

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* <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. Date of Event Requiring Statement (Month/Day/Year) 07/24/2014	3. Issuer Name and Ticker or Trading Symbol <u>OCULAR THERAPEUTIX, INC [OCUL]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series C Preferred Stock	(1)	(1)	Common Stock 1,525,312	(1)	I	See Footnote ⁽²⁾
Series C Preferred Stock	(1)	(1)	Common Stock 29,728	(1)	I	See Footnote ⁽³⁾
Series C Preferred Stock	(1)	(1)	Common Stock 10,448	(1)	I	See Footnote ⁽⁴⁾
Series C Preferred Stock	(1)	(1)	Common Stock 15,253	(1)	I	See Footnote ⁽⁵⁾
Series D Preferred Stock	(1)	(1)	Common Stock 915,981	(1)	I	See Footnote ⁽²⁾
Series D Preferred Stock	(1)	(1)	Common Stock 17,853	(1)	I	See Footnote ⁽³⁾
Series D Preferred Stock	(1)	(1)	Common Stock 6,275	(1)	I	See Footnote ⁽⁴⁾
Series D Preferred Stock	(1)	(1)	Common Stock 9,159	(1)	I	See Footnote ⁽⁵⁾

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)		
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1. Name and Address of Reporting Person* <u>Polaris Venture Partners V, L.P.</u> (Last) (First) (Middle) 1000 WINTER STREET SUITE 3350 (Street) WALTHAM MA 02451 (City) (State) (Zip)		
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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.](#)

(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 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. The Issuer's preferred stock is convertible into common stock at any time at the holder's election. There is no expiration date for any series of preferred stock. All outstanding shares of the Issuer's preferred stock will automatically convert on a 2.64-for-one basis into Common Stock as shown in column 3 immediately upon the closing of the Issuer's initial public offering, for no additional consideration.
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. ("PVPEFF V"). PVM V is the general partner of PVPEFF 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:

[/s/ John Gannon, Attorney-in-Fact for Polaris Venture Management Co. V, L.L.C.](#) 07/24/2014

[/s/ John Gannon, Attorney-in-Fact for Polaris Venture Management Co. V, L.L.C., general partner of Polaris Venture Partners V, L.P.](#) 07/24/2014

[/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.](#) 07/24/2014

[/s/ John Gannon, Attorney-in-Fact for Polaris Venture Management Co. V, L.L.C.,](#) 07/24/2014

[general partner of Polaris
Venture Partners Founders'
Fund V, L.P.](#)

[/s/ John Gannon, Attorney-in-
Fact for Polaris Venture
Management Co. V, L.L.C.,](#)

[07/24/2014](#)

[general partner of Polaris
Venture Partners Special
Founders' Fund V, L.P.](#)

** 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 5 (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.