

Ophthotech Corp.
Form 4
July 01, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PATEL SAMIR CHANDRAKANT

(Last) (First) (Middle)

C/O OPHTHOTECH CORPORATION, ONE PENN PLAZA, 19TH FLOOR

(Street)

NEW YORK, NY 10119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ophthotech Corp. [OPHT]

3. Date of Earliest Transaction (Month/Day/Year)
06/29/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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
Common Stock	06/29/2016		S ⁽¹⁾		18,385	D	\$ 51.37 ⁽²⁾
Common Stock	06/29/2016		S ⁽¹⁾		1,615	D	\$ 51.94 ⁽³⁾
Common Stock	06/29/2016		M		40,000	A	<u>(4)</u> 213,377
Common Stock	06/30/2016		S		19,146	D	\$ <u>(5)</u> 50.94

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					(6)			
Common	06/30/2016				\$			
Stock		S	2,700	D	51.86	191,531	D	
			(5)		(7)			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATEL SAMIR CHANDRAKANT C/O OPHTHOTEC CORPORATION ONE PENN PLAZA, 19TH FLOOR NEW YORK, NY 10119	X		President	

Signatures

/s/ Justin Vogel, as Attorney-in-Fact for Samir Patel
Date: 07/01/2016

Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The sales reported on this form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 13, 2015.

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- These shares were disposed of in multiple transactions on June 29, 2016 at actual sales prices ranging from \$50.895 to \$51.88 per share.
- (2) The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- These shares were disposed of in multiple transactions on June 29, 2016 at actual sales prices ranging from \$51.89 to \$52.05 per share.
- (3) The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (4) Restricted stock units converted into common stock on a one-for-one basis upon vesting upon the achievement of certain performance criteria, pursuant to the applicable Restricted Stock Unit Agreement.

- Represents shares automatically sold pursuant to the prespecified terms of the applicable Restricted Stock Unit Agreement to satisfy the issuer's minimum statutory withholding obligations with respect to the income recognized by the reporting person upon the vesting of the restricted stock units on June 29, 2016.
- (5)

- These shares were disposed of in multiple transactions on June 30, 2016 at actual sales prices ranging from \$50.51 to \$51.41 per share.
- (6) The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- These shares were disposed of in multiple transactions on June 30, 2016 at actual sales prices ranging from \$51.70 to \$51.94 per share.
- (7) The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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