

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

OPHTHOTECH CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

20-8185347
(I.R.S. Employer
Identification No.)

**One Penn Plaza, 19th Floor
New York, New York 10119
(212) 845-8200**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**David R. Guyer, M.D.
Chief Executive Officer
Ophthotech Corporation
One Penn Plaza, 19th Floor
New York, New York 10119
(212) 845-8200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**David E. Redlick, Esq.
Brian A. Johnson, Esq.**
Wilmer Cutler Pickering Hale and Dorr LLP
7 World Trade Center, 250 Greenwich Street
New York, New York 10007
Telephone: (212) 230-8800
Fax: (212) 230-8888

Richard D. Truesdell, Jr., Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Fax: (212) 701-5800

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-193681.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee(2)
Common Stock, \$0.001 par value per share	\$ 13,800,000	\$ 1,778

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

Includes the offering price of additional shares that the underwriters have the option to purchase.

(2) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock, \$0.001 par value per share, of Ophthotech Corporation, a Delaware corporation, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, representing an increase in the maximum aggregate offering price of \$13,800,000.00. The contents of the earlier registration statement on Form S-1, as amended (File No. 333-193681), which was declared effective by the Securities and Exchange Commission on February 11, 2014, are incorporated in this registration statement by reference.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 11th day of February, 2014.

OPHTHOTECH CORPORATION

By: /s/ DAVID R. GUYER
David R. Guyer, M.D.
Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities held on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ DAVID R. GUYER</u> David R. Guyer, M.D.	Chief Executive Officer and Chairman of the Board of Directors (principal executive officer)	February 11, 2014
<u>/s/ SAMIR C. PATEL</u> Samir C. Patel, M.D.	President and Vice Chairman of the Board of Directors	February 11, 2014
<u>/s/ BRUCE PEACOCK</u> Bruce Peacock	Chief Financial and Business Officer (principal financial and accounting officer)	February 11, 2014
<u>*</u> Axel Bolte	Director	February 11, 2014
<u>*</u> Thomas Dyrberg, M.D., D.M.Sc.	Director	February 11, 2014
<u>*</u> Nicholas Galakatos, Ph.D.	Director	February 11, 2014
<u>*</u> Michael Ross, Ph.D.	Director	February 11, 2014
<u>*</u> Glenn Sblendorio	Director	February 11, 2014
*By: <u>/s/ DAVID R. GUYER</u> David R. Guyer, M.D. <i>Attorney-in-Fact</i>	Director	

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm

23.2 Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
24.1* Power of Attorney (included on signature page)

* Filed as Exhibit 24.1 to the registrant's Registration Statement on Form S-1 (333-193681) filed with the Securities and Exchange Commission on January 31, 2014.

February 11, 2014

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wilmerhale.com

Ophthotech Corporation
 One Penn Plaza, 19th Floor
 New York, New York 10119

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-1 (the "**Registration Statement**") filed with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Securities Act**"), pursuant to Rule 462(b) of the Securities Act, for the registration of shares of Common Stock, \$0.001 par value per share, of Ophthotech Corporation, a Delaware corporation (the "**Company**"), with a proposed maximum aggregate offering price of \$13,800,000 (the "**Shares**") of which up to \$12,000,000 of the Shares will be sold by certain stockholders of the Company (the "**Selling Stockholders**") and the remaining \$1,800,000 of the Shares may be sold by the Selling Stockholders upon exercise of an over-allotment option.

The Shares are to be sold by the Selling Stockholders pursuant to an underwriting agreement (the "**Underwriting Agreement**") to be entered into by and among the Company, the Selling Stockholders and Morgan Stanley & Co. LLC and J.P. Morgan Securities LLC, as representatives of the several underwriters named in the Underwriting Agreement, the form of which has been incorporated by reference into the Registration Statement.

We are acting as counsel for the Company in connection with the sale by the Selling Stockholders of the Shares. We have examined signed copies of the Registration Statement as filed with the Commission. We have also examined and relied upon the Underwriting Agreement, minutes of meetings of the stockholders and the Board of Directors of the Company as provided to us by the Company, stock record books of the Company as provided to us by the Company, the Certificate of Incorporation and By-Laws of the Company, each as restated and/or amended to date, and such other documents as we have deemed necessary for purposes of rendering the opinions hereinafter set forth.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

Wilmer Cutler Pickering Hale and Dorr LLP, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007
 Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

Our opinion below, insofar as it relates to the Selling Stockholders' shares being fully paid, is based solely on a certificate of the Chief Financial Officer of the Company confirming the Company's receipt of the consideration called for by the applicable resolutions authorizing the issuance of such shares.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the State of New York, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

Based upon and subject to the foregoing, we are of the opinion that the Shares to be sold by the Selling Stockholders have been duly authorized and are validly issued, fully paid and nonassessable.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of our name therein and in the related Prospectus under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING
 HALE AND DORR LLP

By: /s/ Brian A. Johnson
 Brian A. Johnson, a Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and our report dated July 11, 2013 (except as to the thirteenth paragraph of Note 17, as to which the date is September 9, 2013), relating to the financial statements of Ophthotech Corporation included in Amendment No. 1 to the Registration Statement (Form S-1 No. 333-193681) and related Prospectus of Ophthotech Corporation for the registration of its common stock.

/s/ Ernst & Young LLP

MetroPark, New Jersey
February 11, 2014
