

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Clarus Lifesciences II, L.P.</u> (Last) (First) (Middle) C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/25/2013	3. Issuer Name and Ticker or Trading Symbol <u>Ophthotech Corp. [OPHT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common Stock	2,542,373 ⁽²⁾	(1)	D ⁽⁵⁾⁽⁶⁾	
Series C Preferred Stock	(3)	(3)	Common Stock	186,027 ⁽⁴⁾	(3)	D ⁽⁵⁾⁽⁶⁾	

1. Name and Address of Reporting Person* <u>Clarus Lifesciences II, L.P.</u> (Last) (First) (Middle) C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Clarus Ventures II GP, L.P.</u> (Last) (First) (Middle) C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Clarus Ventures II, LLC</u> (Last) (First) (Middle) C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 (Street) CAMBRIDGE MA 02142
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(City) (State) (Zip)

1. Name and Address of Reporting Person*

LIPTAK ROBERT

(Last) (First) (Middle)

C/O CLARUS VENTURES, LLC
101 MAIN STREET, SUITE 1210

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Simon Nicholas

(Last) (First) (Middle)

C/O CLARUS VENTURES, LLC
101 MAIN STREET, SUITE 1210

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

HENNER DENNIS

(Last) (First) (Middle)

C/O CLARUS VENTURES, LLC
101 MAIN STREET, SUITE 1210

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GALAKATOS NICHOLAS

(Last) (First) (Middle)

C/O CLARUS VENTURES, LLC
101 MAIN STREET, SUITE 1210

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

WHEELER KURT

(Last) (First) (Middle)

C/O CLARUS VENTURES, LLC
101 MAIN STREET, SUITE 1210

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

STEINMETZ MICHAEL

(Last) (First) (Middle)

C/O CLARUS VENTURES, LLC
101 MAIN STREET, SUITE 1210

(Street)	CAMBRIDGE	MA	02142
(City)		(State)	(Zip)

Explanation of Responses:

1. Each share of Series B Preferred Stock will be automatically converted into Common Stock on a 1 for 5.9 reverse split basis upon the closing of the issuer's firm commitment underwritten public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended (the "IPO") and has no expiration date.
2. As converted, not including shares of Series B Preferred Stock issued as accrued stock dividends (the "Series B Accrued Shares") which, when including the amount of Series C Preferred Stock as converted (inclusive of any accrued stock dividends with respect to such Series C Preferred Stock) plus the Series B Accrued Shares equals 3,054,744 shares of Common Stock in the aggregate.
3. Each share of Series C Preferred Stock will be automatically converted into Common Stock on a 1 for 5.9 reverse split basis upon the closing of the issuer's IPO and has no expiration date.
4. As converted, not including shares of Series C Preferred Stock issued as accrued stock dividends (the "Series C Accrued Shares") which, when including the amount of Series B Preferred Stock as converted (inclusive of any accrued stock dividends with respect to such Series B Preferred Stock) plus the Series C Accrued Shares equals 3,054,744 shares of Common Stock in the aggregate.
5. Securities held of record by Clarus Lifesciences II, L.P. ("Clarus"). Clarus Ventures II GP, L.P. (the "GPLP"), as the sole general partner of Clarus, may be deemed to beneficially own certain of the shares held of record by Clarus. The GPLP disclaims beneficial ownership of all shares held of record by Clarus in which the GPLP does not have an actual pecuniary interest. Clarus Ventures II, LLC (the "GPLLC"), as the sole general partner of the GPLP, may be deemed to beneficially own certain of the shares held of record by Clarus. The GPLLC disclaims beneficial ownership of all shares held of record by Clarus in which it does not have an actual pecuniary interest.
6. Each of Messrs. Galakatos, Henner, Liptak, Simon, Steinmetz and Wheeler, as individual Managing Directors of the GPLLC, may be deemed to beneficially own certain of the shares held of record by Clarus. Each of Messrs. Galakatos, Henner, Liptak, Simon, Steinmetz and Wheeler disclaims beneficial ownership of all shares held of record by Clarus in which he does not have an actual pecuniary interest.

Remarks:

<u>/s/ Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Ventures II GP, L.P., general partner of Clarus Lifesciences II, L.P.</u>	<u>09/25/2013</u>
<u>/s/ Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Ventures II GP, L.P.</u>	<u>09/25/2013</u>
<u>/s/ Robert Liptak, Manager of Clarus Ventures II, LLC</u>	<u>09/25/2013</u>
<u>/s/ Robert Liptak, on behalf of Nicholas Simon</u>	<u>09/25/2013</u>
<u>/s/ Robert Liptak</u>	<u>09/25/2013</u>
<u>/s/ Robert Liptak, on behalf of Dennis Henner</u>	<u>09/25/2013</u>
<u>/s/ Robert Liptak, on behalf of Nicholas Galakatos</u>	<u>09/25/2013</u>
<u>/s/ Robert Liptak, on behalf of Kurt Wheeler</u>	<u>09/25/2013</u>
<u>/s/ Robert Liptak, on behalf of Michael Steinmetz</u>	<u>09/25/2013</u>
** 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 5 (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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robert Liptak with full power to act singly, his true and lawful attorney-in-fact, with full power of substitution, to: (i) sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a general partner of any partnership or limited liability company, pursuant to Section 13 or 16 of the Securities Exchange Act of 1934, as amended, and any and all regulations promulgated thereunder, (ii) file the same (including any amendments thereto), with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and any stock exchange or similar authority and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this power of attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate.

Each of the undersigned hereby grant to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

This power of attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the attorney-in-fact.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 11th day of April, 2008.

/s/ Nicholas Galakatos

Nicholas Galakatos

/s/ Dennis Henner

Dennis Henner

/s/ Jeffrey Leiden

Jeffrey Leiden

/s/ Nick Simon

Nick Simon

/s/ Michael Steinmetz

Michael Steinmetz

/s/ Kurt Wheeler

Kurt Wheeler