

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

OCULAR THERAPEUTIX, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

20-5560161
(I.R.S. Employer
Identification No.)

15 Crosby Drive
Bedford, MA
(Address of Principal Executive Offices)

01730
(Zip Code)

2014 Stock Incentive Plan
2014 Employee Stock Purchase Plan
(Full Title of the Plan)

Antony Mattessich
President and Chief Executive Officer
Ocular Therapeutix, Inc.
15 Crosby Drive
Bedford, MA 01730
(Name and Address of Agent for Service)

(781) 357-4000
(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="radio"/>		Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="radio"/>		Smaller reporting company	<input checked="" type="checkbox"/>
			Emerging Growth Company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	1,866,620 shares(2) \$	4.55(3) \$	8,493,121.00(3) \$	1,029.37

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of (i) 1,659,218 shares issuable under the 2014 Stock Incentive Plan and (ii) 207,402 shares issuable under the 2014 Employee Stock Purchase Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of the average of the high and low sale prices of the registrant's common stock on the Nasdaq Global Market on March 1, 2019, in accordance with Rule 457(c) under the Securities Act of 1933, as amended, for the 1,866,620 shares issuable in the aggregate under the 2014 Stock Incentive Plan and 2014 Employee Stock Purchase Plan that are not subject to outstanding options.

EXPLANATORY NOTE

This Registration Statement on Form S-8, relating to the 2014 Stock Incentive Plan and the 2014 Employee Stock Purchase Plan of Ocular Therapeutix, Inc. (the "Registrant"), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Accordingly, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-198240, filed with the Securities and Exchange Commission on August 19, 2014, by the Registrant relating to the Registrant's 2006 Stock Incentive Plan, as amended, the Registrant's 2014 Stock Incentive Plan, and the Registrant's 2014 Employee Stock Purchase Plan; the contents of the Registration Statement on Form S-8, File No. 333-202886, filed with the Securities and Exchange Commission on March 20, 2015, by the Registrant relating to the Registrant's 2014 Stock Incentive Plan and the Registrant's 2014 Employee Stock Purchase Plan; the contents of the Registration Statement on Form S-8, File No. 333-210059, filed with the Securities and Exchange Commission on March 10, 2016, by the Registrant relating to the Registrant's 2014 Stock Incentive Plan and the Registrant's 2014 Employee Stock Purchase Plan; the contents of the Registration Statement on Form S-8, File No. 333-216622, filed with the Securities and Exchange Commission on March 10, 2017, by the Registrant relating to the Registrant's 2014 Stock Incentive Plan and the Registrant's 2014 Employee Stock Purchase Plan, and the contents of the Registration Statement on Form S-8, File No. 333-223513, filed with the Securities and Exchange Commission on March 8, 2018, by the Registrant relating to the Registrant's Inducement Stock Option Grant to Antony Mattessich, the Registrant's 2014 Stock Incentive Plan and the Registrant's 2014 Employee Stock Purchase Plan, in each case, except for Item 8, Exhibits.

Item 8. Exhibits

<u>Number</u>	<u>Description</u>
4.1(1)	Restated Certificate of Incorporation of the Registrant
4.2(2)	Amended and Restated By-Laws of the Registrant
4.3(3)	Fourth Amended and Restated Investor Rights Agreement of the Registrant, as amended
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP

- 23.1 [Consent of Wilmer Cutler Pickering Hale and Dorr LLP \(included in Exhibit 5.1\)](#)
- 23.2 [Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm](#)
- 24.1 [Power of Attorney \(included on signature page\)](#)
- 99.1(4) [2014 Stock Incentive Plan](#)
- 99.2(5) [2014 Employee Stock Purchase Plan](#)

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- (1) Previously filed with the SEC on July 30, 2014, as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36554) and incorporated herein by reference.
 - (2) Previously filed with the SEC on July 30, 2014, as Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-36554) and incorporated herein by reference.
 - (3) Previously filed with the SEC on June 20, 2014, as Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-196932) and incorporated herein by reference.
 - (4) Previously filed with the SEC on July 11, 2014, as Exhibit 10.4 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-196932) and incorporated herein by reference.
 - (5) Previously filed with the SEC on July 11, 2014, as Exhibit 10.10 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-196932) and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Bedford, Massachusetts, on this 7th day of March, 2019.

OCULAR THERAPEUTIX, INC.
By: _____ /s/ Antony Mattessich
Antony Mattessich
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Ocular Therapeutix, Inc., hereby severally constitute and appoint Antony Mattessich and Donald Notman, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Ocular Therapeutix, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Antony Mattessich</u> Antony Mattessich	President and Chief Executive Officer, Director (Principal Executive Officer)	March 7, 2019
<u>/s/ Donald Notman</u> Donald Notman	Chief Financial Officer (Principal Financial and Accounting Officer)	March 7, 2019
<u>/s/ Amarpreet Sawhney</u> Amarpreet Sawhney, Ph. D.	Chairman of the Board of Directors	March 7, 2019
<u>/s/ Jaswinder Chadha</u> Jaswinder Chadha	Director	March 7, 2019
<u>/s/ Jeffrey S. Heier, M.D.</u> Jeffrey S. Heier, M.D.	Director	March 7, 2019
<u>/s/ Richard L. Lindstrom, M.D.</u> Richard L. Lindstrom, M.D.	Director	March 7, 2019
<u>/s/ William J. O'Shea</u> William J. O'Shea	Director	March 7, 2019

/s/ Bruce A. Peacock
Bruce A. Peacock

Director

March 7, 2019

/s/ Charles Warden
Charles Warden

Director

March 7, 2019

March 7, 2017

OCULAR THERAPEUTIX, INC.15 Crosby Drive
Bedford, MA 01730Re: 2014 Stock Incentive Plan
2014 Employee Stock Purchase Program

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to an aggregate of 1,866,620 shares of common stock, \$0.0001 par value per share (the “**Common Stock**”), of Ocular Therapeutix, Inc., a Delaware corporation (the “**Company**”), consisting of (i) 1,659,218 shares of Common Stock (the “**SIP Shares**”) issuable under the Company’s 2014 Stock Incentive Plan (the “**SIP**”), and (ii) 207,402 shares of Common Stock (the “**ESPP Shares**”) and together with the SIP Shares, the “**Shares**”) issuable under the Company’s 2014 Employee Stock Purchase Plan (the “**ESPP**” and together with the SIP, the “**Plans**”).

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or “blue sky” laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plans, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In

Wilmer Cutler Pickering Hale and Dorr LLP, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto Washington

giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Brian A. Johnson
Brian A. Johnson, a Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Ocular Therapeutix, Inc. of our report dated March 7, 2019 relating to the financial statements, which appears in Ocular Therapeutix, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ Pricewaterhouse Coopers LLP

Pricewaterhouse Coopers LLP

Boston, Massachusetts

March 7, 2019
