

Ophthotech Corp.
Form 4
March 31, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PATEL SAMIR CHANDRAKANT

(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)
03/29/2016

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)
President

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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 03/29/2016 | | M ⁽¹⁾ | A | 1,412 | \$ 1.652 | 248,410 D |
| Common Stock | 03/29/2016 | | M ⁽¹⁾ | A | 1,185 | \$ 13.216 | 249,595 D |
| Common Stock | 03/29/2016 | | S ⁽¹⁾ | D | 8,603 | \$ 40.83 ⁽²⁾ | 240,992 D |
| Common Stock | 03/29/2016 | | S ⁽¹⁾ | D | 5,118 | \$ 42.05 ⁽³⁾ | 235,874 D |
| Common Stock | 03/29/2016 | | S ⁽¹⁾ | D | 6,279 | \$ 43.07 ⁽⁴⁾ | 229,595 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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(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) | \$ 1.652 | 03/29/2016 | | M ⁽¹⁾ | 1,412 | ⁽⁵⁾ 04/08/2022 | Common Stock | 1,412 |
| Stock Option (Right To Buy) | \$ 13.216 | 03/29/2016 | | M ⁽¹⁾ | 1,185 | ⁽⁶⁾ 05/28/2023 | Common Stock | 1,185 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| PATEL SAMIR CHANDRAKANT C/O OPHTHOTECH CORPORATION ONE PENN PLAZA, 19TH FLOOR NEW YORK, NY 10119 | X | | President | |

Signatures

/s/ Justin Vogel, as Attorney-in-Fact for Samir Patel
03/31/2016

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 March 13, 2015.

These shares were disposed of in multiple transactions on March 29, 2016 at actual sales prices ranging from \$40.42 to \$41.32 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.

These shares were disposed of in multiple transactions on March 29, 2016 at actual sales prices ranging from \$41.47 to \$42.36 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 March 29, 2016 at actual sales prices ranging from \$42.52 to \$43.415 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 9, 2012 and vests over four years, with 2.0833% of the original number of shares underlying the option vesting monthly from the date of grant.

- (6) This option was granted on May 29, 2013 and vests over four years, with 2.0833% of the original number of shares underlying the option vesting monthly from the date of grant.

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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