

| 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>CDK ASSOCIATES, L.L.C.</u> (Last) (First) (Middle) <u>C/O CAXTON CORPORATION</u> <u>731 ALEXANDER ROAD, BUILDING #2</u> (Street) <u>PRINCETON NJ 08540</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Kala Pharmaceuticals, Inc. [KALA]</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>07/20/2017</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>07/20/2017</u> | |

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 | 07/20/2017 | | C ⁽¹⁾ | | 548,755 | A | (2) | 548,755 | D ⁽³⁾ | |
| Common Stock | 07/20/2017 | | P | | 215,000 | A | \$15 | 763,755 | D ⁽⁴⁾⁽⁵⁾ | |

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 | | | | | |
| Series C Convertible Preferred Stock | (2) | 07/20/2017 | | C ⁽¹⁾ | | | 2,858,086 | (6) | (6) | Common Stock | 548,755 | \$0 | 0 | D ⁽⁷⁾⁽⁸⁾ |

1. Name and Address of Reporting Person*
CDK ASSOCIATES, L.L.C.
 (Last) (First) (Middle)
C/O CAXTON CORPORATION
731 ALEXANDER ROAD, BUILDING #2
 (Street)
PRINCETON NJ 08540
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CAXTON CORP
 (Last) (First) (Middle)
731 ALEXANDER ROAD
BUILDING #2
 (Street)
PRINCETON NJ 08540
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Kovner Bruce
 (Last) (First) (Middle)
C/O CAXTON CORPORATION

731 ALEXANDER ROAD, BUILDING #2

(Street)

PRINCETON NJ 08540

(City)

(State)

(Zip)

Explanation of Responses:

1. The Reporting Persons are amending the Form 4 originally filed to report the conversion of Series C Preferred Stock.
2. The Series C Preferred Stock was converted to Common Stock on a 5.2083 for one basis.
3. These shares represent (a) 544,220 shares of Common Stock that are owned directly by CDK Associates, LLC, which is a Reporting Person, and may be deemed to be indirectly beneficially owned by (i) Caxton Corporation, the manager of CDK Associates, LLC, and (ii) Bruce Kovner, the chairman and sole shareholder of Caxton Corporation; and (b) 4,535 shares of Common Stock that are held in an account of an employee of Caxton Corporation or an affiliate and may be deemed to be indirectly beneficially owned by (i) Caxton Corporation and (ii) Bruce Kovner, the chairman and sole shareholder of Caxton Corporation. Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of its or his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
4. The shares beneficially owned following the acquisition by CDK Associates, LLC of 215,000 shares of Common Stock represent (a) 759,220 shares of Common Stock that are owned directly by CDK Associates, LLC, which is a Reporting Person, and may be deemed to be indirectly beneficially owned by (i) Caxton Corporation, the manager of CDK Associates, LLC, and (ii) Bruce Kovner, the chairman and sole shareholder of Caxton Corporation; and (b) 4,535 shares of Common Stock that are held in an account of an employee of Caxton Corporation or an affiliate and may be deemed to be indirectly beneficially owned by (i) Caxton Corporation and (ii) Bruce Kovner, the chairman and sole shareholder of Caxton Corporation.
5. (Continued from Footnote 4) Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of its or his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
6. The Series C Preferred Stock was convertible to Common Stock at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering. The shares had no expiration date.
7. These shares represent (a) 2,834,466 shares of Series C Convertible Preferred Stock that were owned directly by CDK Associates, LLC, which is a Reporting Person, and may be deemed to be indirectly beneficially owned by (i) Caxton Corporation, the manager of CDK Associates, LLC, and (ii) Bruce Kovner, the chairman and sole shareholder of Caxton Corporation; and (b) 23,620 shares of Series C Convertible Preferred Stock that were held in an account of an employee of Caxton Corporation or an affiliate and may be deemed to be indirectly beneficially owned by (i) Caxton Corporation and (ii) Bruce Kovner, the chairman and sole shareholder of Caxton Corporation.
8. (Continued from Footnote 7) Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of its or his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

CDK Associates, L.L.C., By:

Caxton Corporation, its

Manager By: /s/ Heath

07/21/2017

Weisberg, General Counsel

Caxton Corporation, By: /s/

Heath Weisberg, General

07/21/2017

Counsel

By: /s/ Heath Weisberg,

07/21/2017

Attorney-in-Fact

** 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.