

SECOND SIGHT MEDICAL PRODUCTS INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 08/07/17

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

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Second Sight Medical Products, Inc.
(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

02-0692322
(I.R.S. Employer
Identification No.)

**12744 San Fernando Road, Suite 400
Sylmar, California 91342**

(818) 833-5000
(Address of Principal Executive Offices, including Zip Code)

**Second Sight Medical Products Inc. 2011 Equity Incentive Plan, as amended
Second Sight Medical Products Inc. 2015 Employee Stock Purchase Plan, as amended**

(Full title of the plans)

**Will McGuire
Chief Executive Officer
Second Sight Medical Products, Inc.
12744 San Fernando Road, Suite 400
Sylmar, California 91342**
(Name and address of agent for service)

(818) 833-5000
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer Accelerated filer
Non-accelerated filer (do not check if a small reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, no par value per share	2,000,000 (2)	\$ 1.23	\$ 2,460,000	\$ 285.11
Common Stock, no par value per share	500,000 (3)	\$ 1.23	\$ 615,000	\$ 71.28
Total	2,500,000	\$ 1.23	\$ 3,075,000 (4)	\$ 356.39

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this registration statement also covers any additional shares of common stock that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transactions effected without the registrant's receipt of consideration that results in an increase in the number of registrant's outstanding shares of common stock.

(2) Represents additional shares issuable upon exercise of options reserved pursuant to future awards under the amended 2011 Equity Plan.

(3) Represents additional shares of common stock reserved for issuance pursuant to future awards under the 2015 Employee Stock Purchase Plan, as amended.

(4) Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the 1933 Act solely for the purpose of calculating the registration fee on the basis of \$1.23 per share which represents the average of the high and low price per share of the Company's common stock on August 3, 2017 as reported on the Nasdaq Capital Market.

Explanatory Note

This Registration Statement on Form S-8 is being filed by Second Sight Medical Products, Inc. (the “Registrant”) to register a total of (i) 2,000,000 additional shares of common stock issuable under the Registrant’s 2011 Equity Incentive Plan, as amended, (the “Option Shares”) and (ii) 500,000 shares of common stock (the “Plan Shares”) issuable under the Registrant’s 2015 Employee Stock Purchase Plan, as amended. The Option Shares and the Plan Shares are in addition to the common stock previously registered for issuance on the Registrant’s Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 15, 2017 (File No. 333-218016) (the “Prior Registration Statement”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to such instruction, the contents of the Prior Registration Statement are incorporated by reference and made part of this Registration Statement.

ITEM 8. EXHIBITS.

Exhibit No.	Description of Exhibits	Method of Filing
5.1	Opinion and Consent of Aaron A. Grunfeld	Filed electronically herewith
10.4	2011 Equity Incentive Plan, as amended (1)	
10.17	2015 Employee Stock Purchase Plan, as amended (1)	
23.1*	Consent of Gumbiner Savett Inc.	Filed electronically herewith
23.2*	Consent of Aaron A. Grunfeld (included in Exhibit 5.1).	
24.1	Power of Attorney (Included on the signature page to this registration statement)	
(1)	Incorporated by reference to the registrant’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on May 1, 2017	

*Law Offices of Aaron A. Grunfeld & Associates
11111 Santa Monica Boulevard, Suite 1840
Los Angeles, California 90025*

August 4, 2017

Second Sight Medical Products, Inc.
12744 San Fernando Road Suite, 400
Sylmar, California 91342

Re: Second Sight Medical Products, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as a counsel to Second Sight Medical Products, Inc., a California corporation (the “Company” or “Registrant”) in connection with the Registration Statement on Form S-8 (the “Registration Statement”) to be filed by the Company with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended (the “Act”), of an aggregate of 2,500,000 shares of common stock (the “Shares”) of Second Sight Medical Products, Inc. (the “Company”), no par value, consisting of (i) 2,000,000 additional shares of common stock of the Company, issuable under the Registrant’s 2011 Equity Incentive Plan, as amended (the “Option Shares”), and (ii) 500,000 shares of common stock of the Company (the “Plan Shares”), issuable under the Registrant’s 2015 Employee Stock Purchase Plan, as amended (the “ESPP”).

You have requested our opinion as to the matters set forth below in connection with the Registration Statement. For purposes of rendering that opinion, we have examined the Plan, the ESPP, the Registration Statement, the Company’s Restated Articles of Incorporation, Amended and Restated Bylaws, and the corporate actions of the Company that provide for the issuance of the Shares, and we have made such other investigation as we have deemed appropriate. We have examined and relied upon certificates of public officials and, as to certain matters of fact that are material to our opinion we have also relied on a certificate of an officer of the Company.

For the purposes of this opinion letter, we have assumed that: (a) each document submitted to us is accurate and complete; (b) each such document that is an original is authentic; (c) each such document that is a copy conforms to an authentic original; (d) all signatures on each such document are genuine; and that (e) the Company is and shall remain at all times a corporation duly incorporated, validly existing and in good standing under the laws of the State of California. We have further assumed the legal capacity of natural persons, and we have assumed that each party to the documents we have examined or relied on has the legal capacity or authority and has satisfied all legal requirements that are applicable to that party to the extent necessary to make such documents enforceable against that party. We have not verified any of those assumptions.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when acquired, issued and sold in the manner referred to in the Plan and/or in the ESPP and pursuant to the agreements that accompany the Plan and the ESPP, will be legally and validly issued, fully paid, and nonassessable and have been authorized by all necessary corporate actions of the Company.

The opinion expressed herein is limited to the California Corporations Code, including the applicable provisions of the California Constitution and the reported judicial decisions interpreting such law, in each case as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion should be inferred or implied beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement to effect registration of the Shares under the Act. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Law Offices of Aaron A. Grunfeld & Associates



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Second Sight Medical Products, Inc.

We hereby consent to the use in this Registration Statement on Form S-8 of our report dated March 15, 2017, relating to the consolidated balance sheets of Second Sight Medical Products, Inc. and Subsidiary (the "Company") as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive loss, stockholders' equity (deficiency), and cash flows for each of the years in the three-year period ended December 31, 2016, which is incorporated by reference in the Registration Statement. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

/s/ Gumbiner Savett Inc.
August 4, 2017
Santa Monica, California
