

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Ozden Rabia Gurses</u>			2. Issuer Name and Ticker or Trading Symbol <u>OCULAR THERAPEUTIX, INC [ OCU ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <b>Chief Medical Officer</b> <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) <u>C/O OCULAR THERAPEUTIX, INC.</u> <u>24 CROSBY DRIVE</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street) <u>BEDFORD MA 01730</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/01/2022		A		6,667 <sup>(1)</sup>	A	\$0	52,223	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$4.09	07/01/2022		A		20,000		(2)	06/30/2032	Common Stock	20,000	\$0	20,000	D	
Stock Option (Right to Buy)	\$18.7	07/01/2022		A		20,000		(3)	01/31/2031	Common Stock	20,000	\$0	40,000	D	
Stock Option (Right to Buy)	\$4.3	07/14/2022		A		10,000		(4)	07/13/2032	Common Stock	10,000	\$0	10,000	D	

**Explanation of Responses:**

- On July 1, 2022, the reporting person was granted restricted stock units ("RSUs") under the 2021 Stock Incentive Plan, as amended, of Ocular Therapeutix, Inc. (the "Company"). Each RSU represents a right to receive one share of the Company's common stock. Subject to the reporting person's continued service to the Company, the RSUs will vest over three years, with 1/3 of the shares underlying the RSUs vesting on July 1, 2023, and an additional 1/3 of the shares underlying the RSUs vesting at the end of each successive one-year period thereafter.
- On July 1, 2022, the reporting person was granted an option to purchase 20,000 shares of the Company's common stock, vesting over four years, with 1/48 of the shares underlying the option vesting monthly beginning on the one-month anniversary of the date of grant.
- As previously reported, on February 1, 2021, the reporting person was granted an option to purchase 50,000 shares of the Company's common stock. The option vests in four installments based on the Company's satisfaction of certain performance criteria. The performance criteria for the first two installments were met on or prior to December 31, 2021, resulting in the vesting of the option as to 20,000 shares. The performance criteria for the third installment were not met on or prior to March 31, 2022, resulting in the termination of the option as to 10,000 shares. The option was amended by the Company and the reporting person to eliminate the performance criteria for the fourth installment, effective July 1, 2022, such that the fourth installment of the option vests over four years, with 17/48 of the shares underlying the option vesting upon July 1, 2022, and 1/48 of the shares underlying the option vesting monthly thereafter.
- On July 14, 2022, the reporting person was granted an option to purchase 10,000 shares of the Company's common stock, vesting over thirty months, with 1/30 of the shares underlying the option vesting monthly beginning on the one-month anniversary of the date of grant.

/s/ Donald Notman, Attorney-in-Fact for Rabia Gurses Ozden 07/15/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.