

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>KARABELAS ARGERIS N</u> (Last) (First) (Middle) 47 HULFISH STREET SUITE 310 (Street) PRINCETON NJ 08542 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INOTEK PHARMACEUTICALS CORP [ITEK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		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			
Common Stock	02/23/2015		C		1,394,645	A	(1)	1,609,747	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾
Common Stock	02/23/2015		C		63,560	A	(4)	1,673,307	I	See Footnotes ⁽³⁾⁽⁴⁾
Common Stock	02/23/2015		P		603,832	A	\$6	2,277,139	I	See Footnotes ⁽³⁾⁽⁵⁾

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				
Series AA Convertible Preferred Stock	(1)	02/23/2015		C		4,459,658		(1)	(1)	Common Stock	1,394,645	(1)	0	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾
Convertible Promissory Notes	(4)	02/23/2015		C		\$376,167.93		(4)	(4)	Common Stock	63,560	(4)	0	I	See Footnotes ⁽³⁾⁽⁴⁾

Explanation of Responses:

- Consists of the following shares of Common Stock issued upon conversion of shares of Series AA Convertible Preferred Stock ("Series AA") and accrued and unpaid dividends thereon, on a 4.05783-for-1 basis, upon the closing of the Issuer's initial public offering: (i) 511,781 shares held directly by Care Capital Investments II, LP ("Care Investments II"), (ii) 35,132 shares held directly by Care Capital Offshore Investments II, LP ("Offshore II"), (iii) 833,811 shares held directly by Care Capital Investments III, LP ("Care Investments III"), and (iv) 13,921 shares held directly by Care Capital Offshore Investments III, LP ("Offshore III"). The shares of Series AA had no expiration date.
- Care Capital II, LLC is the general partner of Care Investments II and Offshore II and as a result, Care Capital II, LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Argeris Karabelas, a member of the Issuer's board of directors, is a managing member of Care Capital II, LLC. Care Capital II, LLC is managed by three or more members and accordingly none of the managing members is deemed to have voting or dispositive control over the securities. Dr. Karabelas disclaims beneficial ownership of all such shares held by the foregoing funds, except to the extent of his proportionate pecuniary interest therein.
- Care Capital III, LLC is the general partner of Care Investments III and Offshore III and as a result, Care Capital III, LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Argeris Karabelas, a member of the Issuer's board of directors, is a managing member of Care Capital III, LLC. Care Capital III, LLC is managed by three or more members and accordingly none of the managing members is deemed to have voting or dispositive control over the securities. Dr. Karabelas disclaims beneficial ownership of all such shares held by the foregoing funds, except to the extent of his proportionate pecuniary interest therein.
- The outstanding principal amount and all accrued and unpaid interest under the Convertible Promissory Notes were automatically converted upon the closing of the Issuer's initial public offering into shares of Common Stock at the initial public offering price of \$6.00 per share. The Convertible Promissory Notes had no expiration date. The number of shares of Common Stock as shown in column 4 of Table I consists of the following: (i) 62,516 shares held directly by Care Investments III, and (ii) 1,044 shares held directly by Offshore III.
- Consists of the following shares purchased at the Issuer's initial public offering: (i) 593,913 shares held directly by Care Investments III, and (ii) 9,919 shares held directly by Offshore III.

Remarks:

/s/ Michael C. Wong, Attorney-in-Fact for Argeris Karabelas 02/25/2015

** 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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