

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Westby Keith</u>			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) Director _____ 10% Owner _____ Officer (give title below) <u>SVP, Chief Operating Officer</u> Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2023</u>			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		
C/O IVERIC BIO, INC. 8 SYLVAN WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(Street)	(City)	(State)	(Zip)					
PARSIPPANY	NJ		07054					

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			
Common Stock	05/01/2023		M ⁽¹⁾		8,786	A	\$4.52	48,438	D	
Common Stock	05/01/2023		S ⁽¹⁾		8,786	D	\$37.12 ⁽²⁾	39,652	D	
Common Stock	05/01/2023		M ⁽¹⁾		11,214	A	\$5.22	50,866	D	
Common Stock	05/01/2023		S ⁽¹⁾		11,214	D	\$37.12 ⁽²⁾	39,652	D	
Common Stock	05/02/2023		M ⁽¹⁾		20,000	A	\$2.94	59,652	D	
Common Stock	05/02/2023		S ⁽¹⁾		20,000	D	\$37.81 ⁽³⁾	39,652	D	

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)	\$4.52	05/01/2023		M ⁽¹⁾			8,786	(4)	01/29/2027	Common Stock	8,786	\$4.52	0	D	
Stock Option (right to buy)	\$5.22	05/01/2023		M ⁽¹⁾			11,214	(5)	12/08/2029	Common Stock	11,214	\$5.22	63,786	D	
Stock Option (right to buy)	\$2.94	05/02/2023		M ⁽¹⁾			20,000	(6)	12/18/2027	Common Stock	20,000	\$2.94	120,000	D	

Explanation of Responses:

- The exercises and sales reported on this form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 16, 2022.
- The sale price of the Reporting Person's shares represents the weighted average price of all shares sold by a broker in multiple transactions effected at prices ranging from \$36.79 to \$37.50 per share on May 1, 2023. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Registrant or a security holder of the Registrant, information regarding the number of shares sold at each price within the range.
- The sale price of the Reporting Person's shares represents the weighted average price of all shares sold by a broker in multiple transactions effected at prices ranging from \$37.63 to \$38.04 per share on May 2, 2023. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Registrant or a security holder of the Registrant, information regarding the number of shares sold at each price within the range.
- This stock option award was granted on January 30, 2017 and vested 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 approximately equal monthly installments through the fourth anniversary of the grant date.
- This stock option award was granted on December 9, 2019 and vests 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 approximately equal monthly installments through the fourth anniversary of the grant date.
- This stock option award was granted on December 19, 2017 and vested 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 approximately equal monthly installments through the fourth anniversary of the grant date.

Remarks:

/s/ Todd D.C. Anderman, as
Attorney-in-Fact for Keith 05/03/2023
Westby

** 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.