

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Sawhney Amarpreet</u> (Last) (First) (Middle) C/O OCULAR THERAPEUTIX, INC. 36 CROSBY DRIVE, SUITE 101 (Street) BEDFORD MA 01730 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 07/30/2014	
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	07/30/2014		C		23,357	A	\$0.00 ⁽¹⁾	487,242	D	
Common Stock	07/30/2014		C		213,915	A	\$0.00 ⁽¹⁾	846,377	I	See Footnote ⁽²⁾
Common Stock	07/30/2014		C		16,075	A	\$0.00 ⁽¹⁾	394,862	I	See Footnote ⁽³⁾
Common Stock	07/30/2014		P		76,922	A	\$13	471,784	I	See Footnote ⁽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						Title
Series A Preferred Stock	(1)	07/30/2014		C			320,836	(1)	(1)	Common Stock	121,528	\$0.00	0	I	See Footnote ⁽²⁾
Series C Preferred Stock	(1)	07/30/2014		C			61,664	(1)	(1)	Common Stock	23,357	\$0.00	0	D	
Series C Preferred Stock	(1)	07/30/2014		C			243,902	(1)	(1)	Common Stock	92,387	\$0.00	0	I	See Footnote ⁽²⁾
Series C Preferred Stock	(1)	07/30/2014		C			42,440	(1)	(1)	Common Stock	16,075	\$0.00	0	I	See Footnote ⁽³⁾

Explanation of Responses:

- Each share of Series A and Series C Preferred Stock converted into Common Stock on a 2.64-for-one basis upon the closing of the Issuer's initial public offering of common stock for no additional consideration. The preferred stock had no expiration date.
- The securities are directly held by Incept, LLC. The Reporting Person is a general partner of Incept, LLC. The Reporting Person expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein.
- The securities are directly held by the Sangam Trust. The Reporting Person and his immediate family members are beneficiaries of the Sangam Trust. The Reporting Person expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein.

Remarks:

/s/ Amarpreet Sawhney 07/31/2014

** 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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