

# **ELEVEN BIOTHERAPEUTICS, INC.**

Reported by  
**HURLY STEPHEN A**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 04/05/17 for the Period Ending 04/03/17

Address	245 FIRST STREET SUITE 1800 CAMBRIDGE, MA 02142
Telephone	617-444-8550
CIK	0001485003
Symbol	EBIO
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

<b>1. Name and Address of Reporting Person *</b>  <b>HURLY STEPHEN A</b>  (Last) (First) (Middle)  <b>C/O ELEVEN BIOTHERAPEUTICS, INC., 245 FIRST STREET, SUITE 1800</b>  (Street)  <b>CAMBRIDGE, MA 02142</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Eleven Biotherapeutics, Inc. [ EBIO ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>4/3/2017</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President and CEO</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person													
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>															
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											
<b>Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)</b>															
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				
<b>Employee Stock Option (Right to Buy)</b>	<b>\$2.28</b>	<b>4/3/2017</b>		<b>A</b>		<b>32692</b>		<b>(U)</b>	<b>4/2/2027</b>	<b>Common Stock</b>	<b>32692.0</b>	<b>\$0</b>	<b>32692</b>	<b>D</b>	

**Explanation of Responses:**

(1) 50% of the shares subject to such option shall vest on grant date, with the remaining 50% of shares underlying the option to vest on the first anniversary of the grant date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>HURLY STEPHEN A C/O ELEVEN BIOTHERAPEUTICS, INC. 245 FIRST STREET, SUITE 1800 CAMBRIDGE, MA 02142</b>	<b>X</b>		<b>President and CEO</b>	

**Signatures**

/s/ **Stephen A. Hurly**

**4/5/2017**

\*\*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.

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