FORM D

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

FORM D

OTICE OF SALE OF SECURITIES PURSUANT TO
REGULATION D,
SECTION 4(6), AND/OR

NIFORM LIMITED OFFERING EXEMPTION

86

000/4/0939

OMB APPROVAL				
OMB NUMBER:	3235-0076			
Expires:	April 30, 2008			
Estimated average burden				
hours per response	16.00			

	SEC USE ONLY	7
Prefix		Serial
	l	
	DATE RECEIVE	D

Name of Othering 12 check if this is an amenum	ient and name has changed, and muc	ate change.	
Series A Preferred Stock			
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505 ■ R	tule 506 □ Section 4(6) □	ULOE TRESTANDO AND THE LINE BY BY BY BY
Type of Filing: ■ New Filing □ Amendment			14410114444011444101144440111444
	A. BASIC IDENT	TIFICATION DATA	TADIN 21% (AND 10%) FRANCISION 21% (AND 11%) FRANCISION
1. Enter the information requested about the iss	uer		07075669
Name of Issuer (□ check if this is an amendmen	t and name has changed, and indicate	change.)	
Ophthotech Corporation			
Address of Executive Offices (Number and	d Street, City, State, Zip Code)	Tele	phone Number (Including Area Code)
66 Witherspoon Street, P.O. Box 214, Princet	on, NJ 08540		
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, Stat	e, Zip Code) Tele	phone Number (Including Area Code)
Brief Description of Business:			PHUCESSED
Biotechnology company			AUG 3 0 2007 ther (please specify): THOMSON ITNANCIAL
Type of Business Organization			2007
■ corporation	□ limited partnership, already	formed 🗆 o	ther (please specify):
□ business trust	☐ limited partnership, to be for	rmed	FINANCIA
	Month Year		- SUCIAL
Actual or Estimated Date of Incorporation or Or	ganization 01 2007	■ Actual □ Es	stimated
Jurisdiction of Incorporation or Organization: (E	inter two-letter U.S. Postal Service at CN for Canada; FN for other		

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA						
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)			<u>-</u>			
Curren David						
Guyer, David Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)			
c/o Ophthotech Corporation, 66 Withers				- D' - /	T. C	
Check Box(es) that Apply: Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name tirst, ii individual)						
Patel, Samir C.		<u> </u>				
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)			
c/o Ophthotech Corporation, 66 Withers	spoon Street, P.	O. Box 214. Princeton.	NJ 08540			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
CV 116 Colonia Address II C						
SV Life Sciences Advisors, LLC Business or Residence Address	(Number and S	treet, City, State, Zip Coo	de)		· · · · · · · · · · · · · · · · · · ·	
Dagmess of Residence Flamess	(1.4111001 4114 0	,,,,	,			
60 State Street, Suite 3650, Boston, MA						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	□Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
SV Life Sciences Fund IV, L.P.	-11-1					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	de)			
60 State Street, Suite 3650, Boston, MA	02109					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)			·-			
Name AIC						
Novo A/S Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
		, , , , , , , , , , , , , , , , , , , ,	,			
41 Krogshoejvej, DK-2880, Bagsvaerd, I				- 61		
Check Box(es) that Apply: Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last hame first, it mulvidual)						
HBM BioVentures (Cayman) Ltd.						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
Centennial Towers, 3rd Floor, 2454 West	Bay Road, Gr	and Cayman, Cayman I	Islands			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	• •					
Guyer Family Irrevocable Trust of 2007	,					
Business or Residence Address		Street, City, State, Zip Co	ode)		····	
c/o David Guyer, 279 Central Park Wes Check Box(es) that Apply:		York, NY 10024 ■ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	□ Promoter	Beneficial Owner	□ Executive Officer	□ Director	Ocheral and or Managing Farther	
Tutt (value (Last hame trist, it morrisons)						
Archemix Corp.		<u> </u>				
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
300 Third Street, Cambridge, MA 02142	2					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
OSI Pharmaceuticals, Inc.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
41 Pinelawn Road Melville NV 11747						

