

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>Iwicki Mark T</u> (Last) (First) (Middle) <u>C/O KALA PHARMACEUTICALS, INC.</u> <u>1167 MASSACHUSETTS AVENUE</u> (Street) <u>ARLINGTON MA 02476</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF EXECUTIVE OFFICER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/31/2023</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	05/31/2023		A		71,715	A	(1)	117,681 ⁽²⁾	D	

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
Stock Option (right to buy)	\$167 ⁽³⁾	05/31/2023		D			5,449 ⁽³⁾	(4)	06/03/2025	Common Stock	5,449 ⁽³⁾	(1)	0	D	
Stock Option (right to buy)	\$260.5 ⁽³⁾	05/31/2023		D			7,576 ⁽³⁾	(5)	09/11/2025	Common Stock	7,576 ⁽³⁾	(1)	0	D	
Stock Option (right to buy)	\$167 ⁽³⁾	05/31/2023		D			12,195 ⁽³⁾	(6)	06/17/2026	Common Stock	12,195 ⁽³⁾	(1)	0	D	
Stock Option (right to buy)	\$750 ⁽³⁾	05/31/2023		D			1,572 ⁽³⁾	(7)	07/18/2027	Common Stock	1,572 ⁽³⁾	(1)	0	D	
Stock Option (right to buy)	\$643 ⁽³⁾	05/31/2023		D			4,599 ⁽³⁾	(8)	02/06/2028	Common Stock	4,599 ⁽³⁾	(1)	0	D	
Stock Option (right to buy)	\$259.5 ⁽³⁾	05/31/2023		D			9,199 ⁽³⁾	(9)	01/01/2029	Common Stock	9,199 ⁽³⁾	(1)	0	D	
Stock Option (right to buy)	\$192 ⁽³⁾	05/31/2023		D			7,299 ⁽³⁾	(10)	01/01/2030	Common Stock	7,299 ⁽³⁾	(1)	0	D	
Stock Option (right to buy)	\$343 ⁽³⁾	05/31/2023		D			6,059 ⁽³⁾	(11)	01/03/2031	Common Stock	6,059 ⁽³⁾	(1)	0	D	
Stock Option (right to buy)	\$68.5 ⁽³⁾	05/31/2023		D			15,499 ⁽³⁾	(12)	01/03/2032	Common Stock	15,499 ⁽³⁾	(1)	0	D	
Stock Option (right to buy)	\$68.5 ⁽³⁾	05/31/2023		D			2,268 ⁽³⁾	(13)	01/03/2032	Common Stock	2,268 ⁽³⁾	(1)	0	D	

Explanation of Responses:

1. On May 31, 2023, the issuer canceled, pursuant to the issuer's option exchange program, all outstanding unexercised options granted to the reporting person. In exchange, the reporting person received (i) in the case of the canceled options that were fully vested, a grant of 56,873 restricted stock units (the "RSUs") that vest over two years, with 50% of such RSUs vesting on May 31, 2024 and 50% of such RSUs vesting on May 31, 2025 and (ii) in the case of the canceled options that were unvested, a grant of 14,842 RSUs that vest over three years, with 83% of such RSUs vesting on May 31, 2025 and 17% of such RSUs vesting on May 31, 2026, in each case, subject to the reporting person's continued service with the issuer. Each RSU represents a contingent right to receive one share of the issuer's common stock.

2. Includes 113,922 unvested RSUs.
3. The number of shares and exercise price reflect a 1-for-50 reverse stock split effected by the Issuer on October 20, 2022.
4. The canceled option was granted on June 4, 2015 and provided for vesting over four years with 1/48th of the shares underlying the option vested on May 8, 2015 and an additional 1/48th of the shares vested at the end of each successive one-month period thereafter.
5. The canceled option was granted on September 15, 2015 and provided for vesting over four years with 25% of the shares underlying the option vested on April 8, 2016 and 1/48th of the shares vested at the end of each successive one-month period thereafter.
6. The canceled option was granted on June 17, 2016 and provided for vesting over four years with 1/48th of the shares underlying the option vested on April 8, 2015 and an additional 1/48th of the shares vested at the end of each successive one-month period thereafter.
7. The canceled option was granted on July 19, 2017 and provided for vesting over four years with 1/48th of the shares underlying the option vested on August 31, 2017 and an additional 1/48th of the shares vested at the end of each successive one-month period thereafter.
8. The canceled option was granted on February 7, 2018 and provided for vesting with respect to 1/48th of the shares underlying the option at the end of each successive one-month period thereafter.
9. The canceled option was granted on January 2, 2019 and provided for vesting with respect to 1/48th of the shares underlying the option at the end of each successive one-month period thereafter.
10. The canceled option was granted on January 2, 2020 and provided for vesting with respect to 1/48th of the shares underlying the option at the end of each successive one-month period thereafter.
11. The canceled option was granted on January 4, 2021 and provided for vesting with respect to 1/48th of the shares underlying the option at the end of each successive one-month period thereafter.
12. The canceled option was granted on January 3, 2022 and provided for vesting with respect to 1/48th of the shares underlying the option at the end of each successive one-month period thereafter.
13. The canceled option was granted on January 3, 2022 and provided for the purchase of up to 5,670 shares of common stock of the issuer based on the level of achievement of specified performance metrics relating to financial, operational and scientific matters, of which, prior to the option exchange program, options to purchase 1,512 shares had vested, options to purchase 3,024 shares had been forfeited and options to purchase up to 1,134 shares were unvested assuming maximum level of achievement (options to purchase 756 shares were unvested assuming target level of achievement). The vested portion of the option and the unvested portion of the option assuming target level of achievement were eligible for the issuer's option exchange program.

/s/ Eric Trachtenberg, Attorney-in-Fact 06/02/2023

** 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.

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