

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>CARE CAPITAL II LLC</u> (Last) (First) (Middle) 47 HULFISH STREET SUITE 310 (Street) PRINCETON NJ 08542 (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	215,102	I	See Footnotes ⁽¹⁾⁽²⁾

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				
Stock Options (right to buy)	(3)	02/28/2024	Common Stock 9,857	4.342	I	See Footnote ⁽⁴⁾
Series AA Convertible Preferred Stock	(5)	(5)	Common Stock 1,394,645	(5)	I	See Footnotes ⁽²⁾⁽⁵⁾⁽⁶⁾
Convertible Promissory Notes	(7)	(7)	Common Stock 63,560	(7)	I	See Footnotes ⁽⁶⁾⁽⁷⁾

1. Name and Address of Reporting Person*
CARE CAPITAL II LLC
 (Last) (First) (Middle)
 47 HULFISH STREET
 SUITE 310
 (Street)
 PRINCETON NJ 08542
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CARE CAPITAL INVESTMENTS II LP
 (Last) (First) (Middle)
 47 HULFISH STREET
 SUITE 310
 (Street)
 PRINCETON NJ 08542
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Care Capital Offshore Investments II LP
 (Last) (First) (Middle)
 47 HULFISH STREET
 SUITE 310

(Street)
PRINCETON NJ 08542

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Care Capital III LLC](#)

(Last) (First) (Middle)
47 HULFISH STREET
SUITE 310

(Street)
PRINCETON NJ 08542

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Care Capital Investments III L.P.](#)

(Last) (First) (Middle)
47 HULFISH STREET
SUITE 310

(Street)
PRINCETON NJ 08542

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Care Capital Offshore Investments III LP](#)

(Last) (First) (Middle)
47 HULFISH STREET
SUITE 310

(Street)
PRINCETON NJ 08542

(City) (State) (Zip)

Explanation of Responses:

1. Consists of the following shares of Common Stock: (i) 201,296 shares held directly by Care Capital Investments II, LP ("Care Investments II") and (ii) 13,806 shares held directly by Care Capital Offshore Investments II, LP ("Offshore II").
2. Care Capital II, LLC is the general partner of Care Investments II and Offshore II and as a result, Care Capital II, LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Care Capital II, LLC is managed by three or more members and accordingly none of the managing members is deemed to have voting or dispositive control over the securities.
3. These options are fully vested.
4. This option was granted to Dr. Argeris Karabelas, a member of Care Capital II, LLC and Care Capital III, LLC (together, the "General Partners"). Under the partnership agreements for each of General Partners, Dr. Karabelas is deemed to hold the option for the benefit of the General Partners and may exercise the option solely upon the direction of the General Partners, which are entitled to the shares issued upon exercise. The General Partners, Care Investments II, Offshore II, Care Investments III (defined below) and Offshore III (defined below) may be deemed indirect beneficial owners of the option. The reporting persons disclaim beneficial ownership of the option except to the extent of their pecuniary interest therein.
5. 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) 1,460,829 shares held directly by Care Investments II, (ii) 100,281 shares held directly by Offshore II, (iii) 2,850,936 shares held directly by Care Capital Investments III, LP ("Care Investments III") and (iv) 47,612 shares held directly by Care Capital Offshore Investments III, LP ("Offshore III"), plus accrued and unpaid dividends on each share of Series AA Preferred through the assumed closing date of February 23, 2015.
6. Care Capital III, LLC is the general partner of Care Investments III and Offshore III and as a result, Care Capital III, LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Care Capital III, LLC is managed by three or more members and accordingly none of the managing members is deemed to have voting or dispositive control over the securities.
7. 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) \$369,989.00 held directly by Care Investments III and (ii) \$6,178.93 held directly by Offshore III, plus accrued and unpaid interest through the assumed closing date of February 23, 2015.

Remarks:

[Care Capital II, LLC /s/ David R. Ramsay](#) 02/17/2015

[Care Capital Investments II L.P., By: Care Capital II, LLC, Its General Partner /s/ David R. Ramsay](#) 02/17/2015

[Care Capital Offshore Investments II LP, By: Care Capital II, LLC, Its General Partner /s/ David R. Ramsay](#) 02/17/2015

[Care Capital III, LLC /s/ David R. Ramsay](#) 02/17/2015

Care Capital Investments III 02/17/2015
L.P., By: Care Capital III, LLC,
Its General Partner /s/ David R.
Ramsay

Care Capital Offshore
Investments III LP, By: Care
Capital III, LLC, Its General 02/17/2015
Partner /s/ David R. Ramsay

** 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.