

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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* CHV II, L.P. (Last) (First) (Middle) 101 SOUTH HANLEY ROAD, SUITE 200 (Street) CLAYTON MO 63105 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol OCULAR THERAPEUTIX, INC [OCUL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/30/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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		1,693,767	A	(1)	1,693,767	D ⁽³⁾⁽⁴⁾	
Common Stock	07/30/2014		C		252,525	A	(2)	252,525	D ⁽³⁾⁽⁴⁾	
Common Stock	07/30/2014		P		153,846	A	\$13	2,100,138	D ⁽³⁾⁽⁴⁾	

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				
Series D Preferred Stock	(1)	07/30/2014		C		1,693,767		(5)	(5)	Common Stock	1,693,767	(1)	0	D ⁽³⁾⁽⁴⁾	
Series D-1 Preferred Stock	(2)	07/30/2014		C		252,525		(6)	(6)	Common Stock	252,525	(2)	0	D ⁽³⁾⁽⁴⁾	

1. Name and Address of Reporting Person* CHV II, L.P. (Last) (First) (Middle) 101 SOUTH HANLEY ROAD, SUITE 200 (Street) CLAYTON MO 63105 (City) (State) (Zip)
1. Name and Address of Reporting Person* Ascension Health Ventures II, LLC (Last) (First) (Middle) D/B/A ASCENSION VENTURES II, LLC 101 SOUTH HANLEY ROAD, SUITE 200 (Street) CLAYTON MO 63105 (City) (State) (Zip)

Explanation of Responses:

- In connection with the closing of the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, all shares of Series D Preferred Stock held by CHV II, L.P. ("CHV II") converted into 1,693,767 shares of Common Stock.
- In connection with the closing of the issuer's initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, all shares of Series D-1 Preferred Stock held by CHV II converted into 252,525 shares of Common Stock.
- These shares are owned directly by CHV II. Ascension Health Ventures II, LLC ("AHV II") is the general partner of CHV II and may be deemed to beneficially own the shares held by CHV II. AHV II disclaims beneficial ownership of shares held by CHV II except to the extent of any pecuniary interest therein.

4. AHV II is a wholly owned subsidiary of AHV Holding Company, LLC ("Holding"), which is a wholly owned subsidiary of Ascension. Voting and dispositive power over the shares held by CHV II investment activity resides with the Board of Managers of AHV II and is not influenced by Holding or Ascension. As such, Holding and Ascension are not reporting entities for this filing and disclaim beneficial ownership of shares held by CHV II, except to the extent of any pecuniary interest therein.

5. The Series D Preferred Stock was convertible by the holder at any time and had no expiration date.

6. The Series D-1 Preferred Stock was convertible by the holder at any time and had no expiration date.

Remarks:

/s/ Matthew I. Hermann, Senior
Managing Director, Ascension 08/08/2014
Ventures II, LLC, General
Partner of CHV II, 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 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.