

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>RHO VENTURES IV QP LP</u> (Last) (First) (Middle) <u>152 WEST 57TH STREET, 23RD FLOOR</u> (Street) <u>NEW YORK NY 10019</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		1,606,230	A	(1)	1,839,266	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	02/23/2015		C		73,092	A	(3)	1,912,358	I	See Footnotes ⁽²⁾⁽³⁾
Common Stock	02/23/2015		P		958,226	A	\$6	2,870,584	I	See Footnotes ⁽²⁾⁽⁴⁾

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		5,128,577		(1)	(1)	Common Stock	1,606,230	(1)	0	I	See Footnote ⁽²⁾
Convertible Promissory Notes	(3)	02/23/2015		C		432,590.62		(3)	(3)	Common Stock	73,092	(3)	0	I	See Footnote ⁽²⁾

1. Name and Address of Reporting Person* <u>RHO VENTURES IV QP LP</u> (Last) (First) (Middle) <u>152 WEST 57TH STREET, 23RD FLOOR</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>RHO VENTURES IV GMBH & CO BETEILIGUNGS KG</u> (Last) (First) (Middle) <u>152 WEST 57TH STREET, 23RD FLOOR</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Rho Ventures IV Holdings LLC</u>

(Last) (First) (Middle)

[C/O RHO CAPITAL PARTNERS, INC.](#)
[152 WEST 57TH STREET, 23RD FLOOR](#)

(Street)

[NEW YORK](#) [NY](#) [10019](#)

(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 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: (i) 473,479 shares held directly by Rho Ventures IV (QP), L.P. ("RV QP"), (ii) 493,435 shares held directly by Rho Ventures IV GmbH & Co. BETEILIGUNGS KG ("RV KG"), (iii) 438,202 shares held directly by Rho Ventures IV Holdings, LLC ("RV Holdings"), (iv) 89,584 shares held directly by Rho Ventures IV, L.P. ("RV IV") and (v) 111,530 shares held directly by Rho Ventures IV-A, L.P. ("RV IV-A"). The shares of Series AA had no expiration date.

2. 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.

3. 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 the following: (i) 24,823 shares held directly by RV QP, (ii) 25,869 shares held directly by RV KG, (iii) 17,704 shares held directly by RV Holdings and (iv) 4,696 shares held directly by RV IV.

4. Consists of the following shares purchased at the Issuer's initial public offering: (i) 325,420 shares held directly by RV QP, (ii) 339,135 shares held directly by RV KG, (iii) 232,098 shares held directly by RV Holdings and (iv) 61,573 shares held directly by RV IV.

Remarks:

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