FORM D

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

PROCESSED 3

FORM D

MAY 0 2 2008 NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

THOMSON REUTERS SECTION 4(6), AND/OR LIMITED OFFERING EXEMPTION

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

	SEC USE O	NLY
Prefix	•	Serial
	DATE RECE	IVED
	1 1	

Series A Preferred Stock						
				_		
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505	■ Rule 506	□ Section 4	4(6) □ ULOE		
Type of Filing: □ New Filing ■ Amendment						
	A. BASIC I	DENTIFICAT	TION DATA			
. Enter the information requested about the iss	suer			· · · · · · · · · · · · · · · · · · ·	08047215	
Name of Issuer (check if this is an amendmen	nt and name has changed, and in	ndicate change.)		00017210	
Ophthotech Corporation						
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number			Telephone Number (Inc	(Including Area Code)		
One Penn Plaza, 35th Floor, New York, NY 10119				212-845-8200		
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)			Telephone Number (Inc	cluding Area Code)		
Brief Description of Business:		-		<u> </u>	SEC	
Biotechnology company					Mäll Processing Section	
Type of Business Organization						
corporation	☐ limited partnership, al	•		☐ other (please specify)): APR 23 2008	
□ business trust	☐ limited partnership, to	be formed				
	Month Year		- 4 -41	D. Politica and	Washington, 🕮	
Actual or Estimated Date of Incorporation or O furisdiction of Incorporation or Organization: (1)	~		■ Actual	☐ Estimated	7725111191011, 989 100	

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).

CN for Canada; FN for other foreign jurisdiction)

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.

Where 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 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)		 				
Guyer, David						
	(Number and Street, City, State, Zip Co	de)				
c/o Ophthotech Corporation, One Penn P Check Box(es) that Apply:			■ Director	C Consultative Managing Postson		
Full Name (Last name first, if individual)	□ Promoter ■ Beneficial Owner	■ Executive Officer	Director	☐ General and/or Managing Partner		
Tun Name (Last hame thist, it murvidual)						
Patel, Samir C.			···			
Business or Residence Address	(Number and Street, City, State, Zip Co	de)		·		
c/o Ophthotech Corporation, One Penn P	Plaza, 35th Floor, New York, NY 10119					
	☐ Promoter ■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)						
SV Life Sciences Advisers, LLC						
Business or Residence Address (Number and Street, City, State, Zip Coo	le)				
60 State Street, Suite 3650, Boston, MA 0: Check Box(es) that Apply:		□Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)	☐ Promoter ■ Beneficial Owner	DEXECUTIVE OTHER	Li Director	Ochera and or managing ranner		
Tan Admir (2005, Marie 11155, Mineralana)						
SV Life Sciences Fund IV, L.P.		1-1				
Business or Residence Address (Number and Street, City, State, Zip Coo	16)				
60 State Street, Suite 3650, Boston, MA 0	2109					
	☐ Promoter ■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)	·					
Novo A/S						
Business or Residence Address	(Number and Street, City, State, Zip Co	de)				
41 Krogshoejvej, DK-2880, Bagsvaerd, D	enmark					
	☐ Promoter ■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)						
HBM BioVentures (Cayman) Ltd.						
	(Number and Street, City, State, Zip Co	đe)				
Centennial Towers, 3rd Floor, 2454 West						
Check Box(es) that Apply: Full Name (Last name first, if individual)	☐ Promoter ■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Pull Name (Last name mst, if motividual)	-			•		
Guyer Family Irrevocable Trust of 2007						
Business or Residence Address	(Number and Street, City, State, Zip Co	ode)				
c/o David Guyer, 279 Central Park West,	, #16BC, New York, NY 10024					
	☐ Promoter ■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)		-				
Archemix Corp.						
	(Number and Street, City, State, Zip Co	ode)				
200 mbb Par. 4 60 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	-					
300 Third Street, Cambridge, MA 02142 Check Box(es) that Apply:	□ Promoter ■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)	□ Promoter ■ Beneficial Owner	D Executive Officer	D Director	P Ochiciat and on Intaliaging Patrice		
OSI Pharmaceuticals, Inc. Business or Residence Address	(Number and Street, City, State, Zip Co	ode)				
	und direct, ony, butto, bip of	/				

