

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Novo A/S</u> (Last) (First) (Middle) <u>TUBORG HAVNEVEJ 19</u> (Street) <u>HELLERUP G7 2900</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ophthotech 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) <input checked="" type="checkbox"/> Other (specify below) SEE REMARKS
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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		6,441,819 ⁽¹⁾	A	\$0.00 ⁽¹⁾	6,441,819 ⁽²⁾	D	
COMMON STOCK	09/30/2013		P		455,000	A	\$22	6,896,819	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
SERIES A PREFERRED STOCK	(1)	09/30/2013		C		14,374,443		(1)	(1)	COMMON STOCK	2,806,937 ⁽¹⁾⁽³⁾	\$0.00	0	D	
SERIES B PREFERRED STOCK	(1)	09/30/2013		C		5,208,334		(1)	(1)	COMMON STOCK	995,520 ⁽¹⁾⁽⁴⁾	\$0.00	0	D	
SERIES C PREFERRED STOCK	(1)	09/30/2013		C		15,438,009		(1)	(1)	COMMON STOCK	2,639,359 ⁽¹⁾⁽⁵⁾	\$0.00	0	D	

Explanation of Responses:

- Series A, B and C Preferred Stock (collectively, the "Preferred Stock") has no expiration date and was converted upon the closing of the Issuer's initial public offering (the "IPO Closing") on a one-for-5.9000 basis, as adjusted to give effect to the reverse stock split of the Issuer's Common Stock at the IPO Closing.
- Includes three (3) shares received as a result of the aggregation of fractional shares at the time of conversion and stock split.
- Includes 370,591 shares of Common Stock issuable upon conversion as dividends that accrued on each series of Preferred Stock prior to conversion.
- Includes 112,752 shares of Common Stock issuable upon conversion as dividends that accrued on each series of Preferred Stock prior to conversion.
- Includes 22,748 shares of Common Stock issuable upon conversion as dividends that accrued on each series of Preferred Stock prior to conversion.

Remarks:

Novo A/S is a Danish limited liability company. The board of directors of Novo A/S (the "Novo Board"), currently comprised of Sten Scheibye, Goran Ando, Jorgen Boe, Jeppe Christiansen, Steen Riisgaard and Per Wold-Olsen, has shared investment and voting control over the securities of the Issuer held by Novo A/S (the "Shares") and may exercise such control only with the support of a majority of the Novo Board. As such, no individual member of the Novo Board is deemed to hold any beneficial ownership or reportable pecuniary interest in the Shares.

/s/ Thorkil Kastberg Christensen,
Chief Financial Officer of Novo 09/30/2013
A/S

** 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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