

<b>OMB APPROVAL</b>	
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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>Grunberg Gregory</u>  (Last) (First) (Middle) <u>C/O KALA PHARMACEUTICALS, INC.</u> <u>100 BEAVER STREET, SUITE 201</u>  (Street) <u>WALTHAM MA 02453</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)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/25/2017</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	07/25/2017		C		2,055,946	A	(1)	2,055,946	I	By Longitude Venture Partners II, L.P. <sup>(2)</sup>
Common Stock	07/25/2017		P		215,000	A	\$15	2,270,946	I	By Longitude Venture Partners II, L.P. <sup>(2)</sup> <sup>(3)</sup>

**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
Series C Preferred Stock	(1)	07/25/2017		C		10,707,985		(1)	(1)	Common Stock	2,055,946	\$0	0	I	By Longitude Venture Partners II, L.P. <sup>(4)</sup>

**Explanation of Responses:**

- The Series C Preferred Stock converted into Common Stock on a 5.2083-for-one-basis upon the closing of the Issuer's initial public offering without payment of consideration. The Series C Preferred Stock was convertible 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.
- These shares are held by Longitude Venture Partners II, L.P. The Reporting Person is a member of Longitude Capital Partners II, LLC, the general partner of Longitude Venture Partners II, L.P., and may be deemed to share voting and investment power over these shares. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Includes 215,000 shares of Common Stock acquired by Longitude Venture Partners, II, L.P in the Issuer's initial public offering.
- These shares were held by Longitude Venture Partners II, L.P. The Reporting Person is a member of Longitude Capital Partners II, LLC, the general partner of Longitude Venture Partners II, L.P., and may be deemed to share voting and investment power over these shares. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

/s/ Mary Reumuth, Attorney-in-Fact 07/26/2017

\*\* 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 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.