

OvaScience, Inc.  
 Form 3  
 December 11, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â McNeely Theresa		(Month/Day/Year)	OvaScience, Inc. [OVAS]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/09/2014		
C/O OVASCIENCE, INC.,Â 215			(Check all applicable)	
FIRST STREET, SUITE 240			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
CAMBRIDGE,Â MAÂ 02142			EVP, Chief Comm. Officer	
(City)	(State)	(Zip)		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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.**

**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 of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Stock Option (right to buy)	Â (1)	09/07/2022	Common Stock	58,000	\$ 5.48	D	Â
Stock Option (right to buy)	Â (2)	01/29/2023	Common Stock	15,000	\$ 9	D	Â
Stock Option (right to buy)	Â (3)	06/07/2023	Common Stock	20,000	\$ 14	D	Â
Stock Option (right to buy)	Â (4)	03/05/2024	Common Stock	35,000	\$ 10.09	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McNeely Theresa C/O OVASCIENCE, INC. 215 FIRST STREET, SUITE 240 CAMBRIDGE, MA 02142	Â	Â	Â EVP, Chief Comm. Officer	Â

## Signatures

/s/ William C. Hicks,  
Attorney-in-Fact

12/11/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) The option vests as to 25% of the shares on August 21, 2013 and vests as to an additional 6.25% of the shares at the end of each successive three-month period thereafter.
- (2) The option vests as to 25% of the shares on January 1, 2014 and vests as to an additional 6.25% of the shares at the end of each successive three-month period thereafter.
- (3) The option vests as to 25% of the shares on June 7, 2014 and vests as to an additional 6.25% of the shares at the end of each successive three-month period thereafter.
- (4) The option vests as to 25% of the shares on March 5, 2015 and vests as to an additional 6.25% of the shares at the end of each successive three-month period thereafter.

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### Remarks:

Ex. 24.1 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.