

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): April 3, 2018

SECOND SIGHT MEDICAL PRODUCTS, INC.

(Exact Name of Registrant as Specified in Its Charter)

California

(State or Other Jurisdiction of Incorporation)

333-198073

(Commission File Number)

02-0692322

(IRS Employer Identification No.)

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

(Address of Principal Executive Offices)

(818) 833-5000

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Dr. Robert J. Greenberg as Director, and Officer of the Company

On April 3, 2018, Dr. Robert Greenberg, our former Chairman of the Board, tendered his resignation as a director and from all other positions at the company effective immediately. Written correspondence from Dr. Greenberg to Bill Link, the chair of the Board's Compensation Committee, concerning the circumstances surrounding his resignation is attached as Exhibit 17.1 to this Current Report on Form 8-K. The Board disagrees with the characterizations in Dr. Greenberg's email but has accepted his resignation and has been conducting severance discussions with him that currently are in process.

In the view of the Board and of management, Dr. Greenberg's resignation was an outgrowth of a disagreement over his reporting relationship with the Company and his proposed compensation.

No later than the day that the company files this Form 8-K with the SEC, we will provide Dr. Greenberg with a copy of the disclosures made in this Form 8-K and inform him that he has the opportunity to furnish us as promptly as possible with a letter stating whether he agrees with the statements made in this Form 8-K and, if not, stating the respects in which he does not agree. Any such letter received by us from Dr. Greenberg will be filed with the SEC.

Item 8.01 Other Events

On April 9, 2018, the Company issued a press release announcing Dr. Greenberg's resignation.

A copy of our press release entitled "Second Sight Announces Dr. Robert Greenberg's Resignation from Board of Directors and as an Officer of the Company" is attached as Exhibit 99.1 to this Current Report on Form 8-K, and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.

Description

[17.1](#)

[Correspondence from Dr. Robert Greenberg dated April 3, 2018.](#)

[99.1](#)

[Press Release issued April 9, 2018](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 9, 2018

SECOND SIGHT MEDICAL PRODUCTS, INC.

/s/ John T. Blake
By: John T. Blake
Chief Financial Officer

“**Subject:** RE: Sorry we didn't connect Tuesday before my flight

Dear Bill:

Over the past few months, I have made significant efforts to try to remain with the company, including through a potential consulting agreement. I was promised the terms would be resolved in a short period of time, but, instead, after voicing certain complaints, I was ostracized and ultimately, I believe, forced out, which is disappointing in light of significant effort and contributions on my part to the company. In light of the foregoing, I have been forced to leave the company effective immediately, and hereby immediately conclude any officer and board of director positions.

Bob”

**FOR IMMEDIATE RELEASE****Second Sight Announces Dr. Robert Greenberg's Resignation from Board of Directors and as an Officer of the Company**

Los Angeles, CA – April 9, 2018 – Second Sight Medical Products, Inc. (NASDAQ: EYES) ("Second Sight" or "the Company"), a developer, manufacturer and marketer of implantable visual prosthetics that are intended to create an artificial form of useful vision to blind patients, today announced that Dr. Robert Greenberg, MD, PhD has resigned from the Company's Board of Directors and the Company, effective April 3, 2018. Dr. Robert Greenberg has served on the Board of Directors since May 2003, as Chief Executive Officer from December 1998 to August 2015, and as Chairman of the Board of Directors from August 2015 to March 2018.

"I have enjoyed working with Bob to advance Second Sight's breakthrough technologies and bring them to market worldwide. Second Sight has benefited from his deep clinical insights and extensive industry and technical knowledge. On behalf of the entire management team, we sincerely appreciate his contributions over the years towards achieving Second Sight's mission of treating nearly all forms of blindness and wish him well. As we move forward, I am confident that we have the right team in place to execute upon our R&D and clinical programs," stated Will McGuire, President and Chief Executive Officer of Second Sight.

"On behalf of the Board of Directors, I would like to thank Bob for his contributions to Second Sight. I look forward to our ongoing achievements as we transition to the next phase of growth and accelerate our efforts towards the full commercial success of the Argus[®] II Retinal Prosthesis System and our revolutionary Orion[™] Cortical Visual Prosthesis System. We remain focused on providing life-changing benefits to our customers with an emphasis on creating long-term value for our shareholders," said Gregg Williams, Chairman of the Board of Second Sight.

