

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>HBM Healthcare Investments (Cayman) Ltd.</u>  (Last) (First) (Middle) GOVERNORS SQUARE, SUITE #4-212-2 23 LIME TREE BAY AVE., WEST BAY  (Street) GRAND CAYMAN E9 00000  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ophotech Corp. [ OPHT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	09/30/2013		C		2,806,937 <sup>(4)</sup>	A	(1)	2,806,937	D	
Common Stock	09/30/2013		C		398,208 <sup>(5)</sup>	A	(2)	3,205,145	D	
Common Stock	09/30/2013		C		206,756 <sup>(6)</sup>	A	(3)	3,411,902 <sup>(9)</sup>	D	
Common Stock	09/30/2013		P		228,000	A	\$22	3,639,902	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	09/30/2013		C			2,806,937 <sup>(4)</sup>	(1)	(1)	Common Stock	2,806,937 <sup>(4)</sup>	(1)	0	D	
Series B Preferred Stock	(2)	09/30/2013		C			398,208 <sup>(5)</sup>	(2)	(2)	Common Stock	398,208 <sup>(5)</sup>	(2)	0	D	
Series C Preferred Stock	(3)	09/30/2013		C			206,756 <sup>(6)</sup>	(3)	(3)	Common Stock	206,756 <sup>(6)</sup>	(3)	0	D	
Series A Preferred Stock Warrant	(7)	09/30/2013		C			13,670 <sup>(7)</sup>	(7)	06/18/2017	Common Stock	13,670 <sup>(7)</sup>	\$0	0	D	
Common Stock Warrant	\$0.059	09/30/2013		C			13,670 <sup>(7)</sup>	(8)	06/18/2017	Common Stock	13,670 <sup>(7)</sup>	(7)	13,670 <sup>(7)</sup>	D	

**Explanation of Responses:**

- Each share of Series A Preferred Stock automatically converted into Common Stock on a 1 for 5.9 reverse split basis upon the closing of the Issuer's firm commitment underwritten public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended (the "IPO") and had no expiration date.
- Each share of Series B Preferred Stock automatically converted into Common Stock on a 1 for 5.9 reverse split basis upon the closing of the Issuer's IPO and had no expiration date.
- Each share of Series C Preferred Stock automatically converted into Common Stock on a 1 for 5.9 reverse split basis upon the closing of the Issuer's IPO and had no expiration date.
- Includes 370,591 shares of Common Stock issued upon the closing of the Issuer's IPO for stock dividends that accrued on the Series A Preferred Stock prior to conversion.
- Includes 45,101 shares of Common Stock issued upon the closing of the Issuer's IPO for stock dividends that accrued on the Series B Preferred Stock prior to conversion.
- Includes 1,782 shares of Common Stock issued upon the closing of the Issuer's IPO for stock dividends that accrued on the Series C Preferred Stock prior to conversion.
- The Series A Preferred Stock Warrant converted to a Common Stock Warrant in connection with the closing of the Issuer's IPO. The number of shares of the Common Stock Warrant includes an adjustment to account for additional shares of Common Stock issued as accrued stock dividends in connection with the closing of the issuer's IPO.
- Immediately exercisable.
- Pursuant to the issuer's fourth amended and restated certificate of incorporation as amended, all shares of the Issuer's preferred stock were aggregated across series for purposes of conversion to Common Stock resulting in an additional whole share being issued as a result of the aggregation of fractional shares across series.

/s/ Jean-Marc Lesieur, Director      10/03/2013

\*\* Signature of Reporting Person      Date

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

\* 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).

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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