

OMB APPROVAL	
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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>Westby Keith</u>  (Last) (First) (Middle) C/O IVERIC BIO, INC. 8 SYLVAN WAY  (Street) PARSIPPANY NJ 07054  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IVERIC bio, Inc. [ ISEE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ <u>SVP, Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/11/2023</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	07/11/2023		D		39,652	D	(1)	0	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	(2)	07/11/2023		D			10,000	(3)	(3)	Common Stock	10,000	(3)	0	D	
Restricted Stock Units	(2)	07/11/2023		D			25,000	(3)	(3)	Common Stock	25,000	(3)	0	D	
Restricted Stock Units	(2)	07/11/2023		D			26,250	(3)	(3)	Common Stock	26,250	(3)	0	D	
Restricted Stock Units	(2)	07/11/2023		D			37,500	(3)	(3)	Common Stock	37,500	(3)	0	D	
Stock Option (Right to Buy)	\$31.29	07/11/2023		D			67,250	(4)	01/02/2024	Common Stock	67,250	(4)	0	D	
Stock Option (Right to Buy)	\$45.6	07/11/2023		D			6,250	(4)	01/01/2025	Common Stock	6,250	(4)	0	D	
Stock Option (Right to Buy)	\$73.22	07/11/2023		D			11,000	(4)	01/04/2026	Common Stock	11,000	(4)	0	D	
Stock Option (Right to Buy)	\$2.94	07/11/2023		D			80,000	(4)	12/18/2027	Common Stock	80,000	(4)	0	D	
Stock Option (Right to Buy)	\$5.22	07/11/2023		D			63,786	(4)	12/08/2029	Common Stock	63,786	(4)	0	D	
Stock Option (Right to Buy)	\$7.5	07/11/2023		D			100,000	(4)	12/17/2030	Common Stock	100,000	(4)	0	D	
Stock Option (Right to Buy)	\$14.83	07/11/2023		D			70,000	(4)	12/16/2031	Common Stock	70,000	(4)	0	D	
Stock Option	\$22.57	07/11/2023		D			75,000	(4)	12/19/2032	Common Stock	75,000	(4)	0	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	Amount or Number of Shares					
(Right to Buy)																

**Explanation of Responses:**

- On July 11, 2023, pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated April 28, 2023, by and among IVERIC bio, Inc. ("IVERIC"), Astellas US Holding, Inc., Berry Merger Sub, Inc. ("Merger Sub") and, solely as provided by Section 8.10(b) of the Merger Agreement, Astellas Pharma Inc. ("Astellas"), Merger Sub merged with and into IVERIC, with IVERIC surviving the merger and becoming an indirect wholly owned subsidiary of Astellas (the "Merger"). At the effective time of the Merger (the "Effective Time"), each share of IVERIC common stock ("Common Stock") reported in this Form 4 was automatically cancelled and was converted into the right to receive \$40.00 in cash, without interest and less any applicable withholding taxes.
- Each IVERIC restricted stock unit ("RSU") represented the contingent right to receive one share of Common Stock upon vesting of the RSU.
- Pursuant to the Merger Agreement, at the Effective Time, each RSU reported in this Form 4 was cancelled and converted into the right to receive a cash payment (subject to any applicable tax withholding) equal to (1) \$40.00, multiplied by (2) the number of shares of Common Stock subject to such RSU.
- Pursuant to the Merger Agreement, at the Effective Time, each option to acquire Common Stock ("IVERIC Option") reported in this Form 4 which had a per share exercise price less than \$40.00 was cancelled and converted into the right to receive a cash payment (subject to any applicable tax withholding) equal to (1) the excess of \$40.00 over the exercise price per share of Common Stock underlying such IVERIC Option, multiplied by (2) the total number of shares of Common Stock subject to such IVERIC Option immediately prior to the Effective Time (without regard to vesting). Each IVERIC Option reported in this Form 4 which had a per share exercise price \$40.00 or greater was cancelled with no consideration payable in respect thereof.

/s/ Todd D.C. Anderman, as  
Attorney-in-Fact for Keith Westby      07/13/2023

\*\* 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.**