

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Westby Keith</u>			2. Issuer Name and Ticker or Trading Symbol <u>IVERIC bio, Inc. [ ISEE ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>SVP &amp; COO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/09/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O IVERIC BIO, INC. 8 SYLVAN WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>PARSIPPANY NJ 07054</u>								
(City) (State) (Zip)								

**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	12/09/2022		M		10,000	A	\$0 <sup>(1)</sup>	74,958	D	
Common Stock	12/12/2022		S		3,287 <sup>(2)</sup>	D	\$20.66 <sup>(3)</sup>	71,671	D	
Common Stock	12/12/2022		S		2,106 <sup>(2)</sup>	D	\$21.25 <sup>(4)</sup>	69,565	D	
Common Stock	12/12/2022		M		12,500	A	\$0 <sup>(1)</sup>	82,065	D	
Common Stock	12/13/2022		S		6,741 <sup>(5)</sup>	D	\$21.73 <sup>(6)</sup>	75,324	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
Restricted Stock Units	(1)	12/09/2022		M			10,000	(7)	(7)	Common Stock	10,000	\$0	10,000	D	
Restricted Stock Units	(1)	12/12/2022		M			12,500	(8)	(8)	Common Stock	12,500	\$0	0	D	

**Explanation of Responses:**

- Restricted stock units converted into common stock on a one-for-one basis upon vesting of the units.
- Represents shares automatically sold pursuant to the prespecified terms of the applicable Restricted Stock Unit Agreement to satisfy the Reporting Person's minimum statutory withholding obligations with respect to the income recognized by the Reporting Person upon the vesting of the restricted stock units on December 9, 2022.
- The sale price of the Reporting Person's shares represents the weighted average price of all shares sold by a broker in multiple transactions effected at prices ranging from \$20.05 to \$20.96 on December 12, 2022 on behalf of a group of employees of the Registrant to satisfy the payment of withholding tax liability of such employees. The Reporting Person undertakes to provide upon request by the staff of the Securities Exchange Commission, the Registrant or a security holder of the Registrant, information regarding the number of shares sold at each price within the range.
- The sale price of the Reporting Person's shares represents the price of all shares sold by a broker in multiple transactions effected on December 12, 2022 on behalf of a group of employees of the Registrant to satisfy the payment of withholding tax liability of such employees.
- Represents shares automatically sold pursuant to the prespecified terms of the applicable Restricted Stock Unit Agreement to satisfy the Reporting Person's minimum statutory withholding obligations with respect to the income recognized by the Reporting Person upon the vesting of the restricted stock units on December 12, 2022.
- The sale price of the Reporting Person's shares represents the weighted average price of all shares sold by a broker in multiple transactions effected at prices ranging from \$21.31 to \$22.13 on December 13, 2022 on behalf of a group of employees of the Registrant to satisfy the payment of withholding tax liability of such employees. The Reporting Person undertakes to provide upon request by the staff of the Securities Exchange Commission, the Registrant or a security holder of the Registrant, information regarding the number of shares sold at each price within the range.
- On December 9, 2019, the Reporting Person was granted 40,000 restricted stock units, which vests with respect to 25% of the shares subject to the award on each of the first, second, third and fourth anniversaries of the grant date, subject to continued employment with the Registrant and the other terms and conditions under the Registrant's 2013 Stock Incentive Plan.
- On December 12, 2018, the Reporting Person was granted an award of 50,000 restricted stock units, which vests with respect to 25% of the shares subject to the award on each of the first, second, third and fourth anniversaries of the grant date, subject to continued employment with the Registrant and the other terms and conditions under the Registrant's 2013 Stock Incentive Plan.

**Remarks:**

/s/ Todd D.C. Anderman, as  
Attorney-in-Fact for Keith 12/13/2022  
Westby

\*\* 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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