

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

OCULAR THERAPEUTIX, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

20-5560161
(I.R.S. Employer
Identification No.)

34 Crosby Drive, Suite 105
Bedford, MA
(Address of Principal Executive Offices)

01730
(Zip Code)

2014 Stock Incentive Plan
2014 Employee Stock Purchase Plan
(Full Title of the Plan)

Amarpreet Sawhney, Ph.D.
President and Chief Executive Officer
Ocular Therapeutix, Inc.
34 Crosby Drive, Suite 105
Bedford, MA 01730
(Name and Address of Agent for Service)

(781) 357-4000
(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b of the Exchange Act.

Large accelerated filer	<input type="radio"/>	Accelerated filer	x
Non-accelerated filer	<input type="radio"/> (Do not check if a smaller reporting company)	Smaller reporting company	o

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	1,126,085 shares(2)	\$ 8.65(3)	\$ 9,740,636(3)	\$ 1,128.94

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, or the Securities Act, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of (i) 1,000,964 shares issuable under the 2014 Stock Incentive Plan and (ii) 125,121 shares issuable under the 2014 Employee Stock Purchase Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act. The price per share and aggregate offering price are calculated on the basis of the average of the high and low sale prices of the registrant's common stock on the NASDAQ Global Market on March 6, 2017, in accordance with Rule 457(c) under the Securities Act for the 1,126,085 shares issuable in the aggregate under the 2014 Stock Incentive Plan and 2014 Employee Stock Purchase Plan that are not subject to outstanding options.

4.1(1)	Restated Certificate of Incorporation of the Registrant
4.2(1)	Amended and Restated By-Laws of the Registrant
4.3(2)	Fourth Amended and Restated Investor Rights Agreement of the Registrant, as amended
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
24.1	Power of Attorney (included on signature page)
99.1(3)	2014 Stock Incentive Plan
99.2(3)	2014 Employee Stock Purchase Plan

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- (1) Previously filed with the Securities and Exchange Commission on July 30, 2014 as an Exhibit to the Registrant's Current Report on Form 8-K (File No. 001-36554) and incorporated herein by reference.
 - (2) Previously filed with the Securities and Exchange Commission on June 20, 2014 as an Exhibit to the Registrant's Registration Statement on Form S-1 (File No. 333-196932) and incorporated herein by reference.
 - (3) Previously filed with the Securities and Exchange Commission on July 11, 2014 as an Exhibit to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-196932) and incorporated herein by reference

March 10, 2017

OCULAR THERAPEUTIX, INC.

34 Crosby Drive, Suite 105
Bedford, MA 01730

Re: 2014 Stock Incentive Plan
2014 Employee Stock Purchase Program

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 1,126,085 shares of common stock, \$0.0001 par value per share (the "Shares"), of Ocular Therapeutix, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2014 Stock Incentive Plan and 2014 Employee Stock Purchase Plan (collectively, the "Plans").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Wilmer Cutler Pickering Hale and Dorr LLP, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007
Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto Washington

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plans, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: _____ /s/ Brian A. Johnson
Brian A. Johnson, a Partner

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 10, 2017, relating to the financial statements, which appears in Ocular Therapeutix, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2016.

/s/ Pricewaterhouse Coopers LLP

Pricewaterhouse Coopers LLP

Boston, Massachusetts

March 10, 2017
