

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>Murray Mark Anthony</u>  (Last) (First) (Middle) C/O OYSTER POINT PHARMA, INC. 202 CARNEGIE CENTER, SUITE 109  (Street) PRINCETON NJ 08540  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/30/2019	3. Issuer Name and Ticker or Trading Symbol <u>Oyster Point Pharma, Inc. [ OYST ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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 <input 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)
Common Stock, par value \$0.001 per share	1,930	D	

**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				
Series A Convertible Preferred Stock	(1)	(1)	Common Stock, par value \$0.001 per share	(1)	D	
Employee Stock Option (Right to Buy)	(2)	05/24/2027	Common Stock, par value \$0.001 per share	0.2	D	
Employee Stock Option (Right to Buy)	(3)	11/10/2027	Common Stock, par value \$0.001 per share	1.02	D	
Employee Stock Option (Right to Buy)	(4)	11/10/2027	Common Stock, par value \$0.001 per share	1.02	D	
Employee Stock Option (Right to Buy)	(5)	06/06/2029	Common Stock, par value \$0.001 per share	5.33	D	
Employee Stock Option (Right to Buy)	(6)	06/06/2029	Common Stock, par value \$0.001 per share	5.33	D	

**Explanation of Responses:**

- These shares of Series A Convertible Preferred Stock will automatically be converted into shares of the Issuer's common stock, \$0.001 par value per share ("Common Stock"), on a one-for-one basis, immediately prior to the completion of the Issuer's initial public offering. The Series A Convertible Preferred Stock has no expiration date.
- Option granted on May 24, 2017 under the Oyster Point Pharma, Inc. 2016 Equity Incentive Plan (the "Plan"). One forty-eighth of the total number of shares subject to the option vested on May 19, 2016, and one forty-eighth of the remaining shares vested, and continue to vest, monthly thereafter, subject to continued service to the Issuer through each such vesting date.
- Option granted on November 10, 2017 under the Plan. All of the Common Stock of the Issuer subject to the option vested on November 10, 2017.
- Option granted on November 10, 2017 under the Plan. One forty-eighth of the total number of shares subject to the option vested on December 10, 2017, and one forty-eighth of the remaining shares vested, and continue to vest, monthly thereafter, subject to continued service to the Issuer through each such vesting date. The award is subject to vesting acceleration under certain circumstances.
- Option granted on June 6, 2019 under the Plan. All of the Common Stock of the Issuer subject to the option vested on July 24, 2019.
- Option granted on June 6, 2019 under the Plan. One forty-eighth of the total number of shares subject to the option vested on June 3, 2019, and one forty-eighth of the remaining shares vested, and continue to vest, monthly thereafter, subject to continued service to the Issuer through each such vesting date.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/Jeffrey Nau, Attorney-in-fact 10/30/2019

\*\* 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 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.**

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Oyster Point Pharma, Inc. (the "Company"), hereby constitutes and appoints Jeffrey Nau and Daniel Lochner and each of them, as the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of October, 2019.

Signature: /s/ Mark Murray

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Print Name: Mark Murray