

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Lurker Nancy</u>  (Last) (First) (Middle) C/O EYEPOINT PHARMACEUTICALS, INC. 480 PLEASANT STREET  (Street) WATERTOWN MA 02472  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EyePoint Pharmaceuticals, Inc. [ EYPT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Executive Vice Chair</b>
	3. Date of Earliest Transaction (Month/Day/Year) 12/28/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 01/02/2024	

**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	12/28/2023 <sup>(1)</sup>		G <sup>(2)</sup>		52,208	D	\$0.00	118,351	D	
Common Stock	12/28/2023 <sup>(1)</sup>		G <sup>(2)</sup>		52,208	A	\$0.00	52,208	I	By Family Trust <sup>(3)</sup>

**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
Stock Option (Right to Buy)	\$13.13	12/28/2023		G <sup>(4)</sup>			31,164	<sup>(5)</sup>	02/09/2031	Common Stock	31,164	\$0.00	62,330	D	
Stock Option (Right to Buy)	\$13.13	12/28/2023		G <sup>(4)</sup>		31,164		<sup>(5)</sup>	02/09/2031	Common Stock	31,164	\$0.00	151,370	I	By Family Trust <sup>(3)</sup>
Stock Option (Right to Buy)	\$12.9	12/28/2023		G <sup>(6)</sup>			10,906	<sup>(7)</sup>	02/28/2030	Common Stock	10,906	\$0.00	4,674	D	
Stock Option (Right to Buy)	\$12.9	12/28/2023		G <sup>(6)</sup>		10,906		<sup>(7)</sup>	02/28/2030	Common Stock	10,906	\$0.00	70,126	I	By Family Trust <sup>(3)</sup>
Stock Option (Right to Buy)	\$10.13	12/28/2023		G <sup>(8)</sup>			35,000	<sup>(9)</sup>	02/09/2032	Common Stock	35,000	\$0.00	130,000	D	
Stock Option (Right to Buy)	\$10.13	12/28/2023		G <sup>(8)</sup>		35,000		<sup>(9)</sup>	02/09/2032	Common Stock	35,000	\$0.00	110,000	I	By Family Trust <sup>(3)</sup>

**Explanation of Responses:**

- This transaction was inadvertently left off of the original Form 4 filing on January 2, 2024.
- On December 28, 2023, the reporting person transferred owned shares of Common Stock of the Company to the Family Trust.
- These securities are held in a trust for the benefit of the reporting person's children. The reporting person's spouse is trustee of the Family Trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- On December 28, 2023, the reporting person transferred the vested portion of an option to purchase Common Stock of the Company to the Family Trust. The option was originally granted to the reporting person on February 9, 2021 and was exercisable for 213,700 shares of Common Stock of the Company. At the time of the transfer, the vested portion of the option consisted of 151,370 shares of Common Stock of the Company, of which 120,206 had been previously gifted on May 11, 2023.
- The option to purchase will vest and become exercisable over a four year period as follows: 25% at the one year anniversary of grant and then ratably over the remaining thirty-six months At the time of the transfer, the portion of the option that was transferred to the Family Trust vested in full as of December 9, 2023. The remaining portion of the option retained by the reporting person continues to vest on a monthly basis until February 9, 2025.
- On December 28, 2023, the reporting person transferred the vested portion of an option to purchase common stock, par value \$0.001 per share ("Common Stock"), of EyePoint Pharmaceuticals, Inc. (the "Company"), to an irrevocable family trust of which the reporting person's spouse is trustee and of which the reporting person's immediately family members are the sole beneficiaries (the "Family Trust"). The option was originally granted to the reporting person on February 28, 2020 and was exercisable for 74,800 shares of Common Stock of the Company. At the time of the transfer, the vested portion of the option consisted of 71,684 shares of Common Stock of the Company, of which 59,220 had been previously gifted on May 11, 2023.
- The option to purchase will vest and become exercisable over a four year period as follows: 25% at the one year anniversary of grant and then ratably over the remaining thirty-six months At the time of the transfer, the portion of the option that was transferred to the Family Trust vested in full as of April 28, 2023. The remaining portion of the option retained by the reporting person continues to vest on a monthly basis

until February 28, 2024.

8. On December 28, 2023, the reporting person transferred the vested portion of an option to purchase Common Stock of the Company to the Family Trust. The option was originally granted to the reporting person on February 9, 2022 and was exercisable for 240,000 shares of Common Stock of the Company. At the time of the transfer, the vested portion of the option consisted of 110,000 shares of Common Stock of the Company, of which 75,000 had been previously gifted on May 11, 2023.

9. The option to purchase will vest and become exercisable over a four year period as follows: 25% at the one year anniversary of grant and then ratably over the remaining thirty-six months At the time of the transfer, the portion of the option that was transferred to the Family Trust vested in full as of December 9, 2023. The remaining portion of the option retained by the reporting person continues to vest on a monthly basis until February 9, 2026.

**Remarks:**

/s/ Ron Honig, Attorney-in-Fact 01/03/2024

\*\* 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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