

EYEPOINT PHARMACEUTICALS, INC.

Filed by
EW HEALTHCARE PARTNERS, L.P.

FORM SC 13D (Statement of Beneficial Ownership)

Filed 04/10/18

Address	480 PLEASANT STREET SUITE B300 WATERTOWN, MA, 02472
Telephone	617-926-5000
CIK	0001314102
Symbol	EYPT
SIC Code	3826 - Laboratory Analytical Instruments
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	06/30

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

EyePoint Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

30233G100
(CUSIP Number)

Ronald W. Eastman
EW Healthcare Partners L.P.
21 Waterway Avenue, Suite 225
The Woodlands, Texas 77380
(281) 364-1555

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 28, 2018
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON EW Healthcare Partners L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 8,273,461 (1)
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 8,273,461 (1)
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,273,461 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.3%	
14	TYPE OF REPORTING PERSON PN	

(1) See Item 5.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON EW Healthcare Partners-A L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 332,863 (1)
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 332,863 (1)
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 332,863 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.7%	
14	TYPE OF REPORTING PERSON PN	

(1) See Item 5.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Essex Woodlands Fund IX-GP, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 8,606,324 (1)
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 8,606,324 (1)
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,606,324 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.0%	
14	TYPE OF REPORTING PERSON OO	

(1) See Item 5.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Essex Woodlands IX, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 8,606,324 (1)
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 8,606,324 (1)
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,606,324 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.0%	
14	TYPE OF REPORTING PERSON OO	

(1) See Item 5.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Martin P. Sutter
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER -0-
	8 SHARED VOTING POWER 8,606,324 (1)
	9 SOLE DISPOSITIVE POWER -0-
	10 SHARED DISPOSITIVE POWER 8,606,324 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,606,324 (1)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.0%
14	TYPE OF REPORTING PERSON IN

(1) See Item 5.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON R. Scott Barry	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 8,606,324 (1)
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 8,606,324 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,606,324 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.0%	
14	TYPE OF REPORTING PERSON IN	

(1) See Item 5.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Ronald Eastman
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER -0-
	8 SHARED VOTING POWER 8,606,324 (1)
	9 SOLE DISPOSITIVE POWER -0-
	10 SHARED DISPOSITIVE POWER 8,606,324 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,606,324 (1)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.0%
14	TYPE OF REPORTING PERSON IN

(1) See Item 5.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Petri Vainio	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 8,606,324 (1)
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 8,606,324 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,606,324 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.0%	
14	TYPE OF REPORTING PERSON IN	

(1) See Item 5.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Steve Wiggins	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 8,606,324 (1)
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 8,606,324 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,606,324 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.0%	
14	TYPE OF REPORTING PERSON IN	

(1) See Item 5.

SCHEDULE 13D

Item 1. Security and Issuer.

- (a) Name of Issuer: EyePoint Pharmaceuticals, Inc. (formerly known as pSivida Corp.)
- (b) Address of Issuer's Principal Executive Offices:
480 Pleasant Street
Watertown, Massachusetts 02472
- (c) Title and Class of Securities: Common Stock
- (d) CUSIP Number: 30233G100

Item 2. Identity and Background.

(a) This Schedule 13D is being filed jointly by EW Healthcare Partners L.P., a Delaware limited partnership (“**EWHP**”), EW Healthcare Partners-A L.P., a Delaware limited partnership (“**EWHP-A**”), Essex Woodlands Fund IX-GP, L.P., a Delaware limited partnership (“**Essex IX Fund GP**”), Essex Woodlands IX, LLC, a Delaware limited liability company (“**Essex IX General Partner**”), Martin P. Sutter, an individual, R. Scott Barry, an individual, Ronald Eastman, an individual, Petri Vainio, an individual and Steve Wiggins, an individual (each a “**Manager**”, collectively, the “**Managers**”, and together with the EWHP, EWHP-A, Essex IX Fund GP and the Essex IX General Partner, the “**Reporting Persons**”).

(b) Address of Principal Business Office: The address of the principal business of each of the Reporting Persons is 21 Waterway Avenue, Suite 225, The Woodlands, Texas 77380.

(c) The Principal business of EWHV and EWHV-A is venture capital investments. The principal business of Essex IX Fund GP is to act as the general partner of EWHV and EWHV-A. The principal business of Essex IX General Partner is to act as the general partner of Essex IX Fund GP. The principal business of the Managers is to direct the activities of Essex IX General Partner.

