

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>JAFCO Super V3 Investment Limited Partnership</u>  (Last) (First) (Middle) <u>OTEMACHI FIRST SQUARE, WEST TOWER 11F</u>  (Street) <u>CHIYODA-KU, TOKYO MO 100-0004</u>  (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)  6. Individual or Joint/Group Filing (Check Applicable Line) <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)
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**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			
Series A Preferred Stock	(1)	(1)	Common Stock	1,574,803	0	D	
Series B Preferred Stock	(2)	(2)	Common Stock	232,105	0	D	
Common Stock Warrant (right to purchase)	(3)	(3)	Common Stock	61,242	0.0635	D	
Common Stock Warrant (right to purchase)	(4)	(4)	Common Stock	39,994	0.0635	D	

**Explanation of Responses:**

- 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.
- 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.
- 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.
- The Warrant to purchase Common Stock as shown in column 3 is exercisable at any time at the holder's election prior to December 6, 2018, and automatically upon the closing of the Issuer's initial public offering.

/s/ Hironori Hozoji

02/06/2014

\*\* 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.