

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

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

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>Warden Charles M</u><br><br>(Last) (First) (Middle)<br><u>C/O OCULAR THERAPEUTIX, INC.</u><br><u>34 CROSBY DRIVE, SUITE 105</u><br><br>(Street)<br><u>BEDFORD MA 01730</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>OCULAR THERAPEUTIX, INC [ OCUL ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/04/2020</u>                  |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               |   |

**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                    | 12/04/2020                           |  | J <sup>(1)</sup>               |   | 745,597   | D          | \$0.00 | 1,456,780   | I  | See footnote <sup>(2)</sup>                           |
| Common Stock                    | 12/04/2020                           |  | J <sup>(3)</sup>               |   | 37,208  | A          | \$0.00 | 37,208  | I  | See footnote <sup>(4)</sup>                           |
| Common Stock                    | 12/04/2020                           |  | J <sup>(5)</sup>               |   | 37,208  | D          | \$0.00 | 0   | I  | See footnote <sup>(4)</sup>                           |
| Common Stock                    | 12/04/2020                           |  | J <sup>(6)</sup>               |   | 3,619   | A          | \$0.00 | 3,619   | D  |   |
| Common Stock                    | 12/04/2020                           |  | J <sup>(7)</sup>               |   | 4,403   | D          | \$0.00 | 8,604   | I  | See footnote <sup>(8)</sup>                           |

**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 |   |  |  |   |  |

**Explanation of Responses:**

- Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Versant Venture Capital III, L.P. ("Versant III") to its partners.
- Shares held by Versant III. Versant Ventures III, LLC ("Versant Ventures III GP") is the general partner of Versant III. The Reporting Person is a managing member of Versant Ventures III GP and may be deemed to share voting and dispositive power over the shares held by Versant III; however, he disclaims beneficial ownership of such securities, except to the extent of his pecuniary interests therein.
- Represents a change in the form of ownership of Versant Ventures III GP by virtue of the receipt of shares as a result of the pro-rata in-kind distribution of common stock of the Issuer for no consideration by Versant III.
- Shares held by Versant Ventures III GP. The Reporting Person is a managing member of Versant Ventures III GP and may be deemed to share voting and dispositive power over the shares held by Versant Ventures III GP; however, he disclaims beneficial ownership of such securities, except to the extent of his pecuniary interests therein.
- Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Versant Ventures III GP to its members.
- Represents a change in the form of ownership of the Reporting Person by virtue of the receipt of shares as a result of the pro-rata in-kind distribution of common stock of the Issuer for no consideration by Versant Venture III GP.
- Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Versant Side Fund III, L.P. ("Versant Side Fund") to its partners.
- Shares held by Versant Side Fund. Versant Ventures III GP is the general partner of Versant Side Fund. The Reporting Person is a managing member of Versant Ventures III GP and may be deemed to share voting and dispositive power over the shares held by Versant Side Fund; however, he disclaims beneficial ownership of such securities, except to the extent of his pecuniary interests therein.

**Remarks:**

/s/ Robin L. Praeger,  
Attorney-in-Fact for Charles M. Warden 12/08/2020

\*\* 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.