

# OPHTHOTECH CORP.

Reported by  
**SBLENDORIO GLENN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 04/04/17 for the Period Ending 04/01/17

|             |  |
|-------------|--|
| Address     | ONE PENN PLAZA<br>19TH FLOOR<br>NEW YORK, NY 10119 |
| Telephone   | 212-845-8200                                       |
| CIK         | 0001410939   |
| Symbol      | OPHT   |
| Fiscal Year | 12/31  |

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *              |  |  | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |  |  |
| SBLENDORIO GLENN                                       |  |  | Ophthotech Corp. [ OPHT ]                         |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President, CFO and Treasurer</b> |  |  |
| (Last) (First) (Middle)                                |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |  |  |
| C/O OPHTHOTECH CORPORATION, ONE PENN PLAZA, 19TH FLOOR |  |  | 4/1/2017  |  |  |  |  |  |
| (Street)   |  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |  |
| NEW YORK, NY 10119                                     |  |  |   |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| (City) (State) (Zip)                                   |  |  |   |  |  |  |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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                    | 4/1/2017       |                                   | M                         |   | 18750   | A          | (1)        | 18960 (2)   | D  |   |
| Common Stock                    | 4/3/2017       |                                   | S                         |   | 7388 (3)  | D          | \$3.56 (4) | 11572   | D  |   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 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 of Derivative Security: 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 |  |  |  |  |
| Restricted Stock Units                   | (1)  | 4/1/2017       |                                   | M                         |   | 18750  |     | (5)                                     | 3/31/2026       | Common Stock  | 18750                      | \$0.00                                     | 56250  | D  |  |

**Explanation of Responses:**

- (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.
- (3) 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.
- (4) 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.
- (5) 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.

**Reporting Owners**

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

**Signatures**

/s/ Barbara Wood, as Attorney-in-Fact for Glenn Splendorio

4/4/2017

—\*\*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 control number.