

SECOND SIGHT MEDICAL PRODUCTS INC

Reported by
MCGUIRE JONATHAN WILL

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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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 * McGuire Jonathan Will (Last) (First) (Middle) 12744 SAN FERNANDO ROAD, SUITE 400 (Street) SYLMAR, CA 91342 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol SECOND SIGHT MEDICAL PRODUCTS INC [EYES] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/4/2018</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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								81339	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			450000	1/4/2019 (1)	1/4/2028	Common Stock	450000	(3)	450000	D	
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 (2)	1/3/2027	Common Stock	571330		571330	D	
Non-Qualified Stock Option (right to buy)	\$4.1							1/21/2017 (2)	1/21/2026	Common Stock	21290		21290	D	
Non-Qualified Stock Option (right to buy)	\$12.43							8/17/2016 (2)	8/17/2025	Common Stock	420000		420000	D	
Restricted Stock Unit (RSU)	(3)							8/17/2016 (2)	8/17/2019	Common Stock	190000		83125	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 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%.
- (3) 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

1/8/2018

**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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