41 Pinelawn Road, Melville, NY 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)						
Cimon House						
Simon, Henry Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)			
Dasiness of Registric Registres	(, 211), 211110, 214	,			
c/o Ophthotech Corporation, One Penn	Plaza, 35 th Floo	r, New York, NY 10119				
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 Coo	de)			
c/o Ophthotech Corporation, One Penn	Plaza, 35th Floo	r, New York, NY 10119				
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Bolte, Axel						
Business or Residence Address	(Number and S	treet, City, State, Zip Cod	e)			
		,				
c/o Ophthotech Corporation, One Penn	Plaza, 35th Flo					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	□Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Biogen Idec MA, Inc.						
Business or Residence Address	(Number and S	treet, City, State, Zip Cod	e)			
	`		•			
14 Cambridge Center, Cambridge, MA						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
PDL BioPharma, Inc.						
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	le)			
34801 Campus Drive, Fremont, CA 945 Check Box(es) that Apply:		- 5				
Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner	
ruit Name (Last name 111st, 11 individual)				•		
Harrison, Evelyn						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
A Carlotte to Comment of the Comment	. Di 15th 121-	an Nam Vanla NV 10110	1			
c/o Ophthotech Corporation, One Penn Check Box(es) that Apply:		Beneficial Owner	■ Executive Officer	D.Di-sets-	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	☐ Promoter	U Beneficial Owner	Executive Officer	☐ Director	D General and of Managing Farther	
i un rame (Last name trist, il muividual)						
Biancardi, Tom						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
ale Onbibatesh Corneration One Penn	Diana 15th Fla	on Now Vork NV 10110	1			

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

· -	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?	þ	•
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	\$ n/a	
	, , , , , , , , , , , , , , , , , , ,	Yes	No
3.	Does the offering permit joint ownership of a single unit?	-	
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) 10.		
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	
[l	[MT]	_ [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	
IJ	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	
^]_ I) 1) I)	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]	_ [1D] _ [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

l.	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 cand 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	\$ 48,790,000	\$ <u>24,470,344</u>
	■ Common □ Preferred		
	Convertible Securities (including warrants)	s	\$
	Partnership Interests	\$	s
	Other (Specify)	s	\$
	Total	\$ 48,790,000	\$ 24,470,344
	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>24,470,344</u>
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		S
	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	Dollar Amount Sold
	Type of offering	Security	2010
	Rule 505		\$
	Regulation A		\$
	Rule 504		<u> </u>
	Total		S
4.	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	0	s
	Printing and Engraving Costs	-	s
	Legal Fees	•	\$ 100,000
	Accounting Fees	-	<u> </u>
	-	o _	\$
	Engineering Fees.	O.	3
	Sales Commissions (specify finders' fees separately)	0	\$
	Other Expenses (identify)	D	\$
	Total	_	\$100,000_

	C. OFFERING	PRICE, NUMBER OF INVESTORS, E	XPENSES AN	D USE OF PROCEEDS		
	b. Enter the difference between the aggregate 1 and total expenses furnished in response to 1 "adjusted gross proceeds to the issuer."	Part C - Question 4.a. This difference is t	he			\$ 48,690,000
5.	Indicate below the amount of the adjusted gro for each of the purposes shown. If the amoun and check the box to the left of the estimate. ' adjusted gross proceeds to the issuer set forth	for any purpose is not known, furnish an The total of the payments listed must equa	estimate I the			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees			\$	0	\$
	Purchase of real estate		۵	s		\$
	Purchase, rental or leasing and installation of	nachinery and equipment	0	S	o	S
	Construction or leasing of plant buildings and	facilities	o	S	0	S
	Acquisition of other business (including the vi					
	that may be used in exchange for the assets or merger)		o	\$	٥	\$
	Repayment of indebtedness			\$ <u>210,438.91</u>		\$ <u>1,954,52</u>
	Working capital			\$	•	\$ <u>48,477,606.57</u>
	Other (specify):		0	S	D	\$
			_			
				s	0	s
	Column Totals		=	\$_210,438.91	•	\$ <u>48,479,561.09</u>
	Total Payments Listed (column totals added) .			■ \$ <u>48</u>	,690,000	_
		D. FEDERAL SIGNA	ΓURE	****		
an ı	issuer has duly caused this notice to be signed beindertaking by the issuer to furnish to the U.S. S-accredited investor pursuant to paragraph (b)(2)	ecurities and Exchange Commission, upor				
	er (Print or Type) nthotech Corporation	Signature	Af	Date April 16, 2008		
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type)	V		. //	1
	nir C. Patel	President				
	· · · · · · · · · · · · · · · · · · ·				100	 ·

ATTENTION

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

