

SECOND SIGHT MEDICAL PRODUCTS INC

Reported by
RANDOLPH EDWARD DAVID

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 01/08/18 for the Period Ending 01/04/18

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
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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)	
Randolph Edward David		SECOND SIGHT MEDICAL PRODUCTS INC [EYES]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President of Manufacturin	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
12744 SAN FERNANDO ROAD, SUITE 400		1/4/2018			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SYLMAR, CA 91342				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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								22	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)	\$2.06	1/4/2018		A		45000		1/4/2019 (1)	1/4/2028	Common Stock	45000	(4)	45000	D	
Non-Qualified Stock Option (right to buy)	\$1.9700							1/3/2018 (2)	1/3/2027	Common Stock	151170		151170	D	
Non-Qualified Stock Option (right to buy)	\$4.1000							1/21/2017 (2)	1/21/2026	Common Stock	11513		11513	D	
Non-Qualified Stock Option (right to buy)	\$5.0000							2/1/2009 (3)	2/1/2018	Common Stock	2290		2290	D	
Non-Qualified Stock Option (right to buy)	\$5.0000							11/1/2009 (3)	11/1/2018	Common Stock	25000		25000	D	
Non-Qualified Stock Option (right to buy)	\$5.0000							2/1/2010 (3)	2/1/2019	Common Stock	6750		6750	D	
Non-Qualified Stock Option (right to buy)	\$5.0000							2/1/2011 (3)	2/1/2020	Common Stock	20750		20750	D	
Non-Qualified Stock Option (right to buy)	\$5.0000							3/1/2012 (3)	3/1/2021	Common Stock	8313		8313	D	
Non-Qualified Stock Option (right to buy)	\$5.0000							3/1/2013 (3)	3/1/2022	Common Stock	7750		7750	D	
Non-Qualified Stock Option (right to buy)	\$5.0000							4/1/2015 (3)	4/1/2024	Common Stock	10937		10937	D	
Non-Qualified Stock Option (right to buy)	\$9.0000							9/26/2015 (3)	9/26/2024	Common Stock	65895		65895	D	
Non-Qualified Stock Option (right to buy)	\$13.0900							3/25/2016 (3)	3/25/2025	Common Stock	6250		6250	D	

Explanation of Responses:

- (1) The shares subject to this option shall vest and become exercisable at a rate of 25% of the total number of shares on the one-year anniversary of January 4, 2018 (the "Vesting Commencement Date") and 6.25% of the total number of shares shall vest each quarterly anniversary of the Vesting Commencement Date thereafter, for so long as the Reporting Person provides continuous service to the Issuer, such that the total number of shares shall be fully vested on the four-year anniversary of the Vesting Commencement Date.
- (2) Options vest over a four year term of which one-fourth vests on the Date Exercisable, with the remaining options vesting quarterly over three years thereafter.
- (3) Options vest in 4 yearly increments starting with the Date Exercisable.
- (4) Not Applicable

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Randolph Edward David 12744 SAN FERNANDO ROAD SUITE 400 SYLMAR, CA 91342			Vice President of Manufacturin	

Signatures/s/ Edward Randolph1/8/2018

**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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