(d) None of the Reporting Persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship: (i) EW Healthcare Partners L.P. is a Delaware limited partnership; (ii) EW Healthcare Partners-A L.P. is a Delaware limited partnership; (iii) Essex Woodlands Fund IX-GP, L.P. is a Delaware limited partnership; (iv) Essex Woodlands IX, LLC is a Delaware limited liability company; (v) Martin P. Sutter, R. Scott Barry, Ronald Eastman, Petri Vainio and Steve Wiggins are all individuals who are citizens of the United States.

Item 3. Source or Amount of Funds or Other Consideration.

On March 28, 2018 (the “**Closing Date**”), EWHP and EWHP-A (collectively, the “**EWHP Investors**”), entered into a Securities Purchase Agreement (the “**First Tranche Securities Purchase Agreement**”) with pSivida Corp., a Delaware corporation (the “**Company**”), pursuant to which the Company offered and sold to the EWHP Investors an aggregate of 8,606,324 shares of the Company’s common stock, par value \$0.001 per share (the “**Common Stock**”) at a purchase price of \$1.10 per share (the “**First Tranche Purchase Price**”), which was the consolidated closing bid price of the Common Stock on the Nasdaq Global Market (“**Nasdaq**”) immediately preceding the execution of the First Tranche Securities Purchase Agreement (the “**First Tranche Transaction**”).

Subject to certain conditions, the EWHP Investors are entitled to designate for nomination one person (the “**EWHP Investor Designee**”) to serve as a member of the Board of Directors of the Company (the “**Board**”). The initial EWHP Investor Designee is Ronald W. Eastman.

The Securities sold and issued in the First Tranche Transaction have not been registered under the Securities Act of 1933, as amended (the “**Securities Act**”), or any state securities laws, and may not be offered or sold in the United States absent registration with the Securities and Exchange Commission (the “**SEC**”) or an applicable exemption from the registration requirements.

Second Tranche Securities Purchase Agreement

On the Closing Date, the EWHP Investors entered into the Second Securities Purchase Agreement (the “**Second Tranche Securities Purchase Agreement**”) and together with the First Tranche Securities Purchase Agreement, the “**Securities Purchase Agreements**”) with certain other accredited investors signatory thereto (together with the EWHP Investors, the “**Second Tranche Investors**”), and the Company, pursuant to which the Company will, subject to the approval of the Company’s stockholders, offer and sell to the Second Tranche Investors an aggregate of approximately \$25.5 million of units (each, a “**Unit**”), with each Unit consisting of (a) one share of Common Stock and (b) one warrant to purchase a share of Common Stock (the “**Second Tranche Transaction**”) and together with the First Tranche Transaction, the “**Equity Transactions**”). The EWHP Investors have the option at any time prior to the closing of the Second Tranche Transaction to allocate the purchase of up to 50% of the Units being issued and sold to them in the Second Tranche Transaction to one or more accredited investors, subject to certain conditions set forth in the Second Securities Purchase Agreement.

The purchase price for each share of Common Stock to be issued in the Second Tranche Transaction will be an amount equal to the lower of (a) \$1.265 (which is a 15% premium to the First Tranche Purchase Price) and (b) a 20% discount to the volume weighted average price of the shares of Common Stock on Nasdaq for the 20 trading days immediately prior to the closing of the Second Tranche Transaction; provided, however, that the purchase price cannot be lower than \$0.88, which is a 20% discount to the First Tranche Purchase Price.

The warrants to be issued in the Second Tranche Transaction (each a “**Second Tranche Warrant**,” and collectively, the “**Second Tranche Warrants**”) will be exercisable any time on or after the closing of the Second Tranche Transaction until on or prior to the close of business on the 15th business day following the date on which the holders of the Second Tranche Warrants receive written notice from the Company that the Centers for Medicare & Medicaid Services (“**Medicare**”) has announced that a new C-Code has been established for the Lead Product (as defined below) and will be effective at the start of the first calendar quarter after such notice. The exercise price of each Second Tranche Warrant to be issued in the Second Tranche Transaction will be an amount equal to the lower of (a) \$1.43 (a 30% premium to the First Tranche Purchase Price) and (b) a 20% discount to the volume weighted average price of the shares of Common Stock on Nasdaq for the 20 trading days immediately prior to the exercise of a Second Tranche Warrant; provided, however, that the exercise price cannot be lower than \$0.88, which is a 20% discount to the First Tranche Purchase Price.

