

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

**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

<b>1. Name and Address of Reporting Person*</b> <u>Thorp Clay</u>  (Last) (First) (Middle) <u>C/O CLEARSIDE BIOMEDICAL, INC.</u> <u>1220 OLD ALPHARETTA ROAD, SUITE 300</u>  (Street) <u>ALPHARETTA GA 30005</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Clearside Biomedical, Inc. [ CLSD ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/07/2016</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	06/07/2016		C		3,321,785 <sup>(1)</sup>	A	(2)	3,433,833	I	See Footnotes <sup>(3)(4)</sup>
Common Stock	06/07/2016		X		43,410	A	\$0.022	3,477,243	I	See Footnotes <sup>(3)(4)</sup>
Common Stock	06/07/2016		S <sup>(5)</sup>		138	D	\$7	3,477,105	I	See Footnotes <sup>(3)(4)</sup>
Common Stock	06/07/2016		P		785,714	A	\$7	4,262,819	I	See Footnotes <sup>(3)(4)</sup>

**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	Amount or Number of Shares
Series A Preferred Stock	(2)	06/07/2016		C			4,071,815	(2)	(2)	Common Stock	1,850,823 <sup>(2)</sup>	\$0.00	0	I	See Footnotes <sup>(3)(4)</sup>	
Series A-1 Preferred Stock	(2)	06/07/2016		C			1,654,531	(2)	(2)	Common Stock	752,058 <sup>(2)</sup>	\$0.00	0	I	See Footnotes <sup>(3)(4)</sup>	
Series B Preferred Stock	(2)	06/07/2016		C			865,881	(2)	(2)	Common Stock	393,581 <sup>(2)</sup>	\$0.00	0	I	See Footnotes <sup>(3)(4)</sup>	
Series C Preferred Stock	(2)	06/07/2016		C			675,795	(2)	(2)	Common Stock	325,323 <sup>(2)</sup>	\$0.00	0	I	See Footnotes <sup>(3)(4)</sup>	
Warrant to Purchase Common Stock (right to buy)	\$0.022	06/07/2016		X			19,900		04/28/2014	(6)	Common Stock	19,900	\$0.00	0	I	By Hatteras Venture Partners III, LP <sup>(3)(4)(7)</sup>
Warrant to Purchase Common Stock (right to buy)	\$0.022	06/07/2016		X			1,805		04/28/2014	(6)	Common Stock	1,805	\$0.00	0	I	By Hatteras Venture Affiliates III, LP <sup>(3)(4)(8)</sup>
Warrant to Purchase Common Stock (right to buy)	\$0.022	06/07/2016		X			21,705		04/28/2014	(6)	Common Stock	21,705	\$0.00	0	I	By Hatteras Venture Partners IV SBIC, LP <sup>(3)(4)(9)</sup>

**Explanation of Responses:**

1. The total represents shares received upon conversion of shares of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock.

2. Effective immediately prior to the closing of the Issuer's initial public offering of its common stock, each share of Series A Preferred Stock, Series A-1 Preferred Stock and Series B Preferred Stock automatically converted into 0.454545 shares of the Issuer's common stock, and each share of Series C Preferred Stock automatically converted into 0.4814 shares of the Issuer's common stock. The Preferred Stock had no expiration date.

3. The reporting person is one of the general partners of: (i) Hatteras Venture Advisors III, LLC, the general partner of Hatteras Venture Partners III, LP ("HVP III") and Hatteras Venture Affiliates III, LP ("HVA III"); (ii) Hatteras Venture Advisors IV SBIC, LLC, the general partner of Hatteras Venture Partners IV SBIC, LP ("HVP IV SBIC"); and (iii) Hatteras Venture Advisors IV, LLC, the general partner of Hatteras Venture Partners IV, LP ("HVP IV") and Hatteras NC Fund, LP ("Hatteras NC"). HVP III, HVA III, HVP IV SBIC, HVP IV and Hatteras NC are the record holders of the securities, and the reporting person may be deemed to share voting and dispositive power over the securities held by HVP III, HVA III, HVP IV SBIC, HVP IV and Hatteras NC.

4. The reporting person disclaims beneficial ownership of these securities and this report is not an admission that the reporting person is a beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.

5. On June 7, 2016, HVP III, HVA III and HVP IV SBIC exercised warrants to purchase an aggregate of 43,410 shares of Issuer's common stock for \$0.022 per share. HVP III, HVA III and HVP IV SBIC paid the exercise price on a cashless basis, resulting in the Issuer's withholding of an aggregate of 138 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 43,272 shares.

6. This warrant would have expired upon the closing of the Issuer's initial public offering.

7. This warrant was held directly by HVP III.

8. This warrant was held directly by HVA III.

9. This warrant was held directly by HVP IV SBIC.

**Remarks:**

/s/ Brian F. Leaf, Attorney-in-Fact for Clay Thorp      06/07/2016

\*\* 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.

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