

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

|  |   |   |   |
|--|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>SUMMER ROAD LLC</u><br><br>(Last) (First) (Middle)<br>655 MADISON AVE.<br>19TH FLOOR<br><br>(Street)<br>NEW YORK NY 10065<br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br>02/21/2019 | 3. Issuer Name and Ticker or Trading Symbol<br><u>OCULAR THERAPEUTIX, INC [ OCUL ]</u>  |   |
|  |   | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)            | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, \$0.0001 par value per share | 3,804,788   | I <sup>(1)(2)</sup>                                      | By Family Client <sup>(1)(2)</sup>                    |

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |
| Senior Subordinated Convertible Notes      | 03/01/2019 <sup>(3)</sup>                                | 03/01/2026      | Common Stock, \$0.0001 par value per share                                  | 5,769,232                  | (3)  | I <sup>(1)(2)</sup>                                      | By Family Client <sup>(1)(2)</sup>                    |

**Explanation of Responses:**

- Reporting Person also reports beneficial ownership pursuant to Rule 13d-1 of the Securities Exchange Act of 1934, as amended, pursuant to a Schedule 13D filed with the Securities and Exchange Commission on March 4, 2019. Reporting Person is a family office of the same family under Investment Advisers Act of 1940 Rule 202(a)(11)(G)-1 (the "Family Office Rule"). Pursuant to investment management agreements ("IMAs") between itself and its "Family Clients" (as defined in the Family Office Rule), Reporting Person exercises voting and dispositive power with respect to the Issuer's common stock, par value \$0.0001 per share (the "Common Stock"), held by each of the Family Clients.
- Represents securities beneficially owned by Reporting Person through IMAs entered into with two Family Clients. Of the securities as to which this Form 3 is filed by Reporting Person, Cap 1 LLC, a Family Client of Reporting Person ("Cap 1") is the record owner of 3,177,300 shares of Common Stock and Senior Subordinated Convertible Notes convertible into 5,769,232 shares of Common Stock. Cap 1 is wholly owned by Crystal Fiduciary Company, LLC, as Trustees of the 1974 Irrevocable Trust A FBO BS and RSS. Reporting Person has no pecuniary interest in the securities beneficially owned by the Family Clients of Reporting Person.
- The maturity date of each of the unsecured senior subordinated convertible notes (the "Notes") is March 1, 2026, unless earlier converted, repurchased or redeemed. Holders of the Notes may, subject to certain conditions, convert all or part of the outstanding principal amount of their Notes into shares of the Common Stock, provided that no conversion results in a holder beneficially owning more than 19.99% of the issued and outstanding Common Stock. The conversion rate for the Notes will initially be 153.8462 shares of the Common Stock per \$1,000 principal amount of the Notes, which is equivalent to an initial conversion price of approximately \$6.50 per share. The conversion rate is subject to adjustment in customary circumstances, such as stock splits or similar changes to the Issuer's capitalization. At its election, the Issuer may choose to make such conversion payment in cash, in shares of Common Stock, or in a combination thereof.

s/ Richard A. Silberberg      03/04/2019

\*\* 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 5 (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.