

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <b>SVLSF IV, LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>OCULAR THERAPEUTIX, INC [ OCUL ]</b>			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) _____			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>07/30/2014</b>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			
<b>ONE BOSTON PLACE 201 WASHINGTON STREET, SUITE 3900</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<b>BOSTON</b>	<b>MA</b>	<b>02108</b>						
(City)	(State)	(Zip)							

**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 <sup>(1)</sup>	07/30/2014		C		2,347,147	A	(6)(7)(8)(9)(10)(11)	2,347,147	I	See footnote. <sup>(1)(5)</sup>
Common Stock <sup>(2)</sup>	07/30/2014		C		2,347,147	A	(6)(7)(8)(9)(10)(11)	2,347,147	I	See footnote. <sup>(2)(5)</sup>
Common Stock <sup>(3)</sup>	07/30/2014		C		2,282,349	A	(6)(7)(8)	2,282,349	D	
Common Stock <sup>(4)</sup>	07/30/2014		C		64,798	A	(9)(10)(11)	64,798	D	
Common Stock <sup>(1)(12)(13)</sup>	07/30/2014		P		238,460	A	\$13	2,585,607	I	See footnote. <sup>(1)(5)</sup>
Common Stock <sup>(2)(12)(13)</sup>	07/30/2014		P		238,460	A	\$13	2,585,607	I	See footnote. <sup>(2)(5)</sup>
Common Stock <sup>(3)(12)</sup>	07/30/2014		P		231,877	A	\$13	2,514,226	D	
Common Stock <sup>(4)(13)</sup>	07/30/2014		P		6,583	A	\$13	71,381	D	

**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 B Preferred Stock <sup>(3)(6)(17)</sup>	(6)	07/30/2014		C		479,909		(14)	(14)	Common Stock	479,909	(6)	0	D	
Series C Preferred Stock <sup>(3)(7)(17)</sup>	(7)	07/30/2014		C		661,929		(15)	(15)	Common Stock	661,929	(7)	0	D	
Series D Preferred Stock <sup>(3)(8)(17)</sup>	(8)	07/30/2014		C		1,140,510		(16)	(16)	Common Stock	1,140,510	(8)	0	D	
Series B Preferred Stock <sup>(4)(9)(17)</sup>	(9)	07/30/2014		C		13,625		(14)	(14)	Common Stock	13,625	(9)	0	D	
Series C Preferred Stock <sup>(4)(10)(17)</sup>	(10)	07/30/2014		C		18,793		(15)	(15)	Common Stock	18,793	(10)	0	D	
Series D Preferred Stock <sup>(4)(11)(17)</sup>	(11)	07/30/2014		C		32,379		(16)	(16)	Common Stock	32,379	(11)	0	D	
Series B Preferred Stock <sup>(1)(6)(9)(17)</sup>	(6)(9)	07/30/2014		C		493,534		(14)	(14)	Common Stock	493,534	(6)(9)	0	I	See footnote <sup>(1)(6)(9)</sup>
Series C Preferred Stock <sup>(1)(7)(10)(17)</sup>	(7)(10)	07/30/2014		C		680,722		(15)	(15)	Common Stock	680,722	(7)(10)	0	I	See footnote <sup>(1)(7)(10)</sup>
Series D Preferred Stock <sup>(1)(8)(11)(17)</sup>	(8)(11)	07/30/2014		C		1,172,889		(16)	(16)	Common Stock	1,172,889	(8)(11)	0	I	See footnote <sup>(1)(8)(11)</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	Title	Amount or Number of Shares				
Series B Preferred Stock <sup>(2)(6)(9)(17)</sup>	(6)(9)	07/30/2014		C			493,534	(14)	(14)	Common Stock	493,534	(6)(9)	0	I	See footnote <sup>(2)(6)(9)</sup>
Series C Preferred Stock <sup>(2)(7)(10)(17)</sup>	(7)(10)	07/30/2014		C			680,722	(15)	(15)	Common Stock	680,722	(7)(10)	0	I	See footnote <sup>(2)(7)(10)</sup>
Series D Preferred Stock <sup>(2)(8)(11)(17)</sup>	(8)(11)	07/30/2014		C			1,172,889	(16)	(16)	Common Stock	1,172,889	(8)(11)	0	I	See footnote <sup>(2)(8)(11)</sup>

