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)

(I.R.S. Employer Identification No.) 15 Crosby Drive

Bedford, MA (Address of Principal Executive Offices)

01730 (Zip Code)

20-5560161

2014 Stock Incentive Plan 2014 Employee Stock Purchase Plan **Inducement Stock Option Grant** (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 Accelerated filer X o (Do not check if a smaller reporting company) Non-accelerated filer Smaller reporting company o **Emerging Growth Company**

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. x

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	1,334,619 shares(2)	5.77(3)	\$ 7,700,752(3)	\$ 958.75
Common Stock, \$0.0001 par value per share	590,000 shares(4)	10.94(5)	\$ 6,454,600(5)	\$ 803.60

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, or the Securities Act, 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) 1,186,328 shares issuable under the 2014 Stock Incentive Plan and (ii) 148,291 shares issuable under the 2014 Employee Stock Purchase Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act. 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 2, 2018, in accordance with Rule 457(c) under the Securities Act for the 1,334,619 shares issuable in the aggregate under the 2014 Stock Incentive Plan and 2014 Employee Stock Purchase Plan that are not subject to outstanding awards.
- (4) Consists of 590,000 shares granted by the Registrant to Antony Mattessich as a material inducement to his acceptance of employment with the Registrant in accordance with NASDAQ Listing Rule 5635(c)(4).
- Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act. The price per share and aggregate offering price are calculated on the basis of \$10.94, the exercise price of the shares covered by this registration statement that are subject to Antony Mattessich's inducement stock option award.

EXPLANATORY NOTE

This Registration Statement on Form S-8, relating to (a) an aggregate of 1,334,619 shares of the common stock, \$0.0001 par value per share (the "Common Stock"), issuable under the 2014 Stock Incentive Plan and the 2014 Employee Stock Purchase Plan of Ocular Therapeutix, Inc. (the "Registrant") and (b) 590,000 shares of the Common Stock issuable upon exercise of a non-qualified stock option granted to an employee of the Registrant as an inducement material to entry into employment with the registrant, in accordance with NASDAQ Listing Rule 5635(c)(4), 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 Registrant relating to the Registrant relating to the Registrant relating to the Registrant's 2014 Stock Incentive Plan and the Registrant's 2014 Employee Stock Purchase Plan; the contents of the Registrant's 2014 Stock Incentive Plan and the Registrant's 2014 Employee Stock Purchase Plan; and the contents of 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 Registrant 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, in each case, except for Item 8, Exhibits.

Item 8. Exhibits

Number	Description
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
99.3(6)	Nonstatutory Stock Option Agreement, by and between Ocular Therapeutix, Inc. and Antony C. Mattessich, dated as of June 20, 2017

- (1) Previously filed with the Securities and Exchange Commission 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 Securities and Exchange Commission 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 Securities and Exchange Commission 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 Securities and Exchange Commission 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 Securities and Exchange Commission 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.
- (6) Previously filed with the Securities and Exchange Commission on June 22, 2017, as Exhibit 10.3 to the Registrant's Current Report on Form 8-K (File No. 001-36554) 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 8th day of March, 2018.

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
/s/Antony Mattessich Antony Mattessich	President and Chief Executive Officer, Director (Principal Executive Officer)	March 8, 2018
/s/Donald Notman Donald Notman	Chief Financial Officer (Principal Financial and Accounting Officer)	March 8, 2018
/s/ Amarpreet Sawhney Amarpreet Sawhney, Ph. D.	Executive Chairman of the Board of Directors	March 8, 2018
/s/ Jaswinder Chadha Jaswinder Chadha	Director	March 8, 2018
/s/ Jeffrey S. Heier, M.D. Jeffrey S. Heier, M.D.	Director	March 8, 2018
/s/ Richard L. Lindstrom, M.D. Richard L. Lindstrom, M.D.	Director	March 8, 2018
/s/ William J. O'Shea William J. O'Shea	Director	March 8, 2018
/s/ Bruce A. Peacock Bruce A. Peacock	Director	March 8, 2018
/s/ Charles Warden Charles Warden	Director	March 8, 2018

WILMERHALE

+1 212 230 8800 (t) +1 212 230 8888 (f) wilmerhale.com

March 8, 2018

OCULAR THERAPEUTIX, INC.

15 Crosby Drive Bedford, MA 01730

Re: 2014 Stock Incentive Plan

2014 Employee Stock Purchase Plan Inducement Stock Option Award

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 1,924,619 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) an aggregate of 1,334,619 shares of Common Stock (the "Plan Shares") issuable under the Company's 2014 Stock Incentive Plan and 2014 Employee Stock Purchase Plan (collectively, the "Plans"), and (ii) 590,000 shares of Common Stock (collectively with the Plan Shares, the "Shares") issuable pursuant to a nonqualified stock option agreement between the Company and Antony Mattessich, which was entered into in connection with the commencement of Mr. Mattessich's employment with the Company (the "Agreement").

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 or Agreement, as applicable, 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.

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 Washingto

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 or Agreement, as applicable, 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 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 our report dated March 8, 2018 relating to the financial statements, which appears in Ocular Therapeutix, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2017.

/s/ PricewaterhouseCoopers LLP		
PricewaterhouseCoopers LLP		
Boston, Massachusetts		
March 8, 2018		