

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Opaleye Management Inc.</u> (Last) (First) (Middle) <u>ONE BOSTON PLACE, 26TH FLOOR</u> (Street) <u>BOSTON MA 02108</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OCULAR THERAPEUTIX, INC [OCU]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Previously a 10% owner</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/03/2020</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, par value \$0.0001 per share ⁽¹⁾								4,915,000	I	By Opaleye, L.P. ⁽²⁾
Common Stock, par value \$0.0001 per share ⁽¹⁾								207,500	I	By Managed Account ⁽³⁾

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					
American-style call option ⁽¹⁾	\$7.5							12/24/2019	06/19/2020	Common Stock	1,000	1,000	I	By Opaleye, L.P. ⁽²⁾

Explanation of Responses:

- No transactions are being reported in connection with this Form 4. The stock ownership listed was previously reported on a Form 3, Form 4 and Schedule 13G/A filed with the SEC. Based on the total number of shares of common stock reported issued and outstanding by the Issuer in its annual report on Form 10-K, filed with the SEC on March 12, 2020, the Reporting Person no longer owns in excess of 10% of the Issuer's common stock, and this Form 4 is being filed solely to reflect that the Reporting Person is no longer subject to Section 16 reporting obligations in connection with its holdings of the Issuer.
- Represents securities owned directly by Opaleye, L.P. (the "Fund"). As the investment manager of the Fund, Opaleye Management Inc. ("Opaleye") may be deemed to beneficially own the securities owned directly by the Fund.
- Securities owned by a separately managed account (the "Managed Account"). As the portfolio manager of the Managed Account, Opaleye may be deemed to beneficially own the securities owned directly by the Managed Account.

Opaleye Management Inc., By: 04/03/2020
/s/ James Silverman, President

** 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.