

**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

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Brazzell Romulus K</u> <hr/> (Last) (First) (Middle) <u>C/O KALA BIO, INC.</u> <u>1167 MASSACHUSETTS AVENUE</u> <hr/> (Street) <u>ARLINGTON MA 02476</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KALA BIO, Inc. [ KALA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SEE REMARKS
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/06/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 <sup>(1)</sup>	01/06/2025		A		10,100	A	\$0	94,864 <sup>(2)</sup>	D	
Common Stock	01/06/2025		S		2,446 <sup>(3)</sup>	D	\$7.63 <sup>(4)</sup>	92,418 <sup>(2)</sup>	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)	\$7.53	01/06/2025		A		45,200		(5)	01/05/2035	Common Stock	45,200	\$0	45,200	D	

**Explanation of Responses:**

- Grant of restricted stock units ("RSUs") under the Issuer's Amended and Restated 2017 Equity Incentive Plan. Each RSU represents a contingent right to receive one share of the Issuer's common stock. Subject to the Reporting Person's continued employment with the Issuer, the RSUs will vest as to 1/3 of the shares underlying the RSUs on January 6, 2026, as to 1/3 of the shares underlying the RSUs on January 6, 2027 and as to the final 1/3 of shares underlying the RSUs on January 6, 2028
- Includes 62,961 unvested RSUs.
- This sale was made pursuant to a 10b5-1 trading plan to cover tax withholding obligations in connection with the vesting and settlement of the Reporting Person's RSUs granted on January 4, 2023 and January 4, 2024.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.48 to \$7.63, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- This option was granted on January 6, 2025 and vests over four years beginning on the vesting commencement date of January 6, 2025, with 1/48th the shares underlying the option vesting at the end of each successive one-month period thereafter until January 6, 2029, subject to the Reporting Person's continued employment with the Issuer.

**Remarks:**

Head of Research and Development and Chief Medical Officer

/s/ Mary Reumuth, Attorney-in-Fact 01/07/2025

\*\* 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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