

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>Polaris Venture Management Co. V, L.L.C.</u> (Last) (First) (Middle) ONE MARINA PARK DRIVE (Street) BOSTON MA 02210 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/19/2017	3. Issuer Name and Ticker or Trading Symbol <u>Kala Pharmaceuticals, Inc. [KALA]</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)
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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	Title	Amount or Number of Shares			
Series Seed Preferred Stock	(1)	(1)	Common Stock	706,058 ⁽³⁾	(1)	I	See footnote. ⁽⁸⁾⁽⁹⁾
Series A Preferred Stock	(1)	(1)	Common Stock	480,003 ⁽⁴⁾	(1)	I	See footnote. ⁽⁸⁾⁽⁹⁾
Series B Preferred Stock	(1)	(1)	Common Stock	435,029 ⁽⁵⁾	(1)	I	See footnote. ⁽⁸⁾⁽⁹⁾
Series C Preferred Stock	(1)	(1)	Common Stock	236,492 ⁽⁶⁾	(1)	I	See footnote. ⁽⁸⁾⁽⁹⁾
Series B Preferred Stock Warrant (right to buy)	(2)	(2)	Series B Preferred Stock	173,611 ⁽²⁾⁽⁷⁾	(2)	I	See footnote. ⁽⁸⁾⁽⁹⁾

1. Name and Address of Reporting Person*
Polaris Venture Management Co. V, L.L.C.
 (Last) (First) (Middle)
 ONE MARINA PARK DRIVE
 (Street)
 BOSTON MA 02210
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Polaris Venture Partners Entrepreneurs' Fund V, L.P.
 (Last) (First) (Middle)
 1000 WINTER STREET, SUITE 3350
 (Street)
 WALTHAM 02451
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Polaris Venture Partners Founders' Fund V, L.P.
 (Last) (First) (Middle)

1000 WINTER STREET, SUITE 3350

(Street)

WALTHAM

02451

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Polaris Venture Partners Special Founders' Fund V, L.P.

(Last)

(First)

(Middle)

1000 WINTER STREET, SUITE 3350

(Street)

WALTHAM

02451

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Polaris Venture Partners V, L.P.

(Last)

(First)

(Middle)

1000 WINTER STREET, SUITE 3350

(Street)

WALTHAM

MA

02451

(City)

(State)

(Zip)

Explanation of Responses:

1. The Seed Convertible Preferred Stock, Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series C Convertible Preferred Stock (collectively, the "Preferred Stock") will convert into Common Stock on a 5.2083-for-one (the "Conversion Ratio") basis automatically upon the closing of the Issuer's initial public offering. The number of underlying shares of Common Stock reported in Column 3 reflects the Conversion Ratio. The shares have no expiration date.
2. The Series B Preferred Stock Warrants are exercisable for shares of Series B Preferred Stock at an exercise price of \$1.44 per share (the "Warrant to Purchase Series B Preferred Stock"). Upon the closing of the Issuer's initial public offering, the Warrant to Purchase Series B Preferred Stock automatically becomes exercisable for 33,331 shares of Common Stock at an exercise price of \$7.50 per share. The Warrant to Purchase Series B Preferred Stock is exercisable at any time at the holder's election.
3. Includes (a) 3,548,425 shares of Seed Convertible Preferred Stock held of record by Polaris Venture Partners V, L.P., (b) 69,159 shares of shares of Seed Convertible Preferred Stock held of record by Polaris Venture Partners Entrepreneurs' Fund V, L.P., (c) 24,306 shares of Seed Convertible Preferred Stock held of record by Polaris Venture Partners Founders' Fund V, L.P. and (d) 35,482 shares of Seed Convertible Preferred Stock held of record by Polaris Venture Partners Special Founders' Fund V, L.P.
4. Includes (a) 2,412,339 shares of Series A Convertible Preferred Stock held of record by Polaris Venture Partners V, L.P., (b) 47,016 shares of Series A Convertible Preferred Stock held of record by Polaris Venture Partners Entrepreneurs' Fund V, L.P., (c) 16,524 shares of Series A Convertible Preferred Stock held of record by Polaris Venture Partners Founders' Fund V, L.P. and (d) 24,121 shares of Series A Convertible Preferred Stock held of record by Polaris Venture Partners Special Founders' Fund V, L.P.
5. Includes (a) 2,186,314 shares of Series B Convertible Preferred Stock held of record by Polaris Venture Partners V, L.P., (b) 42,611 shares of Series B Convertible Preferred Stock held of record by Polaris Venture Partners Entrepreneurs' Fund V, L.P., (c) 14,976 shares of Series B Convertible Preferred Stock held of record by Polaris Venture Partners Founders' Fund V, L.P. and (d) 21,863 shares of Series B Convertible Preferred Stock held of record by Polaris Venture Partners Special Founders' Fund V, L.P.
6. Includes (a) 1,188,532 shares of Series C Convertible Preferred Stock held of record by Polaris Venture Partners V, L.P., (b) 23,165 shares of Series C Convertible Preferred Stock held of record by Polaris Venture Partners Entrepreneurs' Fund V, L.P., (c) 8,141 shares of Series C Convertible Preferred Stock held of record by Polaris Venture Partners Founders' Fund V, L.P. and (d) 11,885 shares of Series C Convertible Preferred Stock held of record by Polaris Venture Partners Special Founders' Fund V, L.P.
7. Includes Series B Preferred Stock Warrants to purchase (a) 167,523 shares of Series B Convertible Preferred Stock held of record by Polaris Venture Partners V, L.P., (b) 3,265 shares of Series B Convertible Preferred Stock held of record by Polaris Venture Partners Entrepreneurs' Fund V, L.P., (c) 1,148 shares of Series B Convertible Preferred Stock held of record by Polaris Venture Partners Founders' Fund V, L.P. and (d) 1,675 shares of Series B Convertible Preferred Stock held of record by Polaris Venture Partners Special Founders' Fund V, L.P.
8. Each of Polaris Venture Partners V, L.P., Polaris Venture Partners Entrepreneurs' Fund V, L.P., Polaris Venture Partners Founders' Fund V, L.P. and Polaris Venture Partners Special Founders' Fund V, L.P. (the "Polaris Entities") has the sole voting and investment power with respect to the shares held directly by it. The general partner of each of the Polaris Entities is Polaris Venture Management Co. V, LLC ("Polaris Management V"). Polaris Management V may be deemed to have sole voting and investment power with respect to the shares held by the Polaris Entities and Polaris Management V disclaims beneficial ownership of all the shares held by the Polaris Entities except to the extent of its proportionate pecuniary interest therein.
9. Each of Jonathan Flint and Terrance McGuire (collectively, the "Managing Members") are the managing members of Polaris Management V, and, as managing members of Polaris Management V, they may be deemed to share voting and dispositive power over the shares held by the Polaris Entities. Each of the Managing Members disclaims beneficial ownership of such shares owned by the Polaris Entities, except to the extent of their respective and proportionate pecuniary interests therein.

