

OMB APPROVAL	
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**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).

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>Kantesaria Devang</u>  (Last) (First) (Middle) <u>C/O INOTEK PHARMACEUTICALS CORPORATION,</u> <u>131 HARTWELL AVENUE, SUITE 105</u>  (Street) <u>LEXINGTON MA 02421</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INOTEK PHARMACEUTICALS CORP [ ITEK ]</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. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2015</u>	
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 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	02/23/2015		C		2,323,610	A	(1)	2,323,610	I	See Footnotes <sup>(1)(2)</sup>
Common Stock	02/23/2015		C		105,933	A	(3)	2,429,543	I	See Footnotes <sup>(2)(3)</sup>
Common Stock	02/23/2015		P		814,166	A	\$6	3,243,709	I	See Footnotes <sup>(2)(4)</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	Amount or Number of Shares				
Series AA Convertible Preferred Stock	(1)	02/23/2015		C			7,432,720	(1)	(1)	Common Stock	2,323,610	(1)	0	I	See Footnote <sup>(2)</sup>
Convertible Promissory Notes	(3)	02/23/2015		C			626,942.9	(3)	(3)	Common Stock	105,933	(3)	0	I	See Footnote <sup>(2)</sup>

**Explanation of Responses:**

- Consists of the following shares of Common Stock issued upon conversion of shares of Series AA Convertible Preferred Stock ("Series AA") and accrued and unpaid dividends thereon, on a 4.05783-for-1 basis, upon the closing of the Issuer's initial public offering: 2,323,610 shares held directly by Devon Park Bioventures LP. The shares of Series AA had no expiration date.
- Securities are held directly by Devon Park Bioventures, LP. Devon Park Associates, LLC is the general partner of Devon Park Associates, L.P., which is the general partner of Devon Park Bioventures, LP. 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, LP. 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.
- The outstanding principal amount and all accrued and unpaid interest under the Convertible Promissory Notes were 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 had no expiration date. The number of shares of Common Stock as shown in column 4 of Table I consists of 105,933 shares held directly by Devon Park Bioventures LP.
- Consists of the following shares purchased at the Issuer's initial public offering: 814,166 shares held directly by Devon Park Bioventures LP.

**Remarks:**

/s/ Michael C. Wong, Attorney-in-Fact 02/25/2015

\*\* 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 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.