SEC Form 4

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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>RA CAPITAL MANAGEMENT, L.P.</u>				2. Issuer Name and Ticker or Trading Symbol Kala Pharmaceuticals, Inc. [KALA]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner					
(Last) (First) (Middle) 200 BERKELEY STREET, 18TH FLOOR					3. Date of Earliest Transaction (Month/Day/Year) 03/13/2020									Officer (give title Other (specify below) below)				
(Street) BOSTON MA 02116					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting					
(City) (State) (Zip)					X Form filed by More than One Reporting Person									Ū				
		Table	I - Non-Deriva	ative S	Seci	urities	s Acq	Juired	d, Dis	posed	of, or	Benefic	cially Own	ed				
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year		Date,	Code (nstr.		(Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		6. Owners Form: Dire (D) or Indirect (I) (Instr. 4)	oct Indirect Owners	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock			03/13/2020				Code P	v	Amount 6,337,135 ⁽¹⁾		(A) or (D) A	Price \$7.89	(Instr. 3 and 4)		I	See	See footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾	
		Tal			Securities Acquired, Disposed of, or Beneficially Owned 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. Transa Code (8)	ction	5. Nu of Deriv Secu Acqu (A) o Disp of (D	umber vative urities uired or osed)) r. 3, 4	- 6. Dat Expira	Date Exercisable and biration Date Amu nnth/Day/Year) Sec Und Deri Sec			itle and ount of urities lerlying ivative urity (Instr id 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	vative urities eficially ned owing orted saction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership ect (Instr. 4)	
				Code	v	(A)	(D)	Date Exerc	isable	Expiratio Date	n Title	Amoun or Number of Shares	r					
		f Reporting Person [*]	NT, L.P.										*				*	
(Last) 200 BEF	RKELEY S	(First) FREET, 18TH F	(Middle) LOOR		-													
(Street) BOSTO	N	MA	02116		-													
(City)		(State)	(Zip)		_													
		FREPORTING PERSON [*]																
I		(First) MANAGEMEN FREET, 18TH F	-															
(Street) BOSTO	N	MA	02116															
(City)		(State)	(Zip)		-													
	nd Address of <u>nsky Pete</u>	f Reporting Person [*] P <u>r</u>																
		(First) MANAGEMEN FREET, 18TH F																

	treet) SOSTON	MA	02116				
(0	City)	(State)	(Zip)				

Explanation of Responses:

1. Includes (a) 5,459,503 shares of Common Stock that are held by RA Capital Healthcare Fund, L.P.(the "Fund") and (b) 877,632 shares of Common Stock that are held in an account owned by a separately managed account (the "Account").

2. Following the reported transaction, the Fund held 9,186,904 shares and the Account held 1,687,709 shares.

3. RA Capital Management, L.P. (the "Adviser") is the investment manager for the Fund and the Account. The general partner of the Adviser is RA Capital Management GP, LLC (the "Adviser GP"), of which Dr. Peter Kolchinsky and Mr. Rajeev Shah are the managing members. The Adviser, the Adviser GP, Dr. Kolchinsky, and Mr. Shah may be deemed indirect beneficial owners of the reported securities for purposes of Section 13(d) of the Securities Exchange Act of 1934 (the "Act").

4. They disclaim beneficial ownership of any of the reported securities for the purpose of determining whether they are subject to Section 16 of the Act, however, in reliance on Rule 16a-1(a)(1)(v) and (vii). To the extent that they might be deemed subject to Section 16, they disclaim beneficial ownership of securities held by the Fund for purposes of Rule 16a-1(a)(2), except to the extent of their pecuniary interest therein, and disclaim any pecuniary interest in securities held in the Account for purposes of Rule 16a-1(a)(2).

5. The filing of this Form 4 shall not be construed as an admission that either the Adviser, the Adviser GP, Dr. Kolchinsky, or Mr. Shah is or was for the purposes of Section 16(a), or otherwise, the beneficial owner of any of the securities held in the Account.

/s/ Peter Kolchinsky, Manager
of RA Capital Management,
L.P.03/13/2020/s/ Peter Kolchinsky, Manager
of RA Capital Healthcare GP,
LLC, the General Partner of
RA Capital Healthcare Fund,
L.P.03/13/2020/s/ Peter Kolchinsky,
individually03/13/2020/s/ Peter Kolchinsky,
individually03/13/2020

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.