In addition, subject to certain conditions, in the event the EWHP Investors purchase at least 50% of the Units in the Second Tranche Transaction, the EWHP Investors will be entitled to designate for nomination one additional director to serve as a member of the Board (the “*Second Tranche Investor Designee*”), which right shall be subject to all of the same restrictions and conditions applicable to the right to designate the EWHP Investor Designee.

The securities to be sold and issued in the Second Tranche Transaction will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration with the SEC or an applicable exemption from the registration requirements.

First Tranche Registration Rights Agreement

In connection with the First Tranche Transaction, the EWHP Investors entered into a Registration Rights Agreement with the Company (the “*First Tranche Registration Rights Agreement*”), effective as of the closing of the First Tranche Transaction. Pursuant to the First Tranche Registration Rights Agreement, the EWHP Investors may require the Company to register their shares of Common Stock for resale on a registration statement filed with the SEC and such investors have the right to “piggyback” on certain registrations by the Company. The registration rights will terminate with respect to each EWHP Investor on the date on which such investor ceases to beneficially own shares of Common Stock or can sell all of its registrable shares without limitation pursuant to Rule 144 of the Securities Act.

Second Tranche Registration Rights Agreement

The Company will enter into a Second Registration Rights Agreement with the Second Tranche Investors (the “*Second Tranche Registration Rights Agreement*”) and together with the First Tranche Registration Rights Agreement, the “*Registration Rights Agreements*”), effective as of the closing of the Second Tranche Transaction. The Second Tranche Registration Rights Agreement will be substantially similar to the First Tranche Registration Rights Agreement, except that the Company shall be required, within 30 days of the closing of the Second Tranche Transaction, to file a shelf registration statement with the SEC registering for resale the securities issued to the Second Tranche Investors in the Second Tranche Transaction and the First Tranche Transaction (to the extent that the Securities acquired in the First Tranche Transaction have not already been registered pursuant to the First Tranche Registration Rights Agreement).

Private Placement Transaction Documents

The representations, warranties and covenants contained in the Securities Purchase Agreements were made solely for the benefit of the parties to such documents and may be subject to limitations agreed upon by the contracting parties. In addition, such representations, warranties and covenants (a) are intended as a way of allocating the risk between the parties to the Securities Purchase Agreements and not as statements of fact, and (b) may apply standards of materiality in a way that is different from what may be viewed as material by stockholders of, or other investors in, the Company. Accordingly, the Securities Purchase Agreements are being filed with this report only to provide investors with information regarding the terms of the transactions, and not to provide investors with any other factual information regarding the Company. Stockholders should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the Company. Moreover, information concerning the subject matter of the representations and warranties may change after the date of the Securities Purchase Agreements, which subsequent information may or may not be fully reflected in public disclosures.

The foregoing description of the Equity Transactions and the Securities Purchase Agreements, the Registration Rights Agreements and the Second Tranche Warrants does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Securities Purchase Agreements, the Registration Rights Agreements and the Second Tranche Warrants. The First Tranche Securities Purchase Agreement, the Second Tranche Securities Purchase Agreement and the First Tranche Registration Rights Agreement are filed as Exhibits 10.1, 10.2, and 10.3, respectively, to the Company's Report on Form 8-K filed March 29, 2018.

Item 4. Purpose of Transaction.

The Reporting Persons acquired the Securities solely for the purpose of investment. The Reporting Persons may make additional purchases of the Company's securities either in the open market or in private transactions depending on the Company's business, prospects and financial condition, the market for the Company's securities, general economic conditions, money and stock market conditions and other future developments.

Except as described in this Schedule 13D, none of the Reporting Persons has any present plan or proposal which relates to, or could result in, any of the events referred to in paragraphs (a) through (j), inclusive, of Item 4 of Schedule 13D. However, the Reporting Persons will continue to review the business of the Issuer and, depending upon one or more of the factors referred to above, may in the future propose that the Issuer take one or more such actions.

Item 5. Interest in Securities of the Issuer

TOTAL OUTSTANDING SHARES. According to information provided to the Reporting Persons by the Company in the First Tranche Securities Purchase Agreement, the number of shares of the Company's Common Stock outstanding on March 28, 2018 was 45,303,593 shares.

