

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>EW Healthcare Partners, L.P.</u> <hr/> (Last) (First) (Middle) <u>21 WATERWAY AVENUE, SUITE 225</u> <hr/> (Street) <u>THE WOODLANDS TX 77380</u> <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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/25/2018</u>	
	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, \$0.001 par value	06/25/2018		P		16,211,822	A	\$1.265 ⁽¹⁾	25,470,390 ⁽²⁾	D ⁽²⁾	
Common Stock, \$0.001 par value	06/25/2018		P		652,244	A	\$1.265 ⁽¹⁾	25,470,390 ⁽²⁾	I ⁽²⁾	EW Healthcare Partners-A L.P.

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	Amount or Number of Shares				
Warrant	(3)	06/25/2018		P		16,211,822		(4)	(4)	Common Stock	16,211,822	\$1.265 ⁽¹⁾	16,864,066 ⁽⁵⁾	D	
Warrant	(3)	06/25/2018		P		652,244		(4)	(4)	Common Stock	652,244	\$1.265 ⁽¹⁾	16,864,066 ⁽⁵⁾	I	EW Healthcare Partners-A L.P.

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)

1. Name and Address of Reporting Person*
EW Healthcare Partners-A, L.P.

 (Last) (First) (Middle)
21 WATERWAY AVENUE, SUITE 225

 (Street)
THE WOODLANDS TX 77380

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Essex Woodlands Fund IX-GP, L.P.

 (Last) (First) (Middle)
21 WATERWAY AVENUE, SUITE 225

 (Street)
THE WOODLANDS TX 77380

 (City) (State) (Zip)

(Last)	(First)	(Middle)
21 WATERWAY AVENUE, SUITE 225		
<hr/>		
(Street)		
THE WOODLANDS	TX	77380
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[Essex Woodlands IX, LLC](#)

(Last)	(First)	(Middle)
21 WATERWAY AVENUE, SUITE 225		
<hr/>		
(Street)		
THE WOODLANDS	TX	77380
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

- The purchase price is the price of one Unit ("Unit"), with each Unit consisting of (a) one share of common stock and (b) one warrant to purchase a share of common stock.
- Includes 24,485,283 shares held by EW Healthcare Partners L.P. ("EWHP") and 985,107 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.
- The exercise price of each of the warrants will be an amount equal to the lower of (a) \$1.43 or (b) a 20% discount to the volume weighted average price of the shares of Common Stock on the Nasdaq Stock Market for the 20 trading days immediately prior to the exercise of a warrant; provided, however, that the exercise price cannot be lower than \$0.88.
- These securities are exercisable on or prior to the fifteenth (15) business day following the date on which EWHP and EWHP-A receive notice from the Issuer that the Centers for Medicare & Medicaid Services has announced that a new C-Code has been established for DexycuTM.
- Includes 16,211,864 warrant shares held by EWHP and 652,244 shares held EWHP-A. Fund IX-GP is the general partner of EWHP and EWHP-A, respectively. 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 may exercise voting and investment control over the warrant shares only by the majority action of the Managers.

Remarks:

[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 Kolodziejczyk, Attorney-in-Fact, /s/ Richard Kolodziejczyk](#) 07/03/2018

[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, Manager, By Richard Kolodziejczyk, Attorney-in-Fact, /s/ Richard Kolodziejczyk](#) 07/03/2018

[Essex Woodlands IX-GP, L.P.; By Essex Woodlands IX, LLC; its General Partner; By Ronald W. Eastman, Manager, By Richard Kolodziejczyk, Attorney-in-Fact, /s/ Richard Kolodziejczyk](#) 07/03/2018

[Essex Woodlands IX, LLC, By Ronald W. Eastman, Manager, By Richard Kolodziejczyk, Attorney-in-Fact, /s/ Richard Kolodziejczyk](#) 07/03/2018

** 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 Number.