

Ophthotech Corp.  
Form 4  
June 01, 2015

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GUYER DAVID R**

(Last) (First) (Middle)

**C/O OPHTHOTECH  
CORPORATION, ONE PENN  
PLAZA, 19TH FLOOR**

(Street)

**NEW YORK, NY 10119**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Ophthotech Corp. [OPHT]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/28/2015**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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 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)
Common Stock	05/28/2015		M <sup>(1)</sup>	V Amount (A) or (D) Price			
				18,582 A \$ 10.03	18,582	D	
Common Stock	05/28/2015		S <sup>(1)</sup>	2,400 D \$ 47.4 <sup>(2)</sup>	16,182	D	
Common Stock	05/28/2015		S <sup>(1)</sup>	10,264 D \$ 48.64 <sup>(3)</sup>	5,918	D	
Common Stock	05/28/2015		S <sup>(1)</sup>	5,918 D \$ 49.09 <sup>(4)</sup>	0	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right To Buy)	\$ 10.03	05/28/2015		M <sup>(1)</sup>	18,582	<sup>(5)</sup> 04/25/2023	Common Stock	18,582

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GUYER DAVID R C/O OPHTHOTECH CORPORATION ONE PENN PLAZA, 19TH FLOOR NEW YORK, NY 10119	X Chief Executive Officer

## Signatures

/s/ Justin Vogel, as Attorney-in-Fact for David Guyer

06/01/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) The exercises and sales reported on this form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 15, 2013.

These shares were disposed of in multiple transactions on May 28, 2015 at actual sales prices ranging from \$46.92 to \$47.89 per share.

(2) The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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These shares were disposed of in multiple transactions on May 28, 2015 at actual sales prices ranging from \$47.98 to \$48.96 per share.

- (3) The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

These shares were disposed of in multiple transactions on May 28, 2015 at actual sales prices ranging from \$48.98 to \$49.31 per share.

- (4) The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (5) This option was granted on April 26, 2013 and vests as to 1/48 of the shares underlying such option each month until April 2017.

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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