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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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Filed by the Registrant                       Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Ocular Therapeutix, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
    - (1) Title of each class of securities to which transaction applies:  
\_\_\_\_\_
    - (2) Aggregate number of securities to which transaction applies:  
\_\_\_\_\_
    - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
\_\_\_\_\_
    - (4) Proposed maximum aggregate value of transaction:  
\_\_\_\_\_
    - (5) Total fee paid:  
\_\_\_\_\_
  - Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    - (1) Amount Previously Paid:  
\_\_\_\_\_
    - (2) Form, Schedule or Registration Statement No.:  
\_\_\_\_\_
    - (3) Filing Party:  
\_\_\_\_\_
    - (4) Date Filed:  
\_\_\_\_\_
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# Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on June 18, 2021

## Your **Vote** Counts!

OCULAR THERAPEUTIX, INC.

2021 Annual Meeting  
June 18, 2021 8:30 AM EDT  
Virtual Meeting Site: [www.virtualshareholdermeeting.com/OCUL2021](http://www.virtualshareholdermeeting.com/OCUL2021)

OCULAR THERAPEUTIX, INC.  
24 CROSBY DRIVE  
BEDFORD, MA 01730



D51034-P55020

### You invested in OCULAR THERAPEUTIX, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting.

### Get informed before you vote

View the Notice and Proxy Statement, Form 10K and Shareholder Letter online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 4, 2021. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxymvote.com](mailto:sendmaterial@proxymvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



To view the proxy materials and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote in Advance of the Meeting

Vote by June 17, 2021 11:59 PM ET  
Visit [ProxyVote.com](http://ProxyVote.com)

#### Vote Virtually at the Meeting\*

Vote on June 18, 2021 8:30 AM EDT  
Visit [www.virtualshareholdermeeting.com/OCUL2021](http://www.virtualshareholdermeeting.com/OCUL2021)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b> 01) Antony Mattessich 02) Charles Warden	✔ For
2. To approve an advisory vote on Named Executive Officer Compensation.	✔ For
3. To approve the Ocular Therapeutix 2021 Stock Incentive Plan.	✔ For
4. To approve the Certificate of Amendment of Ocular Therapeutix's Restated Certificate of Incorporation to increase the number of authorized shares of common stock.	✔ For
5. Ratification of selection of PricewaterhouseCoopers LLP as Ocular Therapeutix's independent registered public accounting firm for the fiscal year ending December 31, 2021.	✔ For
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".