"I would like to thank the past and current employees of Second Sight, our many partners, most importantly, the patient volunteers, and the investors who have supported our mission to help the blind to once again see," said Dr. Greenberg.

About Second Sight

Second Sight's mission is to develop, manufacture and market innovative implantable visual prosthetics to enable blind individuals to achieve greater independence. Second Sight has developed, and now manufactures and markets, the Argus[®] II Retinal Prosthesis System. Development of new hardware and software intended to improve the quality of the vision produced by the Argus system is ongoing. Second Sight is also developing the Orion[™] Visual Cortical Prosthesis to restore some vision to individuals who are blind due to many causes other than preventable or treatable conditions. Second Sight's U.S. Headquarters are in Los Angeles, California, and European Headquarters are in Lausanne, Switzerland. For more information, please visit www.secondsight.com.

About the Argus II Retinal Prosthesis System

Second Sight's Argus II System provides electrical stimulation that bypasses defunct retinal cells and stimulates remaining viable cells inducing visual perception in individuals with severe to profound retinitis pigmentosa (RP). The Argus II works by converting images captured by a miniature video camera mounted on the patient's glasses into a series of small electrical pulses, which are transmitted wirelessly to an array of electrodes implanted on the surface of the retina. These pulses stimulate the retina's remaining cells, intending to result in the perception of patterns of light in the brain. The patient must learn to interpret these visual patterns, having the potential to regain some visual function. The Argus II was the first artificial retina to receive widespread commercial approval, and is offered at approved centers in Canada, France, Germany, Italy, Russia, Saudi Arabia, Singapore, South Korea, Spain, Taiwan, Turkey, the United Kingdom, and the United States. Further information on the long-term benefits and risks can be found in the peer reviewed paper at: <http://www.sciencedirect.com/science/article/pii/S0161642016305796>

About the Orion Visual Cortical Prosthesis System

Like the Argus II, the Orion converts images captured by a miniature video camera mounted on the patient's glasses into a series of small electrical pulses. The Orion is designed to transmit these electrical pulses wirelessly to an array of electrodes implanted on the surface of the visual cortex, intended to result in the perception of patterns of light. By bypassing the retina and optic nerve and directly stimulating the visual cortex, a cortical prosthesis system has the potential to restore useful vision to many more patients than the Argus II, including patients completely blinded due to many reasons, including glaucoma, diabetic retinopathy, or forms of cancer and trauma. The Company has initiated a feasibility study in the U.S. at two centers: the Ronald Reagan UCLA Medical Center and Baylor College of Medicine in Houston. The first-in-human subject was implanted and activated as part of the first-in-human clinical studies with the Orion in 2018. No clinical data is yet available for the Orion.

Safe Harbor

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange and Exchange Act of 1934, as amended, which are intended to be covered by the "safe harbor" created by those sections. All statements in this release that are not based on historical fact are "forward looking statements." These statements may be identified by words such as "estimates," "anticipates," "projects," "plans," or "planned," "seeks," "may," "will," "expects," "intends," "believes," "should," and similar expressions, or the negative versions thereof, and which also may be identified by their context. All statements that address operating performance or events or developments that Second Sight expects or anticipates will occur in the future, such as stated objectives or goals, or that are not otherwise historical facts, are forward-looking statements. While management has based any forward-looking statements included in this release on its current expectations, the information on which such expectations were based may change. Forward-looking statements involve inherent risks and uncertainties which could cause actual results to differ materially from those in the forward-looking statements, as a result of various factors including those risks and uncertainties described in the Risk Factors and in Management's Discussion and Analysis of Financial Condition and Results of Operations sections of our Annual Report, on Form 10-K, filed on March 20, 2018, and our other reports filed from time to time with the Securities and Exchange Commission. We urge you to consider those risks and uncertainties in evaluating our forward-looking statements. We caution readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. Except as otherwise required by the federal securities laws, we disclaim any obligation or undertaking to publicly release any updates or revisions to any forward-looking statement contained herein (or elsewhere) to reflect any change in our expectations with regard thereto, or any change in events, conditions, or circumstances on which any such statement is based.

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