SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

Instruction 1(b).			Filed pursuant to Section 16(a) of the Securities Exchange Act of		hours per response: 0.5		
			or Section 30(h) of the Investment Company Act of 1940				
1. Name and Addre Grunberg Gr	1 0	JPerson [*]	2. Issuer Name and Ticker or Trading Symbol Kala Pharmaceuticals, Inc. [KALA]	5. Relationship of Reporting (Check all applicable) X Director	10% Owner		
(Last) C/O KALA PH			3. Date of Earliest Transaction (Month/Day/Year) 06/25/2020	Officer (give title below)	Other (specify below)		
490 ARSENAL	, WAY, SUIT	E 120	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Line)	Filing (Check Applicable		
(Street)				X Form filed by One	Reporting Person		
WATERTOWN	MA	02472		Form filed by More Person	e than One Reporting		
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table 1- Non-Derivative Securities Acquired, Disposed of, or Denencially 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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock ⁽¹⁾	06/25/2020		A		20,000	Α	\$ <mark>0</mark>	20,000 ⁽²⁾	D	
Common Stock								2,534,854	Ι	By Longitude Venture Partners IV, L.P. ⁽³⁾
Common Stock								2,877,006	I	By Longitude Venture Partners II, L.P. ⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(e.g., pt	115, 00	ans, v	vaiie	ants,	options, t	,onvenus	16 36	cunics)			
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)		of		6. Date Exerc Expiration Da (Month/Day/Y	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				

Explanation of Responses:

1. Grant of restricted stock units ("RSUs") under the Issuer's 2017 Equity Incentive Plan. Each RSU represents a contingent right to receive one share of the Issuer's common stock. Subject to the reporting person's continued service with the Issuer, the RSUs will vest as to 100% of the shares underlying the RSUs on the earlier of (i) June 25, 2021 or (ii) the date of the first annual meeting following June 25, 2020.

2. Includes 20,000 unvested RSUs.

3. Longitude Capital Partners IV, LLC ("LCP IV") is the general partner of Longitude Venture Partners IV, L.P. ("LVP IV") and may be deemed to have voting, investment and dispositive power with respect to such securities. Patrick G. Enright, Juliet Tammenoms Bakker are the managing members of LCP IV, Mr. Enright, Ms. Tammenoms Bakker and the Reporting Person (a member of the Issuer's board of directors) disclaim beneficial ownership over such securities except to the extent of their respective pecuniary interest therein, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

4. Longitude Capital Partners II, LLC ("LCP II") is the general partner of Longitude Venture Partners II, L.P. ("LVP II") and may be deemed to have voting, investment and dispositive power with respect to such securities. Patrick G. Enright, Juliet Tammenoms Bakker are the managing members of LCP II, Mr. Enright, Ms. Tammenoms Bakker and the Reporting Person (a member of the Issuer's board of directors) disclaim beneficial ownership over such securities except to the extent of their respective pecuniary interest therein, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

<u>/s/ Mary Reumuth, Attorney-</u> in-Fact

<u>06/29/2020</u>

** Signature of Reporting Person Date

 $\label{eq:resonance} \mbox{Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. }$

* 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.