

Ophthotech Corp.  
Form 4  
June 08, 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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROSS MICHAEL JAY**

(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)

**06/04/2015**

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)

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)
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of  
information contained in this form are not  
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number.**

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 48.3	06/04/2015	A		7,000		07/04/2015 <sup>(1)</sup>	06/03/2025	Common Stock	7,000
Restricted Stock Units	<sup>(2)</sup>	06/04/2015	A		1,750		<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	1,750

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROSS MICHAEL JAY ONE BOSTON PLACE 201 WASHINGTON STREET, SUITE 3900 BOSTON, MA 02108	X

## Signatures

/s/ Thomas B. Rosedale (Pursuant to Power of Attorney) 06/08/2015

                    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) Subject to Reporting Person providing continued services to the Issuer and other terms and conditions under a stock option agreement by and between the Reporting Person and the Issuer, The option will vest and become exercisable in 12 consecutive, equal monthly installments commencing on July 4, 2015 until fully vested and exercisable on the first anniversary of the date of grant. Any unvested shares subject to the option will be accelerated in full one business day prior to the Issuer's 2016 annual meeting of stockholders.

(2) Each restricted stock unit represents the contingent right to receive one share of Issuer common stock upon vesting of the unit.

(3) Subject to Reporting Person providing continued services to the Issuer and other terms and conditions under a Restricted Stock Unit Agreement by and between the Reporting Person and the Issuer, the Restricted Stock Unit award will vest with respect to 100% of the shares subject to the award on the earlier of (i) the first anniversary of the grant date or (ii) one business day prior to the Issuer's 2016 annual meeting of stockholders.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.