

# **SECOND SIGHT MEDICAL PRODUCTS INC**

Reported by  
**MCGUIRE JONATHAN WILL**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/22/17 for the Period Ending 11/21/17

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**

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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

<b>1. Name and Address of Reporting Person *</b>  <b>McGuire Jonathan Will</b>  (Last) (First) (Middle)  <b>12744 SAN FERNANDO ROAD, SUITE 400</b>  (Street)  <b>SYLMAR, CA 91342</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>SECOND SIGHT MEDICAL PRODUCTS INC [ EYES ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chief Executive Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/21/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	11/20/2017	11/20/2017	M		11875 <u>(1)</u>	A	\$1.19	85861	D	
Common Stock	11/21/2017		D		4522	D	\$1.18	81339 <u>(2)</u>	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	3/14/2022	Common Stock	6794		6794	D	
Non-Qualified Stock Option (right to buy)	\$1.97							1/3/2018 <u>(3)</u>	1/3/2027	Common Stock	571330		571330	D	
Non-Qualified Stock Option (right to buy)	\$4.1							1/21/2017 <u>(3)</u>	1/21/2026	Common Stock	21290		21290	D	
Non-Qualified Stock Option (right to buy)	\$12.43							8/17/2016 <u>(3)</u>	8/17/2025	Common Stock	420000		420000	D	
Restricted Stock Unit (RSU)	<u>(4)</u>	11/21/2017	11/21/2017	M		11875		8/17/2016 <u>(3)</u>	8/17/2019	Common Stock	190000	<u>(5)</u>	83125	D	

**Explanation of Responses:**

- (1) 11,875 shares of common stock acquired upon quarterly vesting of Restricted Stock Units (RSUs).
- (2) 4,522 shares were sold to satisfy the tax withholding requirements on vesting of RSUs.
- (3) Options and RSUs vest over a 4 year term, with 25% vesting on the Date Exercisable as set forth in this Form 4 and thereafter vesting in 12 equal quarterly installments of 6.25%.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock of the Company.
- (5) Not Applicable.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGuire Jonathan Will				

12744 SAN FERNANDO ROAD SUITE 400 SYLMAR, CA 91342	X		Chief Executive Officer	
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**Signatures**

/s/ Jonathan Will McGuire

11/22/2017

\*\*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.

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