrophic keratitis. The first in-patient, proof-of-concept trial with OCS-05 is currently ongoing in France. Headquartered in Switzerland and with operations in the United States, Europe and China, Oculis' goal is to deliver life-changing eye treatments to patients worldwide. The company is led by an experienced management team with a successful track record in the pharmaceutical industry, supported by leading international healthcare investors.

Contacts

Investor Relations

LifeSci Advisors

Corey Davis, Ph.D.

cdavis@lifesciadvisors.com

1-212-915-2577

Media Relations

Consilium Strategic Communications

Amber Fennell, Tracy Cheung, David Daley

oculis@consilium-comms.com