

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

OPHTHOTECH CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation
or Organization)

20-8185347
(I.R.S. Employer
Identification No.)

One Penn Plaza, 35th Floor
New York, New York
(Address of Principal Executive Offices)

10119
(Zip Code)

2013 Stock Incentive Plan
(Full Title of the Plan)

David R. Guyer, M.D.
Chief Executive Officer
Ophthotech Corporation
One Penn Plaza, 35th Floor
New York, New York 10119
(Name and Address of Agent for Service)

(212) 845-8200
(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	1,256,528 shares	\$ 30.36(2)	\$ 38,149,115(2)	\$ 4,914.00

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of (a) \$31.29, the weighted average exercise price of 422,495 shares subject to outstanding stock option grants under the 2013 Stock Incentive Plan that have not previously been registered under the Securities Act of 1933, as amended, and (b) \$29.89, the average of the high and low sale prices of the Registrant's Common Stock as reported on The NASDAQ Global Select Market on January 27, 2014, in accordance with Rule 457(c) under the Securities Act of 1933, as amended, for the remaining 834,033 shares issuable under the 2013 Stock Incentive Plan which are not yet subject to outstanding options.

EXPLANATORY NOTE

This Registration Statement on Form S-8, relating to the 2013 Stock Incentive Plan of Ophthotech Corporation (the "Registrant"), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Accordingly, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-191767, filed with the Securities and Exchange Commission on October 16, 2013 by the Registrant, relating to the Registrant's Amended and Restated 2007 Stock

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 31st day of January, 2014.

OPHTHOTECH CORPORATION

By: /s/ David R. Guyer

David R. Guyer, M.D.

Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Ophthotech Corporation, hereby severally constitute and appoint David R. Guyer, Samir C. Patel and Bruce Peacock, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Ophthotech Corporation to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David R. Guyer</u> David R. Guyer, M.D.	Chief Executive Officer and Chairman of the Board of Directors (principal executive officer)	January 31, 2014
<u>/s/ Samir C. Patel</u> Samir C. Patel, M.D.	President and Vice Chairman of the Board of Directors	January 31, 2014
<u>/s/ Bruce Peacock</u> Bruce Peacock	Chief Financial and Business Officer (principal financial officer)	January 31, 2014
<u>/s/ Axel Bolte</u> Axel Bolte	Director	January 31, 2014
<u>/s/ Thomas Dyrberg</u> Thomas Dyrberg, M.D., D.M.Sc.	Director	January 31, 2014
<u>/s/ Nicholas Galakatos</u> Nicholas Galakatos, Ph.D.	Director	January 31, 2014
<u>/s/ Michael Ross</u> Michael Ross, Ph.D.	Director	January 31, 2014
<u>/s/ Glenn Sblendorio</u> Glenn Sblendorio	Director	January 31, 2014

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
4.1*	Restated Certificate of Incorporation of the Registrant
4.2*	Amended and Restated By-Laws of the Registrant
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP
24.1	Power of attorney (included on the signature pages of this registration statement)

* Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-190643) and incorporated herein by reference.

January 31, 2014

Ophthotech Corporation
One Penn Plaza, 35th Floor
New York, NY 10119

Re: Ophthotech Corporation
Registration Statement on Form S-8
2013 Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "**Registration Statement**") to be filed with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Securities Act**"), relating to an aggregate of 1,256,528 shares of common stock, \$0.001 par value per share (the "**Shares**"), of Ophthotech Corporation, a Delaware corporation (the "**Company**"), issuable under the Company's 2013 Stock Incentive Plan (the "**Plan**").

We have examined the Certificate of Incorporation and Bylaws of the Company, each as amended and/or restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the State of New York, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Wilmer Cutler Pickering Hale and Dorr LLP, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007
Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: /s/ Brian A. Johnson
Brian A. Johnson, a Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2013 Stock Incentive Plan, of Ophthotech Corporation of our report dated July 11, 2013 (except as to the thirteenth paragraph of Note 16 as to which the date is September 9, 2013), with respect to the financial statements of Ophthotech Corporation for the year ended December 31, 2012 included in the Registration Statement (Form S-1 No. 333-190643) and the related Prospectus, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

MetroPark, New Jersey
January 30, 2014
