SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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* 2. Date of Event Kantesaria Devang (Month/Day/Year) 02/17/2015		3. Issuer Name and Ticker or Trading Symbol <u>INOTEK PHARMACEUTICALS CORP</u> [ITEK]					
		(Check all applicable)	10% Owne	(Mon 02/1 sify 6. Inc	th/Day/Year) 7/2015 dividual or Joint	ate of Original Filed /Group Filing (Check	
				I ''	Form filed by	y One Reporting Person y More than One erson	
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			Form: Direc	Form: Direct (D) (Instr. 5) or Indirect (I)		Beneficial Ownership	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	or Indirect (I) (Instr. 5)		
(1)	(1)	Common Stock	2,323,610	(1)	I	See Footnote ⁽²⁾	
(3)	(3)	Common Stock	105,933	(3)	I	See Footnote ⁽²⁾	
(4)	08/28/2024	Common Stock	9,857	4.342	D		
	Requiring Stat (Month/Day/Ye 02/17/2015 Table II - No Table II - e.g., puts, car 2. Date Exercisable (Month/Day/Ye) Date Exercisable (1) (3)	Requiring Statement (Month/Day/Year) 02/17/2015 Table I - Non-Derivative e.g., puts, calls, warrative e.g., puts, calls, warrative (Month/Day/Year) Date Expiration Date (Month/Day/Year) Date Exercisable Expiration Date 1 (1) (3) (3)	Requiring Statement (Month/Day/Year) 02/17/2015 INOTEK PHARMAC 4. Relationship of Reporting Per- (Check all applicable) 4. Relationship of Reporting Per- (Check all applicable) X Director X Officer (give title below) 0 Table I - Non-Derivative Securities Beneficia 2. Amount of Securities Beneficially Owned (Instr. 4) Table II - Derivative Securities Beneficially e.g., puts, calls, warrants, options, convertible 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Amount of Securit Underlying Derivative Securit Date (Month/Day/Year) 10 Common Stock (3)	Requiring Statement (Month/Day/Year) 02/17/2015 INOTEK PHARMACEUTICAL INOTEK PHARMACEUTICAL (A. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner Officer (give title Other (spec below) Table I - Non-Derivative Securities Beneficially Owned (Instr. 5) 3. Ownership Form: Direct or Indirect ((Instr. 5) Table II - Derivative Securities Beneficially Owned e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) 3. Ownership Form: Direct (Instr. 5) Table II - Derivative Securities Beneficially Owned e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) 3. Title and Amount of Security (Instr. 4) Date (Month/Day/Year) 3. Title and Amount of Security (Instr. 4) Amount or Shares (1) (1) Common Stock 2,323,610 (3) (3) Common Stock 105,933	Requiring Statement (Month/Day/Year) INOTEK PHARMACEUTICALS CORP 02/17/2015 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 5. If / (Montolog) X Director X 10% Owner Officer (give title below) Other (specify below) 6. Inc Appli Table I - Non-Derivative Securities Beneficially Owned 3. Ownership Form: Direct (D) rundirect (I) 4. Nat (Instr. o) Table II - Derivative Securities Beneficially Owned e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Securities Shares 4. Conversion or Exercisable Price of Shares 0ate Expiration Date 3. Title and Amount of Securities Underlying Derivative Securities Shares 4. Conversion or Exercisable Shares (1) (1) Common Stock 2,323,610 (1)	Requiring Statement (Month/Day/Year) 02/17/2015 INOTEK PHARMACEUTICALS CORP [ITEK] 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner Officer (give title below) 5. If Amendment, De (Month/Day/Year) 02/17/2015 Table 1 - Non-Derivative Securities Beneficially Owned 6. Individual or Joint Applicable Line) X Form filed by Reporting Pi Table 1 - Non-Derivative Securities Beneficially Owned 3. Ownership Form: Direct (I) (Instr. 5) 4. Nature of Indirect (Instr. 5) Table II - Derivative Securities Beneficially Owned e.g., puts, calls, warrants, options, convertible securities pate Expiration Date (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Date Expiration Date (Month/Day/Year) 4. Nature of Indirect Ownership Form: Direct (D) or Indirect Or (Instr. 5) 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Amount of Securities Onderlying Derivative Security (Instr. 4) 4. Commership Form: Direct (D) or Indirect of Derivative Security (Instr. 5) 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) (1) (1) Common Stock 2,323,610 (1) I	

Explanation of Responses:

1. 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 accured and unpaid dividends on each share of Series AA Preferred through the assumed closing date of February 23, 2015.

2. 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.

3. 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.

4. These options are fully vested. Mr. Kantesaria is contractually obligated to assign the value of the option to Devon Park Associates, L.P.

Remarks:

<u>/s/ Devang V. Kantesaria</u>

** Signature of Reporting Person

02/18/2015

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.