

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>Kantesaria Devang</u>  (Last) (First) (Middle) C/O INOTEK PHARMACEUTICALS CORPORATION, 131 HARTWELL AVENUE, SUITE 105  (Street) LEXINGTON MA 02421  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/17/2015	3. Issuer Name and Ticker or Trading Symbol <u>INOTEK PHARMACEUTICALS CORP [ ITEK ]</u>	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year) 02/17/2015  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 AA Convertible Preferred Stock	(1)	(1)	Common Stock	2,323,610	(1)	I	See Footnote <sup>(2)</sup>
Convertible Promissory Notes	(3)	(3)	Common Stock	105,933	(3)	I	See Footnote <sup>(2)</sup>
Stock Options (right to buy)	(4)	08/28/2024	Common Stock	9,857	4.342	D	

**Explanation of Responses:**

- The Series AA Convertible Preferred Stock ("Series AA Preferred") is convertible at any time at the holder's election and has no expiration date. All shares of Series AA Preferred, including all accrued and unpaid dividends thereon, will be automatically converted on a 4.05783-for-1 basis into shares of Common Stock upon the closing of the Issuer's initial public offering. The number of shares of Common Stock as shown in column 3 is based on a conversion of 7,432,720 shares of Series AA Preferred plus accrued and unpaid dividends on each share of Series AA Preferred through the assumed closing date of February 23, 2015.
- Securities are held directly by Devon Park Bioventures, L.P. Devon Park Associates, LLC is the general partner of Devon Park Associates, L.P., which is the general partner of Devon Park Bioventures, L.P. Messrs. Marc Ostro, Christopher Moller and Devang Kantesaria, a member of the Issuer's board of directors, are the founding members and managing members of Devon Park Associates, LLC. Each such managing member (the "Founding Member") may be deemed to have shared voting and investment power over the shares beneficially owned by Devon Park Bioventures, L.P. Each Founding Member disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Founding Members are the beneficial owners of such securities for Section 16 or any other purpose.
- The outstanding principal amount and all accrued and unpaid interest under the Convertible Promissory Notes will be 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 have no expiration date. The number of shares of Common Stock as shown in column 3 is based on a conversion of \$626,942.90 of principal amount of Convertible Promissory Notes, plus accrued and unpaid interest through the assumed closing date of February 23, 2015.
- These options are fully vested. Mr. Kantesaria is contractually obligated to assign the value of the option to Devon Park Associates, L.P.

**Remarks:**

/s/ Devang V. Kantesaria                      02/18/2015

\*\* 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 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.