1. Name and Address of Reporting Person\*

[SVLSF IV, LLC](#)

(Last) (First) (Middle)

ONE BOSTON PLACE  
201 WASHINGTON STREET, SUITE 3900

(Street)  
BOSTON MA 02108

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SV LIFE SCIENCES FUND IV, L.P.](#)

(Last) (First) (Middle)

ONE BOSTON PLACE  
201 WASHINGTON STREET, SUITE 3900

(Street)  
BOSTON MA 02108

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SV LIFE SCIENCES FUND IV STRATEGIC PARTNERS, L. P.](#)

(Last) (First) (Middle)

ONE BOSTON PLACE  
201 WASHINGTON STREET, SUITE 3900

(Street)  
BOSTON MA 02108

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SV Life Sciences Fund IV \(GP\), L.P.](#)

(Last) (First) (Middle)

ONE BOSTON PLACE  
201 WASHINGTON STREET, SUITE 3900

(Street)  
BOSTON MA 02108

(City) (State) (Zip)

**Explanation of Responses:**

- These shares are owned directly by SV Life Sciences Fund IV, L.P. ("SVLS IV LP") and SV Life Sciences Fund IV Strategic Partners, L.P. ("Strategic Partners"). SV Life Sciences Fund IV (GP), L.P. ("SVLS IV GP"), the general partner of SVLS IV LP and Strategic Partners, may be deemed to share voting and dispositive power over the shares held by SVLS IV LP and Strategic Partners. SVLS IV GP disclaims beneficial ownership of shares held by SVLS IV LP and Strategic Partners except to the extent of any pecuniary interest therein.
- These shares are owned directly by SVLS IV LP and Strategic Partners. SVLSF IV, LLC, the general partner of SVLS IV GP, may be deemed to share voting and dispositive power over the shares held by SVLS IV LP and Strategic Partners. SVLSF IV, LLC disclaims beneficial ownership of shares held by SVLS IV LP and Strategic Partners except to the extent of any pecuniary interest therein.
- These shares are held directly by SVLS IV LP.
- These shares are held directly by Strategic Partners.
- SVLS IV LP and Strategic Partners (each a "Fund", or collectively the "Funds") may be deemed to beneficially own the shares held by each other Fund because of certain contractual relationships among the Funds and their affiliates. The Funds disclaim beneficial ownership of shares held by any other Fund except to the extent of any pecuniary interest therein.
- On July 30, 2014, in connection with the closing of the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, all Series B Preferred Stock held by SVLS IV LP converted into 479,909 shares of Common Stock.
- On July 30, 2014, in connection with the closing of the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, all Series C Preferred Stock held by SVLS IV

LP converted into 661,929 shares of Common Stock.

8. On July 30, 2014, in connection with the closing of the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, all Series D Preferred Stock held by SVLS IV LP converted into 1,140,510 shares of Common Stock.

9. On July 30, 2014, in connection with the closing of the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, all Series B Preferred Stock held by Strategic Partners converted into 13,625 shares of Common Stock.

10. On July 30, 2014, in connection with the closing of the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, all Series C Preferred Stock held by Strategic Partners converted into 18,793 shares of Common Stock.

11. On July 30, 2014, in connection with the closing of the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, all Series D Preferred Stock held by Strategic Partners converted into 32,379 shares of Common Stock.

12. SVLS IV LP acquired 231,877 shares of Common Stock in connection with the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended.

13. Strategic Partners acquired 6,583 shares of Common Stock in connection with the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended.

14. The Series B Preferred Stock was convertible by the holder at any time and had no expiration date.

15. The Series C Preferred Stock was convertible by the holder at any time and had no expiration date.

16. The Series D Preferred Stock was convertible by the holder at any time and had no expiration date.

17. Common Stock share equivalent numbers on this line are rounded down to the nearest whole share number. Pursuant to the issuer's certificate of incorporation, all shares of the issuer's preferred stock were aggregated across series for purposes of conversion to Common Stock, resulting in additional whole shares being issued as a result of the aggregation of fractional shares across series.

[/s/ Thomas B. Rosedale \(pursuant to power of attorney\)](#) [07/31/2014](#)

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\*\* 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.

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