SEC Form 4

FORM 4

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287							
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to Section 16. For obligations may Instruction 1(b).			Filed pursuant to Section 16(a) of the Securities Exchange Act of 193	34	Estimated average burden hours per response:	0.5
1. Name and Addre <u>Chen Hongm</u> (Last)	ing (First)	(Middle)	Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol <u>Kala Pharmaceuticals, Inc.</u> [KALA] 3. Date of Earliest Transaction (Month/Day/Year) 10/26/2020	(Check all applicate Director X Officer (gibelow)	10% Owne	er
C/O KALA PHA 490 ARSENAL						
(Street) WATERTOWN (City)	MA (State)	02472 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) X Form filed	nt/Group Filing (Check Appli d by One Reporting Person d by More than One Reportin	
		Table I - Non-De	erivative Securities Acquired, Disposed of, or Bene	ficially Owned		

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. Transa Code (8)		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price			(1130. 4)
Common Stock ⁽¹⁾	10/26/2020		A		61,000	Α	\$ <mark>0</mark>	163,849 ⁽²⁾	D	

								<u> </u>	1						
	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	a. Transaction Date (Month/Day/Year) arivative bit of the secution Date, (Month/Day/Year) Bate (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Bate (Month/Day/Year) Bate (Month/Day/Year)			of Deriv Secu Acqu (A) o Disp of (D (Inst				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. On June 25, 2020, the reporting person was granted performance-based restricted stock unit ("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 employment with the Issuer, the RSUs will vest as to 50% of the shares underlying the RSUs on October 26, 2021, the first anniversary of the achievement of the performance condition, and as to the remaining 50% of the shares underlying the RSUs on October 26, 2022, the second anniversary of the achievement of the performance condition, and as to the remaining 50% of the shares underlying the RSUs on October 26, 2022, the second anniversary of the achievement of the performance condition. performance condition.

2. Includes 77,000 unvested RSUs.

/s/ Eric Trachtenberg,

Attorney-in-Fact

10/28/2020

** 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.