

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>LINDSTROM RICHARD L MD</u>  (Last) (First) (Middle) <u>C/O OCULAR THERAPEUTIX, INC.</u> <u>15 CROSBY DRIVE</u>  (Street) <u>BEDFORD MA 01730</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	02/27/2024		M		18,939	A	\$8.8	139,341	D	
Common Stock	02/27/2024		M		11,363	A	\$8.8	150,704	D	
Common Stock	07/24/2024		A		12,000 <sup>(1)</sup>	A	\$0	162,704	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				
Stock Option (Right to Buy)	\$8.8	02/27/2024		M		18,939		(2)	04/13/2024	Common Stock	18,939	\$0	0	D	
Stock Option (Right to Buy)	\$8.8	02/27/2024		M		11,363		(3)	04/13/2024	Common Stock	11,363	\$0	0	D	
Stock Option (Right to Buy)	\$7.91	07/24/2024		A		36,000		(4)	07/23/2034	Common Stock	36,000	\$0	36,000	D	

**Explanation of Responses:**

- On July 24, 2024, the reporting person was granted restricted stock units ("RSUs") under the 2021 Stock Incentive Plan, as amended, of Ocular Therapeutix, Inc. (the "Company"). Each RSU represents a right to receive one share of the Company's common stock. Subject to the reporting person's continued service on the Company's board of directors, the RSUs will vest with respect to 100% of the shares underlying the RSUs on the first anniversary of the grant date or, if earlier, immediately prior to the next annual meeting of stockholders occurring after the grant date.
- On February 27, 2024, the reporting person exercised an option to purchase 18,939 shares of the Company's common stock. The option was granted on April 14, 2014, and vested over four years, with 25% of the shares underlying the option vesting on April 11, 2015, and vesting monthly thereafter.
- On February 27, 2024, the reporting person exercised an option to purchase 11,363 shares of the Company's common stock. The option was granted on April 14, 2014, and vested over three years, vesting monthly beginning on the one-month anniversary of the Company's initial public offering.
- Subject to the reporting person's continued service on the Company's board of directors, the options will vest with respect to 100% of the shares underlying the options on the first anniversary of the grant date or, if earlier, immediately prior to the next annual meeting of stockholders occurring after the grant date.

/s/Donald Notman, Attorney-in-Fact for Richard L. Lindstrom, M.D. 07/26/2024

\*\* 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.