

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>AFEYAN NOUBAR</u>  (Last) (First) (Middle) <u>C/O ELEVEN BIOTHERAPEUTICS, INC.</u> <u>215 FIRST STREET, SUITE 400</u>  (Street) <u>CAMBRIDGE MA 02142</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 02/05/2014	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Eleven Biotherapeutics, Inc. [ EBIO ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
No securities are beneficially owned	0 <sup>(1)</sup>	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	Title	Amount or Number of Shares			

**Explanation of Responses:**

1. Mr. Afeyan does not own shares in his individual capacity. He is a manager of Flagship Ventures 2007 General Partner LLC ("Fund 2007 GP"), the sole general partner of Flagship Ventures Fund 2007, L.P. ("Flagship 2007"), and a manager of Flagship Ventures Fund IV General Partner LLC ("Fund IV GP"), the sole general partner of each of Flagship Ventures Fund IV, L.P. ("Flagship IV"), and Flagship Ventures Fund IV-Rx, L.P. ("Flagship IV-Rx"). Flagship 2007, Flagship IV and Flagship IV-Rx (collectively, the "Funds") are reporting persons and, concurrently herewith, are jointly filing a Form 3 reporting their ownership in certain of the Issuer's derivative and non-derivative securities (collectively, the "Fund Shares"). As a manager of Fund 2007 GP and Fund IV GP, Mr. Afeyan may be deemed to share voting and investment power with respect to the Fund Shares. Mr. Afeyan disclaims beneficial ownership of the Fund Shares, except to the extent of his pecuniary interest therein.

/s/ Noubar B. Afeyan, Ph.D.      02/05/2014

\*\* 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.