SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

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 [*] Ozden Rabia Gurses			Requiring (Month/Da	2. Date of Event Requiring Statement (Month/Day/Year) 07/01/2022 3. Issuer Name and Ticker or Trading Symbol OCULAR THERAPEUTIX, INC [OCUL]							
(Last) (First) (Middle) C/O OCULAR THERAPEUTIX, INC., 24 CROSBY DRIVE (Street) BEDFORD MA 01730					4. Relationship of Reportin Issuer (Check all applicable) Director	Person(s) to		5. If Amendment, Date of Original Filed (Month/Day/Year)			
					X Officer (give title below) Chief Medica	Other (below)	Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person		
								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	3. Owne Form: D (D) or In (I) (Instr	Direct Own		Nature of Indirect Beneficial vnership (Instr. 5)			
Common Stock					45,556 ⁽¹⁾	D)				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
Ex			. Date Exercisable and xpiration Date Month/Day/Year)		3. Title and Amount of Se Underlying Derivative Se (Instr. 4)		ity Conver or Exer		5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr.	
			ate xercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	5)	
Stock Option	(right to buy	y)	(2)	01/31/2031	Common Stock	100,000	18.7		D		
Stock Option	(right to buy	y)	(3)	01/31/2031	Common Stock	20,000	18.7		D		
Stock Option	(right to buy	y)	(4)	02/02/2032	Common Stock	136,667	5.27		D		

Explanation of Responses:

1. On February 3, 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 February 3, 2023, and an additional 1/3 of the shares underlying the RSUs vesting at the end of each successive one-year period thereafter.

2. On February 1, 2021, the reporting person was granted an option to purchase 100,000 shares of the Company's common stock, vesting over four years, with 1/4 of the shares underlying the option vesting on February 1, 2022, and 1/48 of the shares underlying the option vesting monthly thereafter.

3. 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.

4. On February 3, 2022, the reporting person was granted an option to purchase to 136,667 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.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

/s/ Donald Notman. Attorney-in-Fact for Rabia 07/11/2022 Gurses Ozden ** Signature of Reporting Date

Person

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.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Antony Mattessich, Donald Notman, Philip C. Strassburger and Kathleen Theriault, signing singly and each acting individually, as the undersigned's true and lawful attorney-in-fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Ocular Therapeutix, Inc. (the "Company"), Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4, or 5, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including without limitation the filing of a Form ID or any other application materials to enable the undersigned to gain or maintain access to the Electronic Data Gathering, Analysis and Retrieval system of the SEC;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned acknowledges that neither the Company nor the foregoing attorneys-in-fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of June, 2022.

/s/ Rabia Gurses Ozden Rabia Gurses Ozden