

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

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>			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) <u>Executive Vice Chair</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2024</u>					
<u>C/O EYEPOINT PHARMACEUTICALS, INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>480 PLEASANT STREET</u>								
(Street)	(City)	(State)	(Zip)	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.				
<u>WATERTOWN</u>	<u>MA</u>	<u>02472</u>						

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	02/09/2024		M		20,000	A	\$0.00	155,441	D	
Common Stock	02/09/2024		M		17,534	A	\$0.00	172,975	D	
Common Stock	02/09/2024		F ⁽¹⁾		7,962	D	\$28.8	165,013	D	
Common Stock	02/09/2024		F ⁽¹⁾		6,981	D	\$28.8	158,032	D	
Common Stock	02/13/2024		G ⁽²⁾		74,681	D	\$0.00	83,351	D	
Common Stock	02/13/2024		G ⁽²⁾		74,681	A	\$0.00	126,889	I	By Family Trust ⁽³⁾

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				
Restricted Stock Units	\$0.00	02/09/2024		M			17,534	(4)	02/09/2031	Common Stock	17,534	\$0.00	0.00	D	
Restricted Stock Units	\$0.00	02/09/2024		M			20,000	(5)	02/09/2032	Common Stock	20,000	\$0.00	20,000	D	
Stock Option (Right to Buy)	\$12.9	02/13/2024		G ⁽⁶⁾			3,116	(7)	02/28/2030	Common Stock	3,116	\$0.00	1,558	D	
Stock Option (Right to Buy)	\$12.9	02/13/2024		G ⁽⁶⁾		3,116		(7)	02/28/2030	Common Stock	3,116	\$0.00	73,242	I	By Family Trust ⁽³⁾
Stock Option (Right to Buy)	\$13.13	02/13/2024		G ⁽⁶⁾		4,452		(8)	02/09/2031	Common Stock	4,452	\$0.00	57,878	D	
Stock Option (Right to Buy)	\$13.13	02/13/2024		G ⁽⁶⁾		4,452		(8)	02/09/2031	Common Stock	4,452	\$0.00	155,822	I	By Family Trust ⁽³⁾
Stock Option (Right to Buy)	\$10.13	02/13/2024		G ⁽⁶⁾		5,000		(9)	02/09/2032	Common Stock	5,000	\$0.00	125,000	D	
Stock Option (Right to Buy)	\$10.13	02/13/2024		G ⁽⁶⁾		5,000		(9)	02/09/2032	Common Stock	5,000	\$0.00	115,000	I	By Family Trust ⁽³⁾

Explanation of Responses:

1. 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

2. On February 13, 2024, the reporting person transferred owned shares of Common Stock of the Company to the Family Trust.

3. These securities are held in a trust for the benefit of the reporting person's children. The reporting person's spouse is trustee of the Family Trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

4. The restricted stock units will vest in three ratable annual installments beginning February 9, 2022.

5. The restricted stock units will vest in three ratable annual installments beginning February 9, 2023.

6. On February 13, 2024, the reporting person transferred the vested portion of an option to purchase common stock, par value \$0.001 per share ("Common Stock"), of EyePoint Pharmaceuticals, Inc. (the "Company"), to an irrevocable family trust of which the reporting person's spouse is trustee and of which the reporting person's immediately family members are the sole beneficiaries (the "Family Trust").

7. The option to purchase will vest and become exercisable over a four year period as follows: 25% at the one year anniversary of grant and then ratably over the remaining thirty-six months. At the time of the transfer, the portion of the option that was transferred to the Family Trust vested in full as of January 28, 2024. The remaining portion of the option retained by the reporting person continues to vest on a monthly basis until February 28, 2024.

8. The option to purchase will vest and become exercisable over a four year period as follows: 25% at the one year anniversary of grant and then ratably over the remaining thirty-six months. At the time of the transfer, the portion of the option that was transferred to the Family Trust vested in full as of January 9, 2024. The remaining portion of the option retained by the reporting person continues to vest on a monthly basis until February 9, 2025.

9. The option to purchase will vest and become exercisable over a four year period as follows: 25% at the one year anniversary of grant and then ratably over the remaining thirty-six months. At the time of the transfer, the portion of the option that was transferred to the Family Trust vested in full as of January 9, 2024. The remaining portion of the option retained by the reporting person continues to vest on a monthly basis until February 9, 2026.

Remarks:

[/s/ Ron Honig, Attorney-in-Fact 02/13/2024](#)

** 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.