

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <u>Williams Gregg</u> _____ (Last) (First) (Middle) <u>12744 SAN FERNANDO ROAD</u> <u>SUITE 400</u> _____ (Street) <u>SYLMAR CA 91342</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SECOND SIGHT MEDICAL PRODUCTS INC [ EYES ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/18/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	10/18/2018		p <sup>(1)</sup>		2,467,767 <sup>(1)</sup>	A	\$1.62 <sup>(1)</sup>	32,980,672 <sup>(2)</sup>	I	See footnote <sup>(1)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Sam B Williams 95 GST Trust ("GST") acquired 1,233,863 shares of common stock and the Gregg G. Williams 2006 Trust ("GW") acquired 1,233,864 shares of common stock both in a private placement pursuant to a Securities Purchase Agreement ("SPA") on October 18, 2018 from the issuer at a purchase price of \$1.62 per share, the last reported sale price by Nasdaq on October 18, 2018. Mr. Williams is a trustee of GST and GW.
- After giving effect to the transactions reported on this Form 4, shares beneficially owned by Mr. Williams include (i) 18,847,699 shares of common stock and warrants to purchase 6,802,721 shares of common stock owned by GW Trust, (ii) 1,484,254 shares of common stock owned by Williams International Co. LLC, whose manager is Mr. Williams, (iii) 4,358,082 shares of common stock owned by Sam Williams Family Investments LLC, whose manager is Mr. Williams, and (iv) 8,290,637 shares of common stock owned by GST.

/s/ John T. Blake, Attorney-in-fact 10/22/2018

\*\* 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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