Remarks:

Exhibit List: Exhibit 24-1 - Power of Attorney; Exhibit 24-2 - Power of Attorney; Exhibit 24-3 - Power of Attorney; Exhibit 24-4 - Power of Attorney; Exhibit 24-5 - Power of Attorney

[/s/ Max Eisenberg, attorney-in-fact for Polaris Ventures Management Co. V, L.L.C.](#) [07/19/2017](#)

[/s/ Max Eisenberg, attorney-in-fact for Polaris Ventures Management Co. V, L.L.C., general partner of Polaris Venture Partners V, L.P.](#) [07/19/2017](#)

[/s/ Max Eisenberg, attorney-in-fact for Polaris Ventures Management Co. V, L.L.C., general partner of Polaris Venture Partners Entrepreneurs' Fund V, L.P.](#) [07/19/2017](#)

[/s/ Max Eisenberg, attorney-in-fact for Polaris Ventures Management Co. V, L.L.C., general partner of Polaris](#) [07/19/2017](#)

Venture Partners Founders'
Fund V, L.P.

/s/ Max Eisenberg, attorney-in-
fact for Polaris Ventures
Management Co. V, L.L.C.,
general partner of Polaris
Venture Partners Special
Founders' Fund V, L.P.

07/19/2017

** 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.

POWER OF ATTORNEY

The undersigned (the "Reporting Person") hereby constitutes and appoints Max Benjamin Eisenberg, signing singly, with full power of substitution, as the Reporting Person's true and lawful attorney in fact to:

(1) prepare, execute in the Reporting Person's name and on the Reporting Person's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the Reporting Person to make electronic filings with the SEC of Reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) prepare and file on behalf of such Reporting Person any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 13-F, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the SEC pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Act") and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") (collectively, the "Reports") with respect to the Reporting Person's (a) status as an officer or director of, or (b) ownership of, or transactions in, the securities of, any entity whose securities are beneficially owned (directly or indirectly) by the Reporting Person ("Portfolio Companies");

(3) do and perform any and all acts for and on behalf of the Reporting Person which may be necessary or desirable to complete and execute any such Reports, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) 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 Reporting Person, it being understood that the documents executed by such attorney in fact on behalf of the Reporting Person 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 Reporting Person hereby grants to such attorney in fact 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 Reporting Person 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 Reporting Person acknowledges that the foregoing attorney in fact, in serving in such capacity at the request of the Reporting Person, is not assuming any of the Reporting Person's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney with respect to the Reporting Person shall remain in full force and effect until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of Portfolio Companies, unless earlier revoked in a signed writing delivered to the foregoing attorney in fact.

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of this 26th day of September, 2016.

Polaris Venture Management Co. V, L.L.C.

By: /s/ Terrance G. McGuire
Name: Terrance G. McGuire
Title: Managing Member

POWER OF ATTORNEY

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(3) do and perform any and all acts for and on behalf of the Reporting Person which may be necessary or desirable to complete and execute any such Reports, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

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By: Polaris Venture Management Co. V, L.L.C.,
its General Partner

By: /s/ Terrance G. McGuire
Name: Terrance G. McGuire
Title: Managing Member

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Polaris Venture Partners Founders' Fund V, L.P.

By: Polaris Venture Management Co. V, L.L.C.,
its General Partner

By: /s/ Terrance G. McGuire
Name: Terrance G. McGuire
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By: Polaris Venture Management Co. V, L.L.C.,
its General Partner

By: /s/ Terrance G. McGuire
Name: Terrance G. McGuire
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(3) do and perform any and all acts for and on behalf of the Reporting Person which may be necessary or desirable to complete and execute any such Reports, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

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Polaris Venture Partners V, L.P.

By: Polaris Venture Management Co. V, L.L.C.,
its General Partner

By: /s/ Terrance G. McGuire
Name: Terrance G. McGuire
Title: Managing Member
