

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Warden Charles M</u> (Last) (First) (Middle) <u>C/O OCULAR THERAPEUTIX, INC.</u> <u>34 CROSBY DRIVE, SUITE 105</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>02/15/2021</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	02/15/2021		J ⁽¹⁾		1,456,780	D	\$0.00	0	I	See footnote ⁽²⁾
Common Stock	02/15/2021		J ⁽³⁾		375,121	A	\$0.00	375,121	I	See footnote ⁽⁴⁾
Common Stock	02/15/2021		J ⁽⁵⁾		375,121	D	\$0.00	0	I	See footnote ⁽⁴⁾
Common Stock	02/15/2021		J ⁽⁶⁾		35,912	A	\$0.00	39,531	D	
Common Stock	02/15/2021		J ⁽⁷⁾		8,604	D	\$0.00	0	I	See footnote ⁽⁸⁾

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					

Explanation of Responses:

- Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Versant Venture Capital III, L.P. ("Versant III"), to its partners, pursuant to a Rule 10b5-1 trading plan.
- Shares held by Versant III. Versant Ventures III, LLC ("Versant Ventures III GP") is the general partner of Versant III. The Reporting Person is a managing member of Versant Ventures III GP and may be deemed to share voting and dispositive power over the shares held by Versant III; however, he disclaims beneficial ownership of such securities, except to the extent of his pecuniary interests therein.
- Represents a change in the form of ownership of Versant Ventures III GP by virtue of the receipt of shares as a result of the pro-rata in-kind distribution of common stock of the Issuer for no consideration by Versant III.
- Shares held by Versant Ventures III GP. The Reporting Person is a managing member of Versant Ventures III GP and may be deemed to share voting and dispositive power over the shares held by Versant Ventures III GP; however, he disclaims beneficial ownership of such securities, except to the extent of his pecuniary interests therein.
- Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Versant Ventures III GP to its members.
- Represents a change in the form of ownership of the Reporting Person by virtue of the receipt of shares as a result of the pro-rata in-kind distribution of common stock of the Issuer for no consideration by Versant Venture III GP.
- Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Versant Side Fund III, L.P. ("Versant Side Fund"), to its partners, pursuant to a Rule 10b5-1 trading plan.
- Shares held by Versant Side Fund. Versant Ventures III GP is the general partner of Versant Side Fund. The Reporting Person is a managing member of Versant Ventures III GP and may be deemed to share voting and dispositive power over the shares held by Versant Side Fund; however, he disclaims beneficial ownership of such securities, except to the extent of his pecuniary interests therein.

Remarks:

/s/ Robin L. Praeger,
Attorney-in-Fact for Charles M. Warden 02/17/2021

** 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.