

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>GUYER DAVID R</u>  (Last) (First) (Middle) <u>C/O IVERIC BIO, INC.</u> <u>ONE PENN PLAZA, 35TH FLOOR</u>  (Street) <u>NEW YORK NY 10119</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IVERIC bio, Inc. [ ISEE ]</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>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/09/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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			

**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)	\$5.22	12/09/2019		A		142,500		(1)	12/08/2029	Common Stock	142,500	\$0	142,500	D	
Restricted Stock Units	(2)	12/09/2019		A		71,250		(3)	(3)	Common Stock	71,250	\$0	71,250	D	

**Explanation of Responses:**

- Subject to continued employment with the Registrant and the other terms and conditions under the Registrant's 2013 Stock Incentive Plan, the stock option award will vest as follows: (1) no shares underlying the option shall vest unless, for a period of twenty consecutive trading days, the average closing sale price of the Registrant's common stock is equal to or exceeds 125% of the exercise price per share of such option (the "Performance Condition"), (2) subject to satisfaction of the Performance Condition, the option shall vest with respect to 25% of the shares subject to the option on the first anniversary of the grant date and with respect to the remaining shares in equal monthly installments through the fourth anniversary of the grant date, and (3) such stock option shall be subject to "double-trigger" acceleration of vesting upon termination of employment following a change in control of the Registrant.
- Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- Subject to continued employment with the Registrant and the other terms and conditions under the Registrant's 2013 Stock Incentive Plan, the award of restricted stock units will vest with respect to 25% of the shares subject to the award on each of the first, second, third and fourth anniversaries of the grant date.

/s/ Todd Anderman, as  
Attorney-in-Fact for David R. Guyer      12/11/2019

\*\* 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.