

EYEPOINT PHARMACEUTICALS, INC.

Reported by
ESSEX WOODLANDS FUND IX-GP, L.P.

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 04/02/18 for the Period Ending 03/28/18

Address	480 PLEASANT STREET SUITE B300 WATERTOWN, MA, 02472
Telephone	617-926-5000
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Industry	Biotechnology & Medical Research
Sector	Healthcare
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FORM 4

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

OMB APPROVAL
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[] 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 * EW Healthcare Partners, L.P. (Last) (First) (Middle) 21 WATERWAY AVENUE, SUITE 225 (Street) THE WOODLANDS, TX 77380 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol EyePoint Pharmaceuticals, Inc. [PSDV]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/28/2018</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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, \$0.001 par value	3/28/2018		P		8273461	A	\$1.10	8606324 (U)	D (U)	
Common Stock, \$0.001 par value	3/28/2018		P		332863	A	\$1.10	8606324 (U)	I (U)	EW Healthcare Partners-A L.P.

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) Includes 8,273,461 shares held by EW Healthcare Partners L.P. ("EWHP") and 332,863 shares held by EW Healthcare Partners-A L.P. ("EWHP-A"). Essex Woodlands Fund IX-GP, L.P. ("Fund IX-GP") is the general partner of EWHP and EWHP-A, respectively. Essex Woodlands IX, LLC (the "General Partner") is the general partner of Fund IX-GP. The General Partner holds sole voting and dispositive power over the shares held by EWHP and EWHP-A. The managers of the General Partner are Martin P. Sutter, R. Scott Barry, Ronald Eastman (also a member of the Issuer's board of directors), Petri Vainio and Steve Wiggins (collectively, the "Managers"), and may exercise voting and investment control over the shares only by the majority action of the Managers.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EW Healthcare Partners, L.P. 21 WATERWAY AVENUE, SUITE 225 THE WOODLANDS, TX 77380		X		
EW Healthcare Partners-A, L.P. 21 WATERWAY AVENUE, SUITE 225 THE WOODLANDS, TX 77380		X		
Essex Woodlands Fund IX-GP, L.P. 21 WATERWAY AVENUE, SUITE 225 THE WOODLANDS, TX 77380		X		
Essex Woodlands IX, LLC 21 WATERWAY AVENUE, SUITE 225 THE WOODLANDS, TX 77380		X		

Signatures

EW Healthcare Partners L.P.; By Essex Woodlands Fund IX-GP, L.P. its General Partner; By Essex Woodlands IX, LLC, its General Partner; By Ronald W. Eastman, Manager, By Richard Kolodziejcyk, Attorney-in-Fact, /s/ Richard Kolodziejcyk

3/29/2018

—Signature of Reporting Person

Date

EW Healthcare Partners-A L.P.; By Essex Woodlands Fund IX-GP, L.P. its General Partner; By Essex Woodlands IX, LLC, its General Partner; By Ronald W. Eastman, Manager, By Richard Kolodziejcyk, Attorney-in-Fact, /s/ Richard Kolodziejcyk

3/29/2018

—Signature of Reporting Person

Date

Essex Woodlands IX-GP, L.P.; By Essex Woodlands IX, LLC; By Ronald W. Eastman, Manager, By Richard Kolodziejcyk, Attorney-in-Fact, /s/ Richard Kolodziejcyk

3/29/2018

—Signature of Reporting Person

Date

Essex Woodlands IX, LLC, By Ronald W. Eastman, Manager, By Richard Kolodziejcyk, Attorney-in-Fact, /s/ Richard Kolodziejcyk

3/29/2018

—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.