

SECOND SIGHT MEDICAL PRODUCTS INC

Reported by
PFEFFER MATTHEW J

FORM 4 (Statement of Changes in Beneficial Ownership)

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

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| Address | 12744 SAN FERNANDO ROAD, BLDG. 3 SYLMAR, CA 91342 |
| Telephone | 818-833-5000 |
| CIK | 0001266806 |
| Symbol | EYES |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
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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 * PFEFFER MATTHEW J (Last) (First) (Middle) 28903 NORTH AVENUE PAINE (Street) VALENCIA, CA 91355 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol SECOND SIGHT MEDICAL PRODUCTS INC [EYES] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/14/2017</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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 | | 5582 <u>(1)</u> | A | \$1.47 <u>(1)</u> | 23043 | 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 | | | | |
| Warrant to Purchase Common Stock | \$1.47 | 3/14/2017 | | A | | 5582 <u>(1)</u> | | 3/14/2017 | 3/14/2022 | Common Stock | 5582 <u>(1)</u> | 5582 | D | |

Explanation of Responses:

(Mr. Pfeffer acquired common stock and warrants reported on this Form 4 pursuant to an exercise of subscription rights previously distributed by the Company)
 1) to all holders of the 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 allocations of units were confirmed on March 14, 2017.

Remarks:

* Power-of-Attorney, attached as exhibit.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PFEFFER MATTHEW J 28903 NORTH AVENUE PAINE VALENCIA, CA 91355 | X | | | |

Signatures

/s/ Tom Miller by Power-of-Attorney*

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.

POWER OF ATTORNEY

(FOR EXECUTING FORM ID, FORMS 3, 4 AND 5 AND SCHEDULES 13D AND 130)

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Tom Miller and Scott Dunbar, or either of them, signing individually, the undersigned's true and lawful attorneys-in-fact and agents to:


- (i) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the Securities and Exchange Commission of reports required by Section 13(d) and Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or any rules or regulations promulgated thereunder;
- (ii) prepare, execute and file, for and on behalf of the undersigned with respect to holdings of and transactions in securities issued by a company to the undersigned or Second Sight Medical Products, Inc. any and all documents and filings that are required or advisable to be made with the United States Securities and Exchange Commission, any stock exchange or similar authority, under the Exchange Act, including without limitation (a) any Joint Filing Agreement under Rule 13d-1(k) of the Exchange Act (or any successor provision thereunder), Schedule 130 and Schedule 130 (or any successor schedules or forms adopted under the Exchange Act) and any amendments thereto in accordance with Section 13 of the Exchange Act and the rules thereunder, and (b) Forms 3, 4 and 5 and any amendments thereto in accordance with Section 16(a) of the Exchange Act and the rules thereunder; and
- (iii) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact in serving in such capacity at the request of the undersigned, are not assuming, nor is Second Sight Medical Products, Inc. assuming, any of the undersigned's responsibilities to comply with the Exchange Act, including without limitation Sections 13 and 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file any form or document with respect to the undersigned's holdings of and transactions in securities issued by a company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact shall no longer be employed by (or ceases to be a Director of) Second Sight Medical Products, Inc.

I hereby declare that any act or thing lawfully done hereunder by the foregoing attorneys-in-fact shall be binding on the undersigned as if done by myself.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of June, 2015.



Matthew J. Pfeffer