

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>RHO VENTURES IV QP LP</u> <hr/> (Last) (First) (Middle) 152 WEST 57TH STREET, 23RD FLOOR <hr/> (Street) NEW YORK NY 10019 <hr/> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
Common Stock	233,036	I	See Footnotes ⁽¹⁾⁽³⁾

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				
Series AA Convertible Preferred Stock	(2)	(2)	Common Stock 1,606,230	(2)	I	See Footnotes ⁽²⁾⁽³⁾
Convertible Promissory Notes	(4)	(4)	Common Stock 73,092	(4)	I	See Footnotes ⁽³⁾⁽⁴⁾

1. Name and Address of Reporting Person*
RHO VENTURES IV QP LP

 (Last) (First) (Middle)
 152 WEST 57TH STREET, 23RD FLOOR

 (Street)
 NEW YORK NY 10019

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
RHO VENTURES IV GMBH & CO BETEILIGUNGS KG

 (Last) (First) (Middle)
 152 WEST 57TH STREET, 23RD FLOOR

 (Street)
 NEW YORK NY 10019

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Rho Ventures IV Holdings LLC

 (Last) (First) (Middle)
 C/O RHO CAPITAL PARTNERS, INC.
 152 WEST 57TH STREET, 23RD FLOOR

 (Street)
 NEW YORK NY 10019

 (City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[RHO VENTURES IV LP](#)

(Last) (First) (Middle)

152 WEST 57TH STREET, 23RD FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Rho Ventures IV-A, L.P.](#)

(Last) (First) (Middle)

152 WEST 57TH STREET, 23RD FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[RHO MANAGEMENT VENTURES IV LLC](#)

(Last) (First) (Middle)

152 WEST 57TH STREET, 23RD FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[RHO CAPITAL PARTNERS VERWALTUNGS
GMBH](#)

(Last) (First) (Middle)

152 WEST 57TH STREET, 23RD FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[KAIROUZ HABIB](#)

(Last) (First) (Middle)

152 WEST 57TH STREET, 23RD FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[RUCH JOSHUA](#)

(Last) (First) (Middle)

152 WEST 57TH STREET, 23RD FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

LESCHLY MARK

(Last) (First) (Middle)

152 WEST 57TH STREET, 23RD FLOOR

(Street)
NEW YORK NY 10019

(City) (State) (Zip)

Explanation of Responses:

1. Consists of the following shares of Common Stock: (i) 68,693 held directly by Rho Ventures IV (QP), L.P. ("RV QP"), (ii) 71,590 shares held directly by Rho Ventures IV GmbH & Co. BETEILIGUNGS KG ("RV KG"), (iii) 63,575 shares held directly by Rho Ventures IV Holdings, LLC ("RV Holdings"), (iv) 12,997 shares held directly by Rho Ventures IV, L.P. ("RV IV") and (v) 16,181 shares held directly by Rho Ventures IV-A, L.P. ("RV IV-A").

2. 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 the following shares of Series AA Preferred: (i) 1,511,781 shares held directly by RV QP, (ii) 1,575,502 shares held directly by RV KG, (iii) 1,399,143 shares held directly by RV Holdings, (iv) 286,046 shares held directly by RV IV and (v) 356,105 shares held directly by RV IV-A, plus accrued and unpaid dividends on each share of Series AA Preferred through the assumed closing date of February 23, 2015.

3. Rho Management Ventures IV, L.L.C. ("RMV") is the general partner of RV IV, RV QP, RV Holdings, RV IV-A. Rho Capital Partners Verwaltungs GmbH ("RCP GmbH") is the general partner of RV KG. Each of RMV and RCP GmbH disclaims beneficial ownership of the reportable securities and this report shall not be deemed an admission that such filer is the beneficial owner of such securities, except to the extent of its pecuniary interest therein. Habib Kairouz, Joshua Ruch and Mark Leschly are managing members of RMV and managing directors of RCP GmbH. Each of Habib Kairouz, Joshua Ruch and Mark Leschly disclaims beneficial ownership of the reportable securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities, except to the extent of his pecuniary interest therein.

4. 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 the following principal amounts of Convertible Promissory Notes: (i) \$146,910.56 held directly by RV QP, (ii) \$153,102.29 held directly by RV KG, (iii) \$104,780.66 held directly by RV Holdings and (iv) \$27,797.11 held directly by RV IV, plus accrued and unpaid interest through the assumed closing date of February 23, 2015.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

/s/ Michael C. Wong, Attorney-
in-Fact 02/17/2015

/s/ Michael C. Wong, Attorney-
in-Fact 02/17/2015

/s/ Michael C. Wong, Attorney-
in-Fact 02/17/2015

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in-Fact 02/17/2015

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in-Fact 02/17/2015

/s/ Michael C. Wong, Attorney-
in-Fact 02/17/2015

** 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.

LIMITED POWER OF ATTORNEY

Each of the undersigned hereby constitutes and appoints each of Dale Ritter, Michelle M. Parilo, Michael C. Wong and Jeffrey Martin, signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a stockholder of Inotek Pharmaceuticals Corporation (the "Company"), from time to time the following U.S. Securities and Exchange Commission ("SEC") forms: (i) Form ID, including any attached documents, to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (v) Schedule 13D, (vi) Schedule 13G and (vii) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D, Schedule 13G or any amendment(s) thereto, and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorney-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned's capacity as a stockholder of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be a stockholder of the Company.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of February 3, 2015.

RHO VENTURES IV HOLDINGS, LLC

By: Rho Management Ventures IV, L.L.C., its Managing Member

By: /s/ Jeffrey Martin

Name: Jeffrey Martin
Title: Authorized Signatory

RHO VENTURES IV GmbH & CO. BETEILIGUNGS KG

By: Rho Capital Partners Verwaltungs GmbH, General Partner

By: /s/ Jeffrey Martin

Name: Jeffrey Martin
Title: Authorized Signatory

RHO VENTURES IV (QP), L.P.

By: Rho Management Ventures IV, L.L.C., General Partner

By: /s/ Jeffrey Martin

Name: Jeffrey Martin
Title: Authorized Signatory

RHO VENTURES IV, L.P.

By: Rho Management Ventures IV, L.L.C., General Partner

By: /s/ Jeffrey Martin

Name: Jeffrey Martin
Title: Authorized Signatory

RHO VENTURES IV-A, L.P.

By: Rho Management Ventures IV, L.L.C., General Partner

By: /s/ Jeffrey Martin

Name: Jeffrey Martin
Title: Authorized Signatory

RHO CAPITAL PARTNERS VERWALTUNGS GMBH

By: /s/ Jeffrey Martin

Name: Jeffrey Martin
Title: Authorized Signatory

RHO MANAGEMENT VENTURES IV, L.L.C.

By: /s/ Jeffrey Martin

Name: Jeffrey Martin
Title: Authorized Signatory

Mark Leschly

By: /s/ Jeffrey Martin

Name: Jeffrey Martin
Title: Authorized Signatory

Joshua Ruch

By: /s/ Jeffrey Martin

Name: Jeffrey Martin
Title: Authorized Signatory

Habib Kairouz

By: /s/ Jeffrey Martin

Name: Jeffrey Martin
Title: Authorized Signatory