SEC Form 4

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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

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

OWR APPI	ROVAL								
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Estimated average burden									
hours per response.	0.5								

1	ddress of Reporting		2. Issuer Name and Ticker or Trading Symbol Ophthotech Corp. [OPHT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
PATEL SAMIR CHANDRAKANT				X Director 10% Owner
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Dav/Year)	X Officer (give title Other (specify below)
	IOTECH CORPO	ORATION	07/20/2015	President
ONE PENN	PLAZA, 19TH F	LOOR		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK	K NY	10119		X Form filed by One Reporting Person
			—	Form filed by More than One Reporting Person
(City)	(State)	(Zin)		

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)			4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	07/20/2015		M ⁽¹⁾		27,215	A	\$1.652	286,507	D	
Common Stock	07/20/2015		S ⁽¹⁾		10,298	D	\$67.26 ⁽²⁾	276,209	D	
Common Stock	07/20/2015		S ⁽¹⁾		11,663	D	\$67.95 ⁽³⁾	264,546	D	
Common Stock	07/20/2015		S ⁽¹⁾		4,954	D	\$68.8 ⁽⁴⁾	259,592	D	
Common Stock	07/20/2015		S ⁽¹⁾		300	D	\$70.19 ⁽⁵⁾	259,292	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. Transa Code (8)		of		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				
Stock Option (Right To Buy)	\$1.652	07/20/2015		M ⁽¹⁾			27,215	(6)	04/08/2022	Common Stock	27,215	\$0.00	38,107	D	

Explanation of Responses:

1. The exercises and sales reported on this form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 13, 2015.

2. These shares were disposed of in multiple transactions on July 20, 2015 at actual sales prices ranging from \$66.59 to \$67.585 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

3. These shares were disposed of in multiple transactions on July 20, 2015 at actual sales prices ranging from \$67.59 to \$68.57 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

4. These shares were disposed of in multiple transactions on July 20, 2015 at actual sales prices ranging from \$68.60 to \$69.11 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

5. These shares were disposed of in multiple transactions on July 20, 2015 at actual sales prices ranging from \$70.00 to \$70.50 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

6. This option was granted on April 9, 2012 and vests over four years, with 2.0833% of the original number of shares underlying the option vesting monthly from the date of grant.

/s/ Justin Vogel, as Attorney-in-07/22/2015

Fact for Samir Patel

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.