

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Warden Charles M</u> (Last) (First) (Middle) <u>C/O OCULAR THERAPEUTIX, INC.</u> <u>36 CROSBY DRIVE, SUITE 101</u> (Street) <u>BEDFORD MA 01730</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OCULAR THERAPEUTIX, INC [OCUL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/30/2014</u>	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/30/2014		C		2,944,993	A	\$0.00 ⁽¹⁾	2,944,993	I	See Footnote ⁽²⁾
Common Stock	07/30/2014		C		17,391	A	\$0.00 ⁽¹⁾	17,391	I	See Footnote ⁽³⁾

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 A Preferred Stock	(1)	07/30/2014		C			198,826	(1)	(1)	Common Stock	75,313	\$0.00	0	I	See Footnote ⁽²⁾
Series A Preferred Stock	(1)	07/30/2014		C			1,174	(1)	(1)	Common Stock	445	\$0.00	0	I	See Footnote ⁽³⁾
Series B Preferred Stock	(1)	07/30/2014		C			1,619,102	(1)	(1)	Common Stock	613,296	\$0.00	0	I	See Footnote ⁽²⁾
Series B Preferred Stock	(1)	07/30/2014		C			9,563	(1)	(1)	Common Stock	3,622	\$0.00	0	I	See Footnote ⁽³⁾
Series C Preferred Stock	(1)	07/30/2014		C			2,433,816	(1)	(1)	Common Stock	921,900	\$0.00	0	I	See Footnote ⁽²⁾
Series C Preferred Stock	(1)	07/30/2014		C			14,372	(1)	(1)	Common Stock	5,444	\$0.00	0	I	See Footnote ⁽³⁾
Series D Preferred Stock	(1)	07/30/2014		C			3,523,039	(1)	(1)	Common Stock	1,334,484	\$0.00	0	I	See Footnote ⁽²⁾
Series D Preferred Stock	(1)	07/30/2014		C			20,804	(1)	(1)	Common Stock	7,880	\$0.00	0	I	See Footnote ⁽³⁾

Explanation of Responses:

- Each share of Series A, Series B, Series C and Series D Preferred Stock converted into Common Stock on a 2.64-for-one basis upon the closing of the Issuer's initial public offering of common stock for no additional consideration. The preferred stock had no expiration date.
- The securities are directly held by Versant Venture Capital III, L.P. Versant Ventures III, LLC is the general partner of Versant Venture Capital III, L.P. The Reporting Person is a managing member of Versant Ventures III, LLC and disclaims beneficial ownership of all shares except to the extent of his pecuniary interest, if any, therein.
- The securities are directly held by Versant Side Fund III, L.P. Versant Ventures III, LLC is the general partner of Versant Side Fund III, L.P. The Reporting Person is a managing member of Versant Ventures III, LLC and disclaims beneficial ownership of all shares except to the extent of his pecuniary interest, if any, therein.

Remarks:

/s/ Brad Smith as Attorney-in-Fact for Charles M. Warden 07/31/2014

** 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 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.

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