

# **SECOND SIGHT MEDICAL PRODUCTS INC**

Reported by  
**COSENDAI GREGOIRE**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/16/17 for the Period Ending 03/14/17

Address	12744 SAN FERNANDO ROAD, BLDG. 3 SYLMAR, CA 91342
Telephone	818-833-5000
CIK	0001266806
Symbol	EYES
SIC Code	3845 - Electromedical and Electrotherapeutic Apparatus
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may  
continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Cosendai Gregoire</b>		<b>SECOND SIGHT MEDICAL PRODUCTS INC [ EYES ]</b>		____ Director                      ____ 10% Owner	
(Last)                      (First)                      (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		__ X __ Officer (give title below)                      ____ Other (specify below)	
<b>12744 SAN FERNANDO ROAD, SUITE 400</b>		<b>3/14/2017</b>		<b>VP of European Operations</b>	
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>SYLMAR, CA 91342</b>				__ X __ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	
(City)                      (State)                      (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/14/2017	3/14/2017	A		3366	A	\$1.47	10395 (1)	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant to Purchase Common Stock	\$1.47	3/14/2017		A		3366 (1)		3/14/2017	3/14/2022	Common Stock	3366	(1)	3366	D	
Non-Qualified Stock Option (right to buy)	\$1.97							1/3/2018 (2)	1/3/2027	Common Stock	228190		228190	D	
Non-Qualified Stock Option (right to buy)	\$4.1							1/21/2017 (2)	1/21/2026	Common Stock	11513		11513	D	
Non-Qualified Stock Option (right to buy)	\$5							11/1/2009 (3)	11/1/2018	Common Stock	20000		20000	D	
Non-Qualified Stock Option (right to buy)	\$5							2/1/2010 (3)	2/1/2019	Common Stock	5081		5081	D	
Non-Qualified Stock Option (right to buy)	\$5							5/1/2010 (3)	5/1/2019	Common Stock	10000		10000	D	
Non-Qualified Stock Option (right to buy)	\$5							2/1/2011 (3)	2/1/2020	Common Stock	14475		14475	D	
Non-Qualified Stock Option (right to buy)	\$5							6/1/2011 (3)	6/1/2020	Common Stock	2125		2125	D	
Non-Qualified Stock Option (right to buy)	\$5							12/1/2011 (4)	12/1/2020	Common Stock	25000		25000	D	
Non-Qualified Stock Option (right to buy)	\$5							3/1/2012 (4)	3/1/2021	Common Stock	6650		6650	D	
Non-Qualified Stock Option (right to buy)	\$5							3/1/2013 (4)	3/1/2022	Common Stock	7750		7750	D	
Non-Qualified Stock Option (right to buy)	\$5							4/1/2015 (4)	4/1/2024	Common Stock	10937		10937	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$9							9/26/2015 (4)	9/26/2024	Common Stock	51009		51009	D	
Non-Qualified Stock Option (right to buy)	\$13.09							3/26/2016 (4)	3/25/2025	Common Stock	6250		6250	D	

**Explanation of Responses:**

- ( Common stock and warrants reported on this Form 4 pursuant to an exercise of subscription rights previously distributed by the Company to all holders of the
- 1) Company's common stock. Each stockholder received a right to invest \$0.47 for every share held of record on February 10, 2017, the record date, to purchase units consisting of one share of common stock and one warrant to purchase one share of common stock. The final allocation numbers of units were distributed on March 14, 2017.
- (
- 2) Options vest over a four year term of which one-fourth vest on the Date Exercisable, with the remaining options vesting quarterly over three years thereafter.
- (
- 3) Options vest in 5 yearly increments starting with the Date Exercisable
- (
- 4) Options vest in 4 yearly increments starting with the Date Exercisable

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cosendai Gregoire 12744 SAN FERNANDO ROAD SUITE 400 SYLMAR, CA 91342			VP of European Operations	

**Signatures**

/s/ Gregoire Cosendai

3/16/2017

\*\*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 4(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 control number.