

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|--|---|---|
| 1. Name and Address of Reporting Person* <u>SVLSF IV, LLC</u> (Last) (First) (Middle) <u>ONE BOSTON PLACE</u> <u>201 WASHINGTON STREET, SUITE 3900</u> (Street) <u>BOSTON MA 02108</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>07/24/2014</u> | 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) Form filed by One Reporting Person <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 B Preferred Stock ⁽¹⁾ | (1) | (1) | Common Stock | 479,909 ⁽¹⁾ | (1) | D | |
| Series C Preferred Stock ⁽²⁾ | (2) | (2) | Common Stock | 661,929 ⁽²⁾ | (2) | D | |
| Series D Preferred Stock ⁽³⁾ | (3) | (3) | Common Stock | 1,140,510 ⁽³⁾ | (3) | D | |
| Series B Preferred Stock ⁽⁴⁾ | (4) | (4) | Common Stock | 13,625 ⁽⁴⁾ | (4) | D | |
| Series C Preferred Stock ⁽⁵⁾ | (5) | (5) | Common Stock | 18,793 ⁽⁵⁾ | (5) | D | |
| Series D Preferred Stock ⁽⁶⁾ | (6) | (6) | Common Stock | 32,379 ⁽⁶⁾ | (6) | D | |
| Series B Preferred Stock ⁽¹⁾⁽⁴⁾⁽⁷⁾ | (1)(4)(7) | (1)(4)(7) | Common Stock | 493,534 ⁽¹⁾⁽⁴⁾⁽⁷⁾ | (1)(4)(7) | I | See footnote ⁽¹⁾⁽⁴⁾⁽⁷⁾⁽⁹⁾ |
| Series C Preferred Stock ⁽²⁾⁽⁵⁾⁽⁷⁾ | (2)(5)(7) | (2)(5)(7) | Common Stock | 680,722 ⁽²⁾⁽⁵⁾⁽⁷⁾ | (2)(5)(7) | I | See footnote ⁽²⁾⁽⁵⁾⁽⁷⁾⁽⁹⁾ |
| Series D Preferred Stock ⁽³⁾⁽⁶⁾⁽⁷⁾ | (3)(6)(7) | (3)(6)(7) | Common Stock | 1,172,889 ⁽³⁾⁽⁶⁾⁽⁷⁾ | (3)(6)(7) | I | See footnote ⁽³⁾⁽⁶⁾⁽⁷⁾⁽⁹⁾ |
| Series B Preferred Stock ⁽¹⁾⁽⁴⁾⁽⁸⁾ | (1)(4)(8) | (1)(4)(8) | Common Stock | 493,534 ⁽¹⁾⁽⁴⁾⁽⁸⁾ | (1)(4)(8) | I | See footnote ⁽¹⁾⁽⁴⁾⁽⁸⁾⁽⁹⁾ |
| Series C Preferred Stock ⁽²⁾⁽⁵⁾⁽⁸⁾ | (2)(5)(8) | (2)(5)(8) | Common Stock | 680,722 ⁽²⁾⁽⁵⁾⁽⁸⁾ | (2)(5)(8) | I | See footnote ⁽²⁾⁽⁵⁾⁽⁸⁾⁽⁹⁾ |
| Series D Preferred Stock ⁽³⁾⁽⁶⁾⁽⁸⁾ | (3)(6)(8) | (3)(6)(8) | Common Stock | 1,172,889 ⁽³⁾⁽⁶⁾⁽⁸⁾ | (3)(6)(8) | I | See footnote ⁽³⁾⁽⁶⁾⁽⁸⁾⁽⁹⁾ |

