

Ophthotech Corp.
Form 4
April 04, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SBLENDORIO GLENN

(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)

04/01/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

President, CFO and Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	04/01/2017		M	18,750	A <u>(1)</u> 18,960 <u>(2)</u>	D	
Common Stock	04/03/2017		S	7,388 <u>(3)</u>	\$ 3.56 <u>(4)</u> 11,572	D	

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

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(9-02)

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(1)	04/01/2017		M	18,750	(5) 03/31/2026	Common Stock 18,750

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SBLENDORIO GLENN C/O OPHTHOTEC CORPORATION ONE PENN PLAZA, 19TH FLOOR NEW YORK, NY 10119	President, CFO and Treasurer

Signatures

/s/ Barbara Wood, as Attorney-in-Fact for Glenn Sblendorio
 04/04/2017
 **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) Restricted stock units converted into common stock on a one-for-one basis upon vesting of the units.
- (2) This total includes 210 shares acquired by the reporting person under the issuer's 2016 Employee Stock Purchase Plan on March 15, 2017.
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 April 1, 2017.
- (3) These shares were disposed of in multiple transactions on April 3, 2017 at actual sales prices ranging from \$3.55 to \$3.59 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) On April 1, 2016, the reporting person was granted an award of 75,000 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 issuer and the other terms and conditions under the issuer's 2013 Stock Incentive Plan.
- (5)

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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