
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the Month of June 2021

Commission File Number: 001-39621

OPTHEA LIMITED

(Translation of registrant's name into English)

**Level 4
650 Chapel Street
South Yarra, Victoria 3141
Australia
(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

EXHIBITS

<u>Exhibit</u>	<u>Description</u>
99.1	Appendix 3B
99.2	Appendix 2A
99.3	Cleansing Notice

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 22, 2021

OPTHEA LIMITED

By: /s/ Megan Baldwin
Megan Baldwin, Ph.D.
Chief Executive Officer and Managing Director

Announcement Summary

Entity name

OPTHEA LIMITED

Announcement Type

New announcement

Date of this announcement

21/6/2021

The Proposed issue is: A placement or other type of issue**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
OPT	ORDINARY FULLY PAID	3,346,432

Proposed +issue date

21/6/2021

Refer to next page for full details of the announcement

1.1 Name of +Entity

OPTHEA LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

32006340567

1.3 ASX issuer code

OPT

1.4 The announcement is

New announcement

1.5 Date of this announcement

21/6/2021

1.6 The Proposed issue is:

A placement or other type of issue

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

OPT : ORDINARY FULLY PAID

Number of +securities proposed to be issued

3,346,432

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

ADS foregone as part of cashless exercise

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

22.400000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Part 7C - Timetable

7C.1 Proposed +issue date

21/6/2021

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

No

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

7F.01 The purpose(s) for which the entity is issuing the securities

Exercise of pre-funded warrants

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)

Announcement Summary

Entity name

OPTHEA LIMITED

Announcement Type

New announcement

Date of this announcement

Tuesday June 22, 2021

The +securities to be quoted are: +Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B**Total number of +securities to be quoted**

ASX +security code	Security description	Number of +securities to be quoted	Issue date
OPT	ORDINARY FULLY PAID	3,346,432	21/06/2021

Refer to next page for full details of the announcement

1.1 Name of entity

OPTHEA LIMITED

We (the entity named above) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules.

1.2 Registered number type

ABN

Registration number

32006340567

1.3 ASX issuer code

OPT

1.4 The announcement is

New announcement

1.5 Date of this announcement

22/6/2021

2.1 The +securities to be quoted are:

+Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B

Previous Appendix 3B details:

Announcement Date and Time	Announcement Title	Selected Appendix 3B to submit quotation request
21-Jun-2021 16:28	New - Proposed issue of securities - OPT	<input type="text" value="A placement or other type of issue"/>

2.3a.2 Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?

No

Placement Details

ASX +security code and description

OPT : ORDINARY FULLY PAID

Issue date

21/6/2021

Distribution Schedule

Provide a distribution schedule for the new +securities according to the categories set out in the left hand column -including the number of recipients and the total percentage of the new +securities held by the recipients in each category.

Number of +securities held	Number of holders	Total percentage of +securities held For example, to enter a value of 50% please input as 50.00
1 - 1,000		%
1,001 - 5,000		%
5,001 - 10,000		%
10,001 - 100,000		%
100,001 and over		%

Number of +securities to be quoted

3,346,432

Are the +securities being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Cashless Pre funded warrants exercised

Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted

0.00000669

Any other information the entity wishes to provide about the +securities to be quoted

\$22.40 for 3,346,432 ordinary shares

**Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)**

4.1 Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities subject of this application)

ASX +security code and description	Total number of +securities on issue
OPT : ORDINARY FULLY PAID	351,003,541

4.2 Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
OPTAB : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	16,644,000

21 June 2021

The Manager
Market Announcements Office
ASX Limited
Level 4, North Tower, Rialto
525 Collins Street
MELBOURNE VIC 3000

Dear Sir/Madam

Notice under section 708A(5)(e) of the Corporations Act 2001 (Cth)

This notice is given by Opthea Limited ACN 006 340 567 (ASX Code: OPT) (**Opthea**) under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Opthea has today issued 3,346,432 fully paid ordinary shares in Opthea (**Shares**) in accordance with the announcements made by Opthea on 21 June 2021.

Opthea advises as follows:

- (a) the Shares have been issued without disclosure under Part 6D.2 of the Corporations Act;
- (b) as at the date of this notice, Opthea has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Opthea; and
 - (ii) section 674 of the Corporations Act; and
- (c) as at the date of this notice, there is no “excluded information” of the type referred to in sections 708A(7) and 708A(8) of the Corporations Act.

Yours sincerely,

/s/ Karen Adams

Karen Adams

This announcement was authorised to be given to the ASX by the Company Secretary.

Opthea Limited, Suite 0403, Level 4, 650 Chapel Street, South Yarra, Victoria 3141, Australia
A.C.N. 006 340 567 | Telephone: +61 3 9826 0399 | Website: www.opthea.com