

**CERTIFICATE OF AMENDMENT  
OF  
THE FIFTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
AVEDRO, INC.**

Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware

**AVEDRO, INC.** (the "**Corporation**"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Corporation's Fifth Amended and Restated Certificate of Incorporation is hereby amended as set forth below:

1. The first paragraph of Part A of Article IV of the Corporation's Fifth Amended and Restated Certificate of Incorporation is amended by deleting it in its entirety and inserting the following provision in lieu thereof:

**"Authorization of Stock.** This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue is one hundred thirty six million six hundred three thousand four hundred (136,603,400). The total number of shares of common stock authorized to be issued is seventy five million four hundred forty two thousand nine hundred forty five (75,442,945), par value \$0.00001 per share (the "**Common Stock**"). The total number of shares of preferred stock authorized to be issued is sixty one million one hundred sixty thousand four hundred fifty five (61,160,455), par value \$0.00001 per share (the "**Preferred Stock**"), of which two million seven hundred forty three thousand (2,743,000) are designated as "**Series A Preferred Stock**," twelve million one hundred fifty four thousand seven hundred thirty (12,154,730) are designated as "**Series A-1 Preferred Stock**" (the Series A-1 Preferred Stock together with the Series A Preferred Stock, the "**Series A/A-1 Preferred Stock**"), eleven million five hundred eighty four thousand nine hundred thirty eight (11,584,938) are designated as "**Series B Preferred Stock**," and thirty four million six hundred seventy seven thousand seven hundred eighty seven (34,677,787) are designated as "**Series C Preferred Stock**."

2. Section 4(d)(ii) clauses (I) and (J) of ARTICLE IV, Part B are deleted in their entirety and replaced with the following:

**"(I)** pursuant to the Series C Preferred Purchase Agreement, dated on or about the date hereof, as amended from time to time, between this corporation and the other parties thereto; or

(J) pursuant to equipment leasing or other debt financing transactions, or warrants to purchase such shares of Common Stock or Preferred Stock pursuant to equipment leasing or other debt financing transactions, approved unanimously by this corporation's Board of Directors.”

SECOND: The foregoing amendment to the Fifth Amended and Restated Certificate of Incorporation of the Corporation was duly adopted by vote of the directors and stockholders of the Corporation in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its duly authorized officer, this 6th day of February, 2012.

**AVEDRO, INC.**

By: /s/ David F. Muller  
David F. Muller, Ph.D.  
Chief Executive Officer