

OMB APPROVAL	
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Estimated average burden hours per response:	0.5

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

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) 21 WATERWAY AVENUE, SUITE 225 <hr/> (Street) THE WOODLANDS TX 77380 <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 checked="" type="checkbox"/> Other (specify below) See footnotes 1 and 4
	3. Date of Earliest Transaction (Month/Day/Year) 08/28/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
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.		

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	08/28/2023		S		60,858	D	\$11.7101 ⁽²⁾	3,738,246	I	See footnotes ⁽¹⁾⁽⁴⁾
Common Stock, \$0.001 par value	08/29/2023		S		87,289	D	\$10.7424 ⁽³⁾	3,650,957	I	See footnotes ⁽¹⁾⁽⁴⁾
Common Stock, \$0.001 par value	08/29/2023		S		565	D	\$11.56	3,650,392	I	See footnotes ⁽¹⁾⁽⁴⁾

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					

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)

(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)
1. Name and Address of Reporting Person*		
Essex Woodlands IX, LLC		
(Last)	(First)	(Middle)
21 WATERWAY AVENUE, SUITE 225		
(Street)		
THE WOODLANDS	TX	77380
(City)	(State)	(Zip)

Explanation of Responses:

1. The share totals shown above are the aggregate amounts of shares of Common Stock sold by EW Healthcare Partners, L.P. ("EWHP") and EW Healthcare Partners-A, L.P. ("EWHP-A") on the dates set forth above. EWHP sold 58,503 shares and 84,454 shares of the amounts shown above on August 28, 2023 and August 29, 2023, respectively, and EWHP-A sold 2,355 shares and 3,400 shares of the amounts shown above on August 28, 2023 and August 29, 2023, respectively. EWHP now holds a total of 3,509,220 shares of Common Stock of the Issuer and EWHP-A now holds a total of 141,172 shares of Common Stock of the Issuer.
2. Price is the volume weighted average selling price of all sales by the Reporting Persons on the transaction date within a one dollar range. Actual prices ranged from \$11.28 to \$12.00. The Reporting Persons hereby undertake to provide upon request of the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
3. Price is the volume weighted average selling price of all sales by the Reporting Persons on the transaction date within a one dollar range. Actual prices ranged from \$10.30 to \$11.29. The Reporting Persons hereby undertake to provide upon request of the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
4. Essex Woodlands Fund IX-GP, L.P. (the "EW Fund IX GP"), is the general partner of each of EW Healthcare Partners, L.P. ("EWHP") and EW Healthcare Partners-A, L.P. ("EWHP-A" and together with EWHP, the "EWHP Funds"). Essex Woodlands IX, LLC (the "General Partner") is the general partner of EW Fund IX GP. The General Partner holds sole voting and dispositive power over the shares held by each of the EW Funds (the "Shares"). The managers of the General Partner are Martin P. Sutter, Scott Barry, Ron Eastman, Petri Vainio and Steve Wiggins (collectively, the "Managers") and may exercise voting and investment control over the Shares only by majority action of the Managers. Each individual Manager, the EW Funds GP and the General Partner disclaims ownership over the Shares except to the extent of his or its respective pecuniary interest therein.

Remarks:

[EW Healthcare Partners, L.P.;](#)
[By Essex Woodlands Fund](#)
[IX-GP, L.P., its General](#)
[Partner; By Essex Woodlands](#) 08/30/2023
[IX, LLC, its General Partner;](#)
[By Ronald Eastman, Manager;](#)
[By Gregory L. Hill, Attorney-](#)
[in-Fact /s/ Gregory L. Hill](#)
[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;](#) 08/30/2023
[By Ronald Eastman,](#)
[Manager; By Gregory L. Hill,](#)
[Attorney-in-Fact /s/ Gregory](#)
[L. Hill](#)
[Essex Woodlands Fund IX-](#)
[GP, L.P.; By Essex Woodlands](#)
[IX, LLC, its General](#)
[Partner; By Ronald Eastman,](#) 08/30/2023
[Manager; By Gregory L. Hill,](#)
[Attorney-in-Fact /s/ Gregory](#)
[L. Hill](#)
[Essex Woodlands IX, LLC;](#)
[By Ronald Eastman, Manager;](#) 08/30/2023
[By Gregory L. Hill, Attorney-](#)
[in-Fact /s/ Gregory L. Hill](#)

** 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.