

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0104 |
| Estimated average burden hours per response: | 0.5 |

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>Versant Venture Capital III, L.P.</u> (Last) (First) (Middle) 3000 SAND HILL ROAD, BLDG 4 SUITE 210 (Street) MENLO PARK CA 94025 (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) <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) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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 | Title | Amount or Number of Shares | | | |
| Series A Preferred Stock | (1) | (1) | Common Stock | 75,313 | (1) | D ⁽⁵⁾ | |
| Series A Preferred Stock | (1) | (1) | Common Stock | 445 | (1) | I | See Footnote ⁽⁶⁾ |
| Series B Preferred Stock | (2) | (2) | Common Stock | 613,296 | (2) | D ⁽⁵⁾ | |
| Series B Preferred Stock | (2) | (2) | Common Stock | 3,622 | (2) | I | See Footnote ⁽⁶⁾ |
| Series C Preferred Stock | (3) | (3) | Common Stock | 921,900 | (3) | D ⁽⁵⁾ | |
| Series C Preferred Stock | (3) | (3) | Common Stock | 5,444 | (3) | I | See Footnote ⁽⁶⁾ |
| Series D Preferred Stock | (4) | (4) | Common Stock | 1,334,484 | (4) | D ⁽⁵⁾ | |
| Series D Preferred Stock | (4) | (4) | Common Stock | 7,880 | (4) | I | See Footnote ⁽⁶⁾ |

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* <u>Versant Venture Capital III, L.P.</u> (Last) (First) (Middle) 3000 SAND HILL ROAD, BLDG 4 SUITE 210 (Street) MENLO PARK CA 94025 (City) (State) (Zip) | | |
|--|--|--|

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* <u>Versant Side Fund III, L.P.</u> (Last) (First) (Middle) 3000 SAND HILL ROAD, BLDG 4 SUITE 210 (Street) MENLO PARK CA 94025 (City) (State) (Zip) | | |
|--|--|--|

Explanation of Responses:

1. The Series A Preferred Stock is convertible into Common Stock on a 2.64-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
2. The Series B Preferred Stock is convertible into Common Stock on a 2.64-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
3. The Series C Preferred Stock is convertible into Common Stock on a 2.64-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
4. The Series D Preferred Stock is convertible into Common Stock on a 2.64-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
5. Versant Ventures III, LLC is the general partner of Versant Venture Capital III, L.P. The managing members of Versant Ventures III, LLC are Brian G. Atwood, Bradley J. Bolzon, Samuel D. Colella, Ross A. Jaffe, William J. Link, Barbara N. Lubash, Donald B. Milder, Rebecca B. Robertson and Charles M. Warden. Each of these individuals exercises shared voting and investment power over the shares held of record by Versant Venture Capital III, L.P. and Versant Side Fund III, L.P. Each of the individuals listed above expressly disclaims beneficial ownership of the securities listed above except to the extent of any pecuniary interest therein.
6. Held by Versant Side Fund III, L.P. Versant Ventures III, LLC is the general partner of Versant Side Fund III, L.P. The managing members of Versant Ventures III, LLC are Brian G. Atwood, Bradley J. Bolzon, Samuel D. Colella, Ross A. Jaffe, William J. Link, Barbara N. Lubash, Donald B. Milder, Rebecca B. Robertson and Charles M. Warden. Each of these individuals exercises shared voting and investment power over the shares held of record by Versant Venture Capital III, L.P. and Versant Side Fund III, L.P. Each of the individuals listed above expressly disclaims beneficial ownership of the securities listed above except to the extent of any pecuniary interest therein.

Remarks:

| | |
|--|-----------------------------------|
| <u>/s/ Robin Praeger, Chief Financial Officer of Versant Ventures III, LLC, general partner of Versant Venture Capital III, L.P.</u> | <u>07/24/2014</u> |
| <u>/s/ Robin Praeger, Chief Financial Officer of Versant Ventures III, LLC, general partner of Versant Side Fund III, L.P.</u> | <u>07/24/2014</u> |
| ** 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.