

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* <u>Polaris Venture Management Co. V, L.L.C.</u> (Last) (First) (Middle) 1000 WINTER STREET SUITE 3350 (Street) WALTHAM MA 02451 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OCULAR THERAPEUTIX, INC [OCUL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/30/2014	
	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	07/30/2014		C		1,525,312	A	(1)	1,525,312 ⁽¹⁾	I	See Footnote ⁽²⁾
Common Stock	07/30/2014		C		29,728	A	(1)	29,728 ⁽¹⁾	I	See Footnote ⁽³⁾
Common Stock	07/30/2014		C		10,448	A	(1)	10,448 ⁽¹⁾	I	See Footnote ⁽⁴⁾
Common Stock	07/30/2014		C		15,253	A	(1)	15,253 ⁽¹⁾	I	See Footnote ⁽⁵⁾
Common Stock	07/30/2014		C		915,981	A	(1)	2,441,293 ⁽¹⁾	I	See Footnote ⁽²⁾
Common Stock	07/30/2014		C		17,853	A	(1)	47,581 ⁽¹⁾	I	See Footnote ⁽³⁾
Common Stock	07/30/2014		C		6,275	A	(1)	16,723 ⁽¹⁾	I	See Footnote ⁽⁴⁾
Common Stock	07/30/2014		C		9,159	A	(1)	24,412 ⁽¹⁾	I	See Footnote ⁽⁵⁾

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	Amount or Number of Shares				
Series C Preferred Stock	(1)	07/30/2014		C			4,026,825	(1)	(1)	Common Stock	1,525,312 ⁽¹⁾	\$0.00	0	I	See Footnote ⁽²⁾
Series C Preferred Stock	(1)	07/30/2014		C			78,483	(1)	(1)	Common Stock	29,728 ⁽¹⁾	\$0.00	0	I	See Footnote ⁽³⁾
Series C Preferred Stock	(1)	07/30/2014		C			27,584	(1)	(1)	Common Stock	10,448 ⁽¹⁾	\$0.00	0	I	See Footnote ⁽⁴⁾
Series C Preferred Stock	(1)	07/30/2014		C			40,268	(1)	(1)	Common Stock	15,253 ⁽¹⁾	\$0.00	0	I	See Footnote ⁽⁵⁾
Series D Preferred Stock	(1)	07/30/2014		C			2,418,191	(1)	(1)	Common Stock	915,981 ⁽¹⁾	\$0.00	0	I	See Footnote ⁽²⁾
Series D Preferred Stock	(1)	07/30/2014		C			47,131	(1)	(1)	Common Stock	17,853 ⁽¹⁾	\$0.00	0	I	See Footnote ⁽³⁾
Series D Preferred Stock	(1)	07/30/2014		C			16,565	(1)	(1)	Common Stock	6,275 ⁽¹⁾	\$0.00	0	I	See Footnote ⁽⁴⁾

**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	Amount or Number of Shares				
Series D Preferred Stock	(1)	07/30/2014		C			24,181	(1)	(1)	Common Stock	9,159 ⁽¹⁾	\$0.00	0	I	See Footnote ⁽⁵⁾

1. Name and Address of Reporting Person*
[Polaris Venture Management Co. V, L.L.C.](#)

(Last) (First) (Middle)
 1000 WINTER STREET
 SUITE 3350

(Street)
 WALTHAM MA 02451

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Polaris Venture Partners V, L.P.](#)

(Last) (First) (Middle)
 1000 WINTER STREET
 SUITE 3350

(Street)
 WALTHAM MA 02451

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Polaris Venture Partners Entrepreneurs' Fund V, L.P.](#)

(Last) (First) (Middle)
 1000 WINTER STREET
 SUITE 3350

(Street)
 WALTHAM MA 02451

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Polaris Venture Partners Founders' Fund V, L.P.](#)

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 1000 WINTER STREET
 SUITE 3350

(Street)
 WALTHAM MA 02451

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Polaris Venture Partners Special Founders' Fund V, L.P.](#)

(Last) (First) (Middle)
 1000 WINTER STREET
 SUITE 3350

(Street)
 WALTHAM MA 02451

(City) (State) (Zip)

Explanation of Responses:

1. Each outstanding share of preferred stock automatically converted into Issuer common stock on a 2.64-for-one basis, for no additional consideration and has no expiration date.
2. The reportable securities are owned directly by Polaris Venture Partners V, L.P. ("PVP V"). Polaris Venture Management Co. V, L.L.C. ("PVM V") is the general partner of PVP V. PVM V disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM V is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Each of Jonathan A. Flint ("Flint") and Terrance G. McGuire ("McGuire") are the managing members of PVM V. Each of Flint and McGuire disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.
3. The reportable securities are owned directly by Polaris Venture Partners Entrepreneurs' Fund V, L.P. ("PVPE V"). PVM V is the general partner of PVPE V. PVM V disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM V is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Each of Flint and McGuire are the managing members of PVM V. Each of Flint and McGuire disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.
4. The reportable securities are owned directly by Polaris Venture Partners Founders' Fund V, L.P. ("PVPFF V"). PVM V is the general partner of PVPFF V. PVM V disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM V is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Each of Flint and McGuire are the managing members of PVM V. Each of Flint and McGuire disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.
5. The reportable securities are owned directly by Polaris Venture Partners Special Founders' Fund V, L.P. ("PVPSFF V"). PVM V is the general partner of PVPSFF V. PVM V disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM V is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Each of Flint and McGuire are the managing members of PVM V. Each of Flint and McGuire disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.

Remarks:

<u>/s/ John Gannon, Attorney-in-Fact for Polaris Venture Management Co. V, L.L.C.</u>	<u>07/31/2014</u>
<u>/s/ John Gannon, Attorney-in-Fact for Polaris Venture Management Co. V, L.L.C., general partner of Polaris Venture Partners V, L.P.</u>	<u>07/31/2014</u>
<u>/s/ John Gannon, Attorney-in-Fact for Polaris Venture Management Co. V, L.L.C., general partner of Polaris Venture Partners Entrepreneurs' Fund V, L.P.</u>	<u>07/31/2014</u>
<u>/s/ John Gannon, Attorney-in-Fact for Polaris Venture Management Co. V, L.L.C., general partner of Polaris Venture Partners Founders' Fund V, L.P.</u>	<u>07/31/2014</u>
<u>/s/ John Gannon, Attorney-in-Fact for Polaris Venture Management Co. V, L.L.C., general partner of Polaris Venture Partners Special Founders' Fund V, L.P.</u>	<u>07/31/2014</u>
** 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.