

Ophthotech Corp.
Form 4
May 29, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SVLSF IV, LLC

(Last) (First) (Middle)

ONE BOSTON PLACE, 201
WASHINGTON STREET, SUITE
3900

(Street)

BOSTON, MA 02108

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>	05/27/2014		S		97,737	D	\$ 39.87 (6)
							4,871,571
							I
							See Footnote (1) (5)
Common Stock <u>(2)</u>	05/27/2014		S		97,737	D	\$ 39.87 (6)
							4,871,571
							I
							See Footnote (2) (5)
Common Stock <u>(3)</u>	05/27/2014		S		95,039	D	\$ 39.87 (6)
							4,737,082
							D
Common	05/27/2014		S		2,698	D	\$ 134,489
							D

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Stock ⁽⁴⁾					39.87				
					⁽⁶⁾				
Common Stock ⁽¹⁾	05/28/2014		S	228,972	D	\$ 40.33	4,642,599	I	See Footnote ⁽¹⁾ ⁽⁵⁾
Common Stock ⁽²⁾	05/28/2014		S	228,972	D	\$ 40.33	4,642,599	I	See Footnote ⁽²⁾ ⁽⁵⁾
Common Stock ⁽³⁾	05/28/2014		S	222,651	D	\$ 40.33	4,514,431	D	
Common Stock ⁽⁴⁾	05/28/2014		S	6,321	D	\$ 40.33	128,168	D	

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SVLSF IV, LLC
ONE BOSTON PLACE
201 WASHINGTON STREET, SUITE 3900
BOSTON, MA 02108

X

SV Life Sciences Fund IV (GP), L.P.

ONE BOSTON PLACE

201 WASHINGTON STREET, SUITE 3900

BOSTON, MA 02108

X

SV LIFE SCIENCES FUND IV, L.P.

ONE BOSTON PLACE

201 WASHINGTON STREET, SUITE 3900

BOSTON, MA 02108

X

SV LIFE SCIENCES FUND IV STRATEGIC PARTNERS, L. P.

ONE BOSTON PLACE

201 WASHINGTON STREET, SUITE 3900

BOSTON, MA 02108

X

Signatures

/s/ Thomas B. Rosedale (pursuant to power of attorney)

05/29/2014

__Signature of Reporting Person

Date

/s/ Thomas B. Rosedale (pursuant to power of attorney)

05/29/2014

__Signature of Reporting Person

Date

/s/ Thomas B. Rosedale (pursuant to power of attorney)

05/29/2014

__Signature of Reporting Person

Date

/s/ Thomas B. Rosedale (pursuant to power of attorney)

05/29/2014

__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).

These shares are owned directly by SV Life Sciences Fund IV, L.P. ("SVLS IV LP") and SV Life Sciences Fund IV Strategic Partners, L.P. ("Strategic Partners"). SV Life Sciences Fund IV (GP), L.P. ("SVLS IV GP"), the general partner of SVLS IV LP and Strategic

- (1) Partners, may be deemed to share voting and dispositive power over the shares held by SVLS IV LP and Strategic Partners. SVLS IV GP disclaims beneficial ownership of shares held by SVLS IV LP and Strategic Partners except to the extent of any pecuniary interest therein.

These shares are owned directly by SVLS IV LP and Strategic Partners. SVLSF IV, LLC, the general partner of SVLS IV GP, may be

- (2) deemed to share voting and dispositive power over the shares held by SVLS IV LP and Strategic Partners. SVLSF IV, LLC disclaims beneficial ownership of shares held by SVLS IV LP and Strategic Partners except to the extent of any pecuniary interest therein.

- (3) These shares are held directly by SVLS IV LP.

- (4) These shares are held directly by Strategic Partners.

SVLS IV LP and Strategic Partners (each a "Fund", or collectively the "Funds") may be deemed to beneficially own the shares held by (5) each other Fund because of certain contractual relationships among the Funds and their affiliates. The Funds disclaim beneficial ownership of shares held by any other Fund except to the extent of any pecuniary interest therein.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.27 to \$40.15, inclusive. The reporting person undertakes to provide to the Registrant, or the staff of the Securities and Exchange

- (6) Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.41 to \$40.58, inclusive. The reporting person undertakes to provide to the Registrant, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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