EWHP INVESTORS. As of the date of filing of this Schedule 13D, EWHP and EWHP-A are the beneficial owners of 8,606,324 shares of Common Stock (the "**Securities**"), which represents approximately 19.0% of the Common Stock outstanding. The Securities include 8,273,461 shares held by EWHP and 332,863 shares held by EWHP-A. EWHP and EWHP-A have the sole voting and investment power with respect to their respective Securities.

ESSEX FUND IX GP. Essex Fund IX GP, the general partner of EWHP and EWHP-A, may also be deemed to have sole voting and investment power with respect to such Securities. Essex Fund IX GP disclaims beneficial ownership of such Securities except to the extent of its pecuniary interest therein.

ESSEX IX GENERAL PARTNER. Essex IX General Partner, the General Partner of Essex Fund IX GP, may also be deemed to have sole voting and investment power with respect to such Securities. The Essex IX General Partner disclaims beneficial ownership of such Securities except to the extent of its pecuniary interest therein.

THE MANAGERS. Under the operating agreement of the Essex IX General Partner, the Managers have the power by majority vote and through the Essex Fund IX GP to (i) cause EWHP and EWHP -A to buy and sell marketable securities of portfolio companies and (ii) direct the voting of such securities. As a result, the Managers may also be deemed to have shared dispositive power and voting power with respect to the Securities held by EWHP and EWHP -A. In addition, Mr. Eastman is a member of the Company's Board of Directors. The Managers disclaim beneficial ownership of such Securities except to the extent of their respective pecuniary interests therein.

None of the Reporting Persons has effected any transactions in the securities of the Company during the past 60 days.

Item 7. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of Issuer.

See response to Item 3.

Except for the agreements and instruments described in the response to Item 3, to the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Company, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be filed as Exhibits

Exhibit 1: Joint Filing Agreement, dated April 9, 2018.

Signatures

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: April 9, 2018

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: /s/ Ronald W. Eastman
Name: Ronald W. Eastman
Title: Manager

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: /s/ Ronald W. Eastman
Name: Ronald W. Eastman
Title: Manager

ESSEX WOODLANDS FUND IX-GP, L.P.

By: Essex Woodlands IX, LLC,
Its General Partner

By: /s/ Ronald W. Eastman
Name: Ronald W. Eastman
Title: Manager

ESSEX WOODLANDS IX, LLC

/s/ Ronald W. Eastman
Name: Ronald W. Eastman
Title: Manager

INDIVIDUALS:

/s/ Martin P. Sutter
Name: Martin P. Sutter

/s/ R. Scott Barry
Name: R. Scott Barry

/s/ Ronald W. Eastman
Name: Ronald W. Eastman

/s/ Petri Vainio
Name: Petri Vainio

/s/ Steve Wiggins
Name: Steve Wiggins

Exhibit 1

JOINT FILING AGREEMENT

Each of the undersigned agrees that (i) the statement on Schedule 13D relating to the Common Stock of EyePoint Pharmaceuticals, Inc., has been adopted and filed on behalf of each of them, (ii) all future amendments to such statement on Schedule 13D will, unless written notice to the contrary is delivered as described below, be jointly filed on behalf of each of them, and (iii) the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934 apply to each of them. This agreement may be terminated with respect to the obligations to jointly file future amendments to such statement on Schedule 13D as to any of the undersigned upon such person giving written notice thereof to each of the other persons signature hereto, at the principal office thereof.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: April 9, 2018

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: /s/ Ronald W. Eastman
Name: Ronald W. Eastman
Title: Manager

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: /s/ Ronald W. Eastman
Name: Ronald W. Eastman
Title: Manager

ESSEX WOODLANDS FUND IX-GP, L.P.

By: Essex Woodlands IX, LLC,
Its General Partner

By: /s/ Ronald W. Eastman
Name: Ronald W. Eastman
Title: Manager

INDIVIDUALS:

/s/ Martin P. Sutter
Name: Martin P. Sutter

/s/ R. Scott Barry
Name: R. Scott Barry

/s/ Ronald W. Eastman
Name: Ronald W. Eastman

/s/ Petri Vainio
Name: Petri Vainio

/s/ Steve Wiggins
Name: Steve Wiggins

ESSEX WOODLANDS IX, LLC

/s/ Ronald W. Eastman

Name: Ronald W. Eastman

Title: Manager