

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 12, 2018**

**OPHTHOTECH CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36080**  
(Commission  
File Number)

**20-8185347**  
(IRS Employer  
Identification No.)

**One Penn Plaza, 35th Floor**  
**New York, NY 10119**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(212) 845-8200**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 12, 2018, the Board of Directors (the “Board”) of Ophthotech Corporation (the “Company”) increased the size of the Board from seven to eight members and elected Adrienne L. Graves, Ph.D., as a director of the Company, effective immediately. Dr. Graves was appointed as a Class III director and will serve in accordance with the Amended and Restated Bylaws of the Company until the 2019 annual meeting of stockholders and thereafter until her successor is duly elected and qualified or until her earlier death, resignation or removal. Dr. Graves was also appointed to serve on the Compensation Committee of the Board. Following Dr. Graves' appointment, the Compensation Committee is now comprised of Dr. Graves, Mr. David Redlick (Chair), Dr. Thomas Dyrberg, M.D., D.M.Sc., and Dr. Michael J. Ross, Ph.D.

In accordance with the Company’s director compensation policy (the “Policy”), Dr. Graves will receive (i) annual cash compensation of \$45,000 for her service as a director, (ii) additional annual cash compensation of \$7,500 as a member of the Compensation Committee and (iii) reimbursement for reasonable travel and other expenses incurred in connection with attending meetings of the Board and committees thereof. In addition, in accordance with the Policy, Dr. Graves was granted a stock option to purchase up to 32,000 shares of the Company’s common stock at a per share exercise price of \$1.45, which was the closing price of the Company’s common stock on Wednesday, December 12, 2018, the date of grant. The option will vest monthly in equal amounts over a three-year period following the date of grant, subject to continued service with the Company.

On December 12, 2018, Dr. Ross informed the Board that he is resigning from the Board effective at the end of February 2019. Dr. Ross informed the Board that his decision to resign was based on his commitments to SV Health Investors, where he serves as a Managing Partner, and not as a result of any disagreement with the Company.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OPHTHOTECH CORPORATION

Date: December 14, 2018

By: /s/ David F. Carroll

David F. Carroll

Senior Vice President, Chief Financial Officer and Treasurer