- 		A. BASIC IDENT	IFICATION DATA			
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Simon, Henry						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
	•					
c/o Ophthotech Corporation, 66 Wither						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Dyrberg, Thomas		_				
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		- '	
c/o Ophthotech Corporation, 66 Wither	snoon Street P	O Roy 214 Princeton	NJ 08540			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	a monto	C Desicional Office			9 8	
,						
Bolte, Axel	Ob	Anna City State 7in Cos	10)			
Business or Residence Address	(Number and S	treet, City, State, Zip Coc	10)			
c/o Ophthotech Corporation, 66 Wither	spoon Street, P	O. Box 214, Princeton,	NJ 08540			
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	□Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and S	treet, City, State, Zip Coc	le)			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	LI FIGILIOTEI	U Belleticiai Owiki	- Lxccutive Officer	- Director	O General and of Managing Future	
Tun Name (205) have most it marriadary						
	(3.7.)	2	1.\			
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
	`	• • •	•			
Charle Pow(es) that Applic		- 5 6 : 10	- F	- D'	- C	
Check Box(es) that Apply: Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
ruii Name (Last name mst, ii moividuai)						
<u> </u>						
Business or Residence Address (Number and Street, City, State, Zip Code)						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
·						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
Dubinios of Residence Address	(ioer and	2, 211, 2mic, 21p Ct	,			

· · · · ·

	B. INFORMATION ABOUT OFFERING				
	Yes	No			
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		•		
2	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	S n/a			
2.	what is the minimum investment that will be accepted from any mulvidual:	Yes	No		
3.	Does the offering permit joint ownership of a single unit?	•	0		
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.				
Full Non-	Name (Last name first, if individual)				
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		· · · · · ·		
Nam	ne of Associated Broker or Dealer				
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers				
	(All States			
_ [I	MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]		
Full	name (Last name first, if individual)				
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)				
Nam	ne of Associated Broker or Dealer				
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers				
	(Check "All States" or check individual States)	All States			
_ [/ _ [! _ [! _ [!	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]		
Full	Name (Last name first, if individual)				
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)				
Nam	ne of Associated Broker or Dealer		,		
States in which Person Listed Has Solicited or Intends to Solicit Purchasers					
	All States				
_ [A _ [1 _ [1] _ [1]	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [H!] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>42,290,000</u>	\$ <u>9,253,101</u>
	■ Common □ Preferred		
	Convertible Securities (including warrants)	S	s
	Partnership Interests	\$	\$
	Other (Specify)	S	\$
	Total	\$ <u>42,290,000</u>	\$ 9,253,101
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	5	\$ <u>9,253,101</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
1 .	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		s
	Printing and Engraving Costs		\$
	Legal Fees		\$ <u>100,000</u>
	Accounting Fees	_	\$
	Engineering Fees	_	\$
	Sales Commissions (specify finders' fees separately)		s
	Other Expenses (identify)		s
	Total	_	\$ 100,000

	C. OFTERING PRIC	TE, NUMBER OF INVESTORS, EX	PENSES AN	ND USE OF PROCEEDS		
	Enter the difference between the aggregate offer 1 and total expenses furnished in response to Part C adjusted gross proceeds to the issuer.*	-Question 4.a. This difference is the	:			S_42,190,000
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4,b above.					
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		۵	s	0	\$
	Purchase of real estate	··············	0	\$	0	\$
	Purchase, rental or leasing and installation of mach	inery and equipment	o	\$	a	s
	Construction or leasing of plant buildings and facil	ities	0	s	۵	s
	Acquisition of other business (including the value of that may be used in exchange for the assets or securorger)	rities of another issuer pursuant to a	o	\$	O	,
	Repayment of indebtedness		_	S_210,438.91		S1,954,52
	Working capital		-	\$	•	S <u>41,977,606.57</u>
	Other (specify):	•	_	s	-	\$
				<u> </u>	U	
				S	۵	s
	Column Totals		•	S <u>210.438.91</u>		\$ <u>41,979,561.09</u>
	Total Payments Listed (column totals added)			m 5 <u>42,190,000</u>		
		D. FEDERAL SIGNATU	TRE.			
ន្ទា ប	issuer has duly caused this notice to be signed by the indertaking by the issuer to furnish to the U.S. Securi-accredited investor pursuant to paragraph (b)(2) of 8	ties and Exchange Commission, upon t	If this notice written reques	is filed under Rule 505, the f st of its staff, the information	ollowing s furnished	signature constitutes by the issuer to any
	er (Print or Type) othotech Corporation	Signature SIG	1	Date August <u>18</u> , 2007		
Nan	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
	ir C. Patel	President				
		······································	•			

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

