

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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>EW Healthcare Partners, L.P.</u>  (Last) (First) (Middle) 21 WATERWAY AVENUE, SUITE 225  (Street) THE WOODLANDS TX 77380  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, \$0.001 par value	09/28/2018		C4	16,211,822	A	\$1.43	41,903,956 <sup>(1)</sup>	D <sup>(1)</sup>	
Common Stock, \$0.001 par value	09/28/2018		C4	652,244	A	\$1.43	41,903,956 <sup>(1)</sup>	I <sup>(1)</sup>	EW Healthcare Partners-A L.P.

**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)
						Date Exercisable	Expiration Date					
					(A) (D)			Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>EW Healthcare Partners, L.P.</u>  (Last) (First) (Middle) 21 WATERWAY AVENUE, SUITE 225  (Street) THE WOODLANDS TX 77380  (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<a href="#">EW Healthcare Partners-A, L.P.</a>		
(Last)	(First)	(Middle)
21 WATERWAY AVENUE, SUITE 225		
(Street)		
THE WOODLANDS	TX	77380
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Essex Woodlands Fund IX-GP, L.P.</a>		
(Last)	(First)	(Middle)
21 WATERWAY AVENUE, SUITE 225		
(Street)		
THE WOODLANDS	TX	77380
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Essex Woodlands IX, LLC</a>		
(Last)	(First)	(Middle)
21 WATERWAY AVENUE, SUITE 225		
(Street)		
THE WOODLANDS	TX	77380
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Includes 40,283,255 shares held by EW Healthcare Partners L.P. ("EWHP") and 1,620,701 shares held by EW Healthcare Partners-A L.P. ("EWHP-A"). Essex Woodlands Fund IX-GP, L.P. ("Fund IX-GP") is the general partner of EWHP and EWHP-A, respectively. Essex Woodlands IX, LLC (the "General Partner") is the general partner of Fund IX-GP. The General Partner holds sole voting and dispositive power over the shares held by EWHP and EWHP-A. The managers of the General Partner are Martin P. Sutter, R. Scott Barry, Ronald Eastman (also a member of the Issuer's board of directors) and Petri Vainio (collectively, the "Managers"), and may exercise voting and investment control over the shares only by the majority action of the Managers.

**Remarks:**

[EW Healthcare Partners L.P.;](#)  
[By Essex Woodlands Fund IX-](#)  
[GP, L.P. its General Partner;](#)  
[By Essex Woodlands IX, LLC,](#)  
[its General Partner; By Ronald 02/13/2019](#)  
[W. Eastman, Manager, By](#)  
[Richard Kolodziejczyk,](#)  
[Attorney-in-Fact, /s/ Richard](#)  
[Kolodziejczyk](#)  
[EW Healthcare Partners-A](#)  
[L.P.; By Essex Woodlands](#)  
[Fund IX-GP, L.P. its General](#)  
[Partner; By Essex Woodlands](#)  
[IX, LLC. its General Partner; 02/13/2019](#)  
[By /s/ Ronald W. Eastman,](#)  
[Manager, By Richard](#)  
[Kolodziejczyk, Attorney-in-](#)  
[Fact, /s/ Richard Kolodziejczyk](#)  
[Essex Woodlands IX-GP, L.P.;](#)  
[By Essex Woodlands IX, LLC;](#)  
[its General Partner; By Ronald](#)  
[W. Eastman, Manager, By 02/13/2019](#)  
[Richard Kolodziejczyk,](#)  
[Attorney-in-Fact, /s/ Richard](#)  
[Kolodziejczyk](#)

Essex Woodlands IX, LLC, By  
Ronald W. Eastman, Manager,  
By Richard Kolodziejcyk, 02/13/2019  
Attorney-in-Fact, /s/ Richard  
Kolodziejcyk

\*\* 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.

**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.**