

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person* <u>THIRD ROCK VENTURES LP</u> <hr/> (Last) (First) (Middle) <u>29 NEWBURY STREET</u> <hr/> (Street) <u>BOSTON MA 02116</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/05/2014</u>	3. Issuer Name and Ticker or Trading Symbol <u>Eleven Biotherapeutics, Inc. [ EBIO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>330,708</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series A Preferred Stock</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>3,267,716</u>	<u>(1)</u>	<u>D<sup>(2)</sup></u>	
<u>Series B Preferred Stock</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>481,619</u>	<u>(3)</u>	<u>D<sup>(2)</sup></u>	
<u>Common Stock Warrant (right to purchase)</u>	<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>127,077</u>	<u>0.0635</u>	<u>D<sup>(2)</sup></u>	
<u>Common Stock Warrant (right to purchase)</u>	<u>(5)</u>	<u>(5)</u>	<u>Common Stock</u>	<u>82,989</u>	<u>0.0635</u>	<u>D<sup>(2)</sup></u>	

1. Name and Address of Reporting Person* <u>THIRD ROCK VENTURES LP</u> <hr/> (Last) (First) (Middle) <u>29 NEWBURY STREET</u> <hr/> (Street) <u>BOSTON MA 02116</u> <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Third Rock Ventures GP, L.P.</u> <hr/> (Last) (First) (Middle) <u>29 NEWBURY STREET</u> <hr/> (Street) <u>BOSTON MA 02116</u> <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<u>TRV GP, LLC</u>		
(Last)	(First)	(Middle)
<u>29 NEWBURY STREET</u>		
(Street)		
<u>BOSTON</u>	<u>MA</u>	<u>02116</u>
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The Series A Preferred Stock is convertible into Common Stock on an 6.35-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
2. The general partner of Third Rock Ventures, L.P. is Third Rock Ventures GP, LP ("TRV GP"). The general partner of TRV GP is Third Rock Ventures GP, LLC ("TRV GP, LLC"). TRV GP and TRV GP, LLC disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
3. The Series B Preferred Stock is convertible into Common Stock on an 6.35-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
4. The Warrant to purchase Common Stock as shown in column 3 is exercisable at any time at the holder's election prior to June 28, 2018, and automatically upon the closing of the Issuer's initial public offering.
5. The Warrant to purchase Common Stock as shown in column 3 is exercisable at any time at the holder's election prior to December 4, 2018, and automatically upon the closing of the Issuer's initial public offering.

**Remarks:**

/s/ Kevin Gillis, Manager      02/06/2014  
By: Third Rock Ventures GP,  
L.P., its general partner By:  
TRV GP, LLC, its general      02/05/2014  
partner By: /s/ Kevin Gillis  
Kevin Gillis, Manager  
By: TRV GP, LLC, its general  
partner By: /s/ Kevin Gillis,      02/05/2014  
Manager

\*\* 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 5 (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.**