

**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*<br><u>Notman Donald</u><br><br>(Last) (First) (Middle)<br>C/O OCULAR THERAPEUTIX, INC.<br>24 CROSBY DRIVE<br><br>(Street)<br>BEDFORD MA 01730<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>OCULAR THERAPEUTIX, INC [ OCUL ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Chief Financial Officer |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/30/2023                         |   |
| 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |
| Common Stock                    | 01/30/2023                           |  | A                              |   | 55,556 <sup>(1)</sup>   | A          | \$0   | 145,863 <sup>(2)</sup>  | 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 |   |  |  |   |  |
| Stock Option (Right to Buy)                | \$3.88   | 01/30/2023                           |  | A                              |   | 166,667  |     | (3)  | 01/29/2033      | Common Stock  | \$0  | 166,667  | D   |  |

**Explanation of Responses:**

- On January 30, 2023, 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 to the Company, the RSUs will vest over three years, with 1/3 of the shares underlying the RSUs vesting on the one-year anniversary of the date of grant and an additional 1/3 of the shares underlying the RSUs vesting at the end of each successive one-year period thereafter.
- Includes (i) 111,112 shares of common stock of the Company underlying unvested RSUs, (ii) 3,654 shares of the Company's common stock acquired under the 2014 Ocular Therapeutix, Inc. Employee Stock Purchase Plan (the "2014 ESPP") on June 30, 2022 and (iii) 5,021 shares of the Company's common stock acquired under the 2014 ESPP on December 31, 2022.
- Vests over four years, vesting 1/48 monthly beginning on the one-month anniversary of the date of grant.

/s/ Donald Notman 02/01/2023  
 \*\* 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.