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

FORM 6-K

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

For the Month of November 2022

Commission File Number: 001-39621

OPTHEA LIMITED

(Translation of registrant's name into English)

**Level 4
650 Chapel Street
South Yarra, Victoria 3141
Australia
(Address of principal executive offices)**

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

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

EXHIBITS

<u>Exhibit</u>	<u>Description</u>
99.1	Opthea Chairman's Address to the 2022 Annual General Meeting
99.2	Results of 2022 Annual General Meeting

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.

OPTHEA LIMITED

Date: November 16, 2022

By: /s/ Megan Baldwin

Megan Baldwin, Ph.D.

Chief Executive Officer and Managing Director



ASX, Nasdaq and Media Release
16 November 2022

Opthea Chairman's Address to the 2022 Annual General Meeting

Melbourne, Australia; 16 November 2022 – Opthea Limited (NASDAQ:OPT; ASX:OPT)

Good morning to those of you who have joined us from Australia and good afternoon to our US shareholders.

On behalf of the board and management team I am pleased to report that we have continued to make significant progress during the past 12 months as we advance the pivotal Phase 3 program for our innovative therapy OPT-302 in wet AMD. We also wish to update you on our strategic goals and objectives for the current fiscal year and trust you will gain further insight into our plans going forward.

At Opthea, we are driven to address significant unmet medical needs and provide hope of improved vision outcomes for the many patients around the world who suffer from debilitating retinal diseases. As we continue our journey to bring OPT-302 to market as a life-changing therapeutic option for the treatment of wet AMD, we firmly believe the potential benefits to be significant for patients, shareholders and society.

We are pleased with the achievements the Company has made over the past 12 months and highlighted as follows:

- We continued to focus on advancing our ongoing Phase 3 clinical studies investigating OPT-302 as a combination therapy for wet AMD, by enrolling patients globally into both the ShORe and COAST trials as we target our approaching milestone of completing patient recruitment.
- We strengthened the Opthea management team and board with Mr Timothy Morris appointed as CFO, together with the welcome addition of two leaders in the fields of ophthalmology, Mr. Quinton Oswald and Dr. Susan Orr, to the board as non-executive directors.
- We significantly bolstered the financial position of the company by recently securing major non-dilutive funding for up to US\$170 million from world-leading investors Carlyle, its life sciences franchise Abingworth, and their recently formed development company Launch Therapeutics, together with an US\$90 million equity raise. We greatly appreciate this support and belief in our technology which will allow completion of the Phase 3 clinical studies whilst also strengthening our strategic position to maximize the commercial value of OPT-302.

We are increasingly excited by what lies ahead for Opthea particularly given the positive clinical data for OPT-302 that has demonstrated superior visual acuity in previous Phase 2 trials over standard of care anti-VEGF-A therapy in patients with wet AMD. Our motivation and conviction for the potential opportunity for OPT-302 is also supported by:

- The fundamental need to address the unmet need for patients with retinal eye diseases which don't fully respond to the currently available standard of care treatments; and
- An understanding that there have been no new therapies targeting novel mechanisms approved for wet AMD since the approval of the first VEGF-A inhibitor for wet AMD over 15 years ago.

Over this next 12 months, our focus will be on successfully executing our Phase 3 trials ShORe and COAST and we will continue to ramp up our pre-commercial efforts that will lay the necessary groundwork for a commercial launch should our trials succeed. While taking these steps, we are building the visibility of our company within the global investor and clinical ophthalmology communities and working to establish Opthea as global innovator for retinal eye disease treatment.

On behalf of the board and management we would like to thank our shareholders for their support and encouragement. Despite continued progress on the clinical trials and the completion of a significant financing we recognize the price performance of the stock has suffered along with many other companies in our industry. In addition to continued focus



on the pivotal studies, Megan and management will look to expand awareness and visibility of the company with investors worldwide with the goal of increasing shareholder value. We look to the future with enthusiasm and a single-minded dedication to the objective of delivering high value, both to families of those with disorders of the eye and to our shareholders.

Thank you for your support and investment in Opthea.

About Opthea Limited

Opthea (ASX:OPT; Nasdaq:OPT) is a biopharmaceutical company developing novel therapies to address the unmet need in the treatment of highly prevalent and progressive retinal diseases, including wet age-related macular degeneration (wet AMD) and diabetic macular edema (DME). Opthea's lead product candidate OPT-302 is in pivotal Phase 3 clinical trials and being developed for use in combination with anti-VEGF-A monotherapies to achieve broader inhibition of the VEGF family, with the goal of improving overall efficacy and demonstrating superior vision gains over that which can be achieved by inhibiting VEGF-A alone.

