

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <u>Jones David Scott</u>			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) Director _____ 10% Owner _____ X Officer (give title below) _____ Other (specify below) _____ <u>SVP &amp; Chief Commercial Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/22/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O EYEPOINT PHARMACEUTICALS, INC. 480 PLEASANT STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>WATERTOWN MA 02472</u>		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

**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	01/22/2024		M		28,750	A	\$10.13	66,712	D	
Common Stock	01/22/2024		M		5,416	A	\$11.47	72,128	D	
Common Stock	01/22/2024		S		5,416	D	\$22.2373 <sup>(1)</sup>	66,712	D	
Common Stock	01/22/2024		S		28,750	D	\$22.6871 <sup>(2)</sup>	37,962	D	
Common Stock	01/23/2024		M		400	A	\$12.9	38,362	D	
Common Stock	01/23/2024		M		500	A	\$3.26	38,862	D	
Common Stock	01/23/2024		S		400	D	\$25	38,462	D	
Common Stock	01/23/2024		S		500	D	\$25	37,962	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$11.47	01/22/2024		M		5,416	(3)	11/01/2031	Common Stock	5,416	\$0.00	4,584	D	
Stock Option (Right to Buy)	\$10.13	01/22/2024		M		28,750	(4)	02/09/2032	Common Stock	28,750	\$0.00	31,250	D	
Stock Option (Right to Buy)	\$12.9	01/23/2024		M		400	(5)	02/28/2030	Common Stock	400	\$0.00	24,225	D	
Stock Option (Right to Buy)	\$3.26	01/23/2024		M		500	(6)	01/05/2033	Common Stock	500	\$0.00	91,155	D	

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.00 to \$23.00. The reporting person undertakes to provide EyePoint Pharmaceuticals Inc., any security holder of EyePoint Pharmaceuticals Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.00 to \$23.04. The reporting person undertakes to provide EyePoint Pharmaceuticals Inc., any security holder of EyePoint Pharmaceuticals Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The option to purchase will vest and become exercisable as follows: 25% at November 1st, 2022 and the remainder ratably, on a monthly basis, over the remaining three years.
- The option to purchase will vest and become exercisable as follows: 25% at February 9th, 2023 and the remainder ratably, on a monthly basis, over the remaining three years.
- The option to purchase vests and becomes exercisable ratably in forty-eight monthly installments which began March 28, 2020
- The option to purchase vests and becomes exercisable as follows: 25% at January 6th, 2024 and the remainder ratably, on a monthly basis, over the remaining three years.

**Remarks:**

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.**