

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Lurker Nancy</u> <hr/> (Last) (First) (Middle) C/O EYEPOINT PHARMACEUTICALS, INC. 480 PLEASANT STREET <hr/> (Street) WATERTOWN MA 02472 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EyePoint Pharmaceuticals, Inc. [ EYPT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Vice Chair
	3. Date of Earliest Transaction (Month/Day/Year) 01/05/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/06/2024		M		75,133	A	\$0.00	193,484	D	
Common Stock	01/06/2024		F <sup>(1)</sup>		23,043	D	\$20.4	170,441	D	

**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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0.00	01/05/2024		A		38,000		(2)	01/05/2034	Common Stock	38,000	\$0.00	38,000	D	
Stock Option (Right to Buy)	\$20.4	01/05/2024		A		77,000		(3)	01/04/2034	Common Stock	77,000	\$0.00	77,000	D	
Restricted Stock Units	\$0.00	01/06/2024		M		75,133		(4)	06/19/2033	Common Stock	75,133	\$0.00	150,267	D	

**Explanation of Responses:**

- No shares were sold - these shares were withheld by the issuer to satisfy tax withholding requirements in connection with the Reporting Person's exercise of his withholding right following the vesting of the restricted stock units
- The restricted stock units will vest in three ratable annual installments beginning January 5, 2025.
- The option to purchase will vest and become exercisable as follows: 25% at January 5th, 2025 and the remainder ratably, on a monthly basis, over the remaining three years.
- The restricted stock units vests in three ratable annual installments beginning January 6, 2024.

**Remarks:**

/s/ Ron Honig, Attorney-in-Fact 01/09/2024

\*\* 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 Number.