Inherent risks of Investment in Biotechnology Companies

There are a number of inherent risks associated with the development of pharmaceutical products to a marketable stage. The lengthy clinical trial process is designed to assess the safety and efficacy of a drug prior to commercialization and a significant proportion of drugs fail one or both of these criteria. Other risks include uncertainty of patent protection and proprietary rights, whether patent applications and issued patents will offer adequate protection to enable product development, the obtaining of necessary drug regulatory authority approvals and difficulties caused by the rapid advancements in technology. Companies such as Opthea are dependent on the success of their research and development projects and on the ability to attract funding to support these activities. Investment in research and development projects cannot be assessed on the same fundamentals as trading and manufacturing enterprises. Therefore, investment in companies specializing in drug development must be regarded as highly speculative. Opthea strongly recommends that professional investment advice be sought prior to such investments.

Authorized for release to ASX by Megan Baldwin, CEO & Managing Director

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16 November 2022

Market Announcements Office
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Ms,

**Results of 2022 Annual General Meeting
Opthea Limited (ASX: OPT)**

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, we advise details of the resolutions and the proxies received in respect of each resolution are set out in the attached proxy summary.

Yours faithfully

A handwritten signature in black ink, appearing to read "Karen Adams".

Karen Adams
Company Secretary

Opthea Limited, Suite 0403, Level 4, 650 Chapel Street, South Yarra, Victoria 3141, Australia
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The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Re-Election of Director - Dr Jeremy Levin	Ordinary	167,252,026 75.28%	53,023,618 23.87%	1,878,047 0.85%	374,076	169,131,253 76.13%	53,023,618 23.87%	374,076	Carried
2 Re-Election of Director - Mr Daniel Spiegelman	Ordinary	219,810,263 98.95%	459,781 0.20%	1,878,047 0.85%	379,676	221,689,490 99.79%	459,781 0.21%	379,676	Carried
3 Re-Election of Director - Dr Julia Haller	Ordinary	219,689,121 98.89%	586,323 0.26%	1,878,247 0.85%	374,076	221,568,538 99.74%	586,323 0.26%	374,076	Carried
4 Adoption of remuneration report	Ordinary	177,830,242 82.05%	38,527,716 17.78%	356,683 0.17%	363,664	178,188,095 82.22%	38,527,726 17.78%	363,664	Carried
5 Issue of options to Mr Lawrence Gozlan under the non-executive director share and option plan	Ordinary	166,753,612 75.51%	53,738,764 24.34%	325,237 0.15%	100,090	167,080,019 75.66%	53,738,774 24.34%	100,090	Carried
6 Issue of options to Mr Daniel Spiegelman under the NED Plan	Ordinary	171,936,437 77.30%	48,557,739 21.83%	1,933,501 0.87%	100,090	172,261,044 78.01%	48,557,739 21.99%	100,090	Carried
7 Issue of options to Mr Michael Sistenich under the NED Plan	Ordinary	166,772,584 74.98%	53,723,092 24.15%	1,932,001 0.87%	100,090	167,095,691 75.67%	53,723,102 24.33%	100,090	Carried
8 Issue of options to Dr Megan Baldwin under the long term incentive plan	Ordinary	163,234,536 74.67%	53,423,472 24.44%	1,932,001 0.89%	98,360	163,557,643 75.38%	53,423,472 24.62%	98,360	Carried
9 Approval of issue of performance rights awarded to Dr Megan Baldwin under the LTIP	Ordinary	159,952,205 73.17%	56,714,799 25.94%	1,934,001 0.89%	87,364	160,277,312 73.86%	56,714,809 26.14%	87,364	Carried
10 Approval of issue of performance rights awarded to Mr Lawrence Gozlan under the NED Plan	Ordinary	166,767,044 75.51%	53,746,328 24.34%	326,179 0.15%	78,152	167,094,393 75.66%	53,746,338 24.34%	78,152	Carried
11 Approval of issue of performance rights awarded to Mr Daniel Spiegelman under the NED Plan	Ordinary	166,791,316 74.98%	53,726,298 24.15%	1,932,001 0.87%	78,152	167,114,423 75.67%	53,726,308 24.33%	78,152	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.