

Ophthotech Corp.
Form 4
May 03, 2016

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PATEL SAMIR CHANDRAKANT

(Last) (First) (Middle)

**C/O OPHTHOTECH
CORPORATION, ONE PENN
PLAZA, 19TH FLOOR**

(Street)

NEW YORK, NY 10119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Ophthotech Corp. [OPHT]

3. Date of Earliest Transaction
(Month/Day/Year)

04/29/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) below)

President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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	04/29/2016		M ⁽¹⁾		1,413	A	\$ 1.652	231,008	D
Common Stock	04/29/2016		M ⁽¹⁾		1,184	A	\$ 13.216	232,192	D
Common Stock	04/29/2016		S ⁽¹⁾		18,435	D	\$ 46.71 ⁽²⁾	213,757	D
Common Stock	04/29/2016		S ⁽¹⁾		1,565	D	\$ 47.78 ⁽³⁾	212,192	D

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

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SEC 1474
(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right To Buy)	\$ 1.652	04/29/2016		M ⁽¹⁾		1,413		⁽⁴⁾ 04/08/2022		Common Stock	1,413
Stock Option (Right To Buy)	\$ 13.216	04/29/2016		M ⁽¹⁾		1,184		⁽⁵⁾ 05/28/2023		Common Stock	1,184

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PATEL SAMIR CHANDRAKANT C/O OPHTHOTECH CORPORATION ONE PENN PLAZA, 19TH FLOOR NEW YORK, NY 10119	X President

Signatures

/s/ Justin Vogel, as Attorney-in-Fact for Samir Patel

05/03/2016

Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1)

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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.

These shares were disposed of in multiple transactions on April 29, 2016 at actual sales prices ranging from \$46.16 to \$47.15 per share.

- (2) 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.

These shares were disposed of in multiple transactions on April 29, 2016 at actual sales prices ranging from \$47.24 to \$48.05 per share.

- (3) 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) This option was granted on April 9, 2012 and is currently exercisable for all shares underlying the option.
- (5) This option was granted on May 29, 2013 and vests over four years, with 2.0833% of the original number of shares underlying the option vesting monthly from the date of grant.

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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