

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
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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*<br><u>RITTER DALE</u><br><br>(Last) (First) (Middle)<br>C/O INOTEK PHARMACEUTICALS CORPORATION<br>91 HARTWELL AVENUE 2ND FLOOR<br><br>(Street)<br>LEXINGTON MA 02421<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>INOTEK PHARMACEUTICALS CORP</u> [ <u>ITEK</u> ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Vice President, Finance |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/14/2017                                    |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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                    | 09/14/2017                           |  | M                              |   | 12,500  | A          | \$0.00 | 19,827 <sup>(1)(2)</sup>  | 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 |
| Restricted Stock Units                     | (3)  | 01/17/2017                           |  | M                              |   | 12,500   | (2)(4)   | (2)(4) | Common Stock  | 12,500                                     | \$0.00   | 37,500  | D  |                  |

**Explanation of Responses:**

- Includes 7,327 shares of ITEK's common stock acquired under ITEK's Employee Stock Purchase Plan since the date of the Reporting Person's last Form 4 with Table I information. Of these 7,237 shares of ITEK's common stock, 2,591 shares were acquired on November 30, 2015 at the price of \$4.83, 782 shares were acquired on May 31, 2016 at the price of \$7.82, 1,765 shares were acquired on November 30, 2016 at the price of \$5.44 and 2,189 shares were acquired on May 31, 2017 at the price of \$1.45.
- On September 14, 2017, 12,500 shares of Common Stock were issued in settlement of the restricted stock units described in footnote (4) below.
- Each restricted stock unit represents a contingent right to receive one share of ITEK common stock.
- The restricted stock units were issued pursuant to Inotek Pharmaceuticals Corporation's 2014 Stock Option and Incentive Plan (the "Plan"). The restricted stock units vest in equal 25% tranches every 6 months over a 2 year period from the date of grant, subject to continued service through such dates.

**Remarks:**

/s/ Dale Ritter

09/18/2017

\*\* 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.

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