

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

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>Carroll David Francis</u> (Last) (First) (Middle) <u>C/O IVERIC BIO, INC.</u> <u>ONE PENN PLAZA, 35TH FLOOR</u> (Street) <u>NEW YORK NY 10119</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, CFO and Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/09/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			

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
Stock Option (Right to Buy)	\$5.22	12/09/2019		A		75,000		(1)	12/08/2029	Common Stock	75,000	\$0	75,000	D	
Restricted Stock Units	(2)	12/09/2019		A		40,000		(3)	(3)	Common Stock	40,000	\$0	40,000	D	
Restricted Stock Units	(2)	12/09/2019		A		65,000		(4)	(4)	Common Stock	65,000	\$0	65,000	D	

Explanation of Responses:

- Subject to continued employment with the Registrant and the other terms and conditions under the Registrant's 2013 Stock Incentive Plan, the stock option award will vest with respect to 25% of the shares subject to the option on the first anniversary of the grant date and with respect to the remaining shares in approximately equal monthly installments through the fourth anniversary of the grant date.
- Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- Subject to continued employment with the Registrant and the other terms and conditions under the Registrant's 2013 Stock Incentive Plan, the award of restricted stock units will vest with respect to 25% of the shares subject to the award on each of the first, second, third and fourth anniversaries of the grant date.
- Subject to continued employment with the Registrant and the other terms and conditions under the Registrant's 2013 Stock Incentive Plan, the award of restricted stock units will vest with respect to 50% of the shares subject to the award on December 31, 2020 and with respect to the remaining 50% of the shares subject to the award on December 31, 2021.

/s/ Todd Anderman, as
Attorney-in-Fact for David F. Carroll 12/11/2019

** 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.