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|--|
| 1. Name and Address of Reporting Person* <u>SVLSF IV, LLC</u> (Last) (First) (Middle) <u>ONE BOSTON PLACE</u> <u>201 WASHINGTON STREET, SUITE 3900</u> (Street) <u>BOSTON MA 02108</u> (City) (State) (Zip) |
|--|

| |
|---|
| 1. Name and Address of Reporting Person* <u>SV LIFE SCIENCES FUND IV, L.P.</u> (Last) (First) (Middle) <u>ONE BOSTON PLACE</u> <u>201 WASHINGTON STREET, SUITE 3900</u> |
|---|

| | | | |
|---|---------|----------|-------|
| (Street) | BOSTON | MA | 02108 |
| (City) | (State) | (Zip) | |
| 1. Name and Address of Reporting Person* | | | |
| <u>SV LIFE SCIENCES FUND IV STRATEGIC PARTNERS, L. P.</u> | | | |
| (Last) | (First) | (Middle) | |
| ONE BOSTON PLACE | | | |
| 201 WASHINGTON STREET, SUITE 3900 | | | |
| (Street) | BOSTON | MA | 02108 |
| (City) | (State) | (Zip) | |
| 1. Name and Address of Reporting Person* | | | |
| <u>SV Life Sciences Fund IV (GP), L.P.</u> | | | |
| (Last) | (First) | (Middle) | |
| ONE BOSTON PLACE | | | |
| 201 WASHINGTON STREET, SUITE 3900 | | | |
| (Street) | BOSTON | MA | 02108 |
| (City) | (State) | (Zip) | |

Explanation of Responses:

- SV Life Sciences Fund IV, L.P. ("SVLS IV LP") directly holds shares of Series B Preferred Stock, currently convertible into approximately 479,909 shares of Common Stock, which will automatically be converted into shares of Common Stock immediately upon 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.
- SVLS IV LP directly holds shares of Series C Preferred Stock, currently convertible into 661,929 shares of Common Stock, which will automatically be converted into shares of Common Stock immediately upon 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.
- SVLS IV LP directly holds shares of Series D Preferred Stock, currently convertible into 1,140,510 shares of Common Stock, which will automatically be converted into shares of Common Stock immediately upon 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.
- SV Life Sciences Fund IV Strategic Partners, L.P. ("Strategic Partners") directly holds shares of Series B Preferred Stock, currently convertible into approximately 13,625 shares of Common Stock, which will automatically be converted into shares of Common Stock immediately upon 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.
- Strategic Partners directly holds shares of Series C Preferred Stock, currently convertible into approximately 18,793 shares of Common Stock, which will automatically be converted into shares of Common Stock immediately upon 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.
- Strategic Partners directly holds shares of Series D Preferred Stock, currently convertible into approximately 32,379 shares of Common Stock, which will automatically be converted into shares of Common Stock immediately upon 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.
- These shares are owned directly by SVLS IV LP and Strategic Partners. SV Life Sciences Fund IV (GP), L.P. ("SVLS IV GP"), the general partner of SVLS IV LP and Strategic Partners, may be deemed to beneficially own the shares held by SVLS IV LP and Strategic Partners. SVLS IV GP disclaims beneficial ownership of shares held by SVLS IV LP and Strategic Partners except to the extent of any pecuniary interest therein.
- These shares are owned directly by SVLS IV LP and Strategic Partners. SVLSF IV, LLC, the general partner of SVLS IV GP, may be deemed to beneficially own the shares held by SVLS IV LP and Strategic Partners. SVLSF IV, LLC disclaims beneficial ownership of shares held by SVLS IV LP and Strategic Partners except to the extent of any pecuniary interest therein.
- SVLS IV LP and Strategic Partners (each a "Fund", or collectively the "Funds") may be deemed to beneficially own the shares held by each other Fund because of certain contractual relationships among the Funds and their affiliates. The Funds disclaim beneficial ownership of shares held by any other Fund except to the extent of any pecuniary interest therein.

/s/ Thomas B. Rosedale
(pursuant to power of attorney) 07/24/2014

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(pursuant to power of attorney) 07/24/2014

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(pursuant to power of attorney) 07/24/2014

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(pursuant to power of attorney) 07/24/2014

** 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 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.

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