

OMB APPROVAL	
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**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>Henderson Jane</u>			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2022</u>			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		
C/O IVERIC BIO, INC. 8 SYLVAN WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	PARSIPPANY NJ 07054							
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/11/2022		M		7,500	A	(1)	7,500	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				
Restricted Stock Units	(1)	05/11/2022		M			7,500	(2)	(2)	Common Stock	7,500	\$0	0	D	
Restricted Stock Units	(1)	05/12/2022		A		14,588		(3)	(3)	Common Stock	14,588	\$0	14,588	D	
Stock Option (right to buy)	\$9.94	05/12/2022		A		23,186		(4)	05/11/2032	Common Stock	23,186	\$0	23,186	D	

**Explanation of Responses:**

- Restricted stock units converted into common stock on a one-for-one basis upon vesting of the units.
- On May 19, 2021, the Reporting Person was granted 7,500 restricted stock units, which vest in full upon on the earlier of one business day prior to the Registrant's 2022 annual meeting of stockholders or the first anniversary of the grant date.
- In accordance with the Registrant's Non-Employee Director Compensation Policy, the Reporting Person was granted 14,588 restricted stock units. Subject to the Reporting Person providing continued services to the Registrant and other terms and conditions under the Registrant's 2013 Stock Incentive Plan, the award of restricted stock units will vest in full on the earlier of one business day prior to the Registrant's 2023 annual meeting of stockholders or the first anniversary of the grant date. Any unvested shares subject to the award of restricted stock units will be accelerated in full upon the occurrence of a change in control event (as defined in the Registrant's 2013 Stock Incentive Plan).
- In accordance with the Registrant's Non-Employee Director Compensation Policy, the Reporting Person was granted a stock option to purchase 23,186 shares of the Registrant's common stock. Subject to the Reporting Person providing continued services to the Registrant and the other terms and conditions under the Registrant's 2013 Stock Incentive Plan, the stock option award will vest monthly with respect to 1/12 of the shares underlying such stock option award until the earlier of the business day immediately prior to the Registrant's 2023 annual meeting of stockholders or the first anniversary of the grant date. Any unvested shares subject to the stock option award will be accelerated in full upon the occurrence of a change in control event (as defined in the Registrant's 2013 Stock Incentive Plan).

**Remarks:**

/s/ Todd D.C. Anderman, as  
Attorney-in-Fact for Jane P. 05/13/2022  
Henderson

\*\* 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.