

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): **August 16, 2022**

SECOND SIGHT MEDICAL PRODUCTS, INC.
(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation)

001-36747
(Commission
File Number)

02-0692322
(IRS Employer
Identification No.)

13170 Telfair Ave
Sylmar, California
(Address of principal executive offices)

91342
(Zip Code)

Registrant's telephone number, including area code: **(818) 833-5000**

Not Applicable
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	EYES	Nasdaq
Warrants	EYESW	Nasdaq

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 28, 2022, Second Sight Medical Products, Inc. (the “Company”) filed a Certificate of Amendment to its Restated Articles of Incorporation, as amended (the “Amendment”) with the Secretary of State of the State of California to effect a one-for-three (1-for-3) reverse stock split of its outstanding common stock. On August 16, 2022, the Company received notice that the Amendment was accepted by the California Secretary of State. The effective time of the amendment was 5:00 p.m. Pacific Time on Tuesday, August 9, 2022.

The Amendment provides that, at the effective time of the Amendment, every three (3) shares of the Company’s issued and outstanding common stock will automatically be combined into one (1) issued and outstanding share of common stock, no par value. The reverse stock split will affect all shares of the Company’s common stock outstanding immediately prior to the effective time of the Amendment. As a result of the reverse stock split, proportionate adjustments will be made to the per share exercise price and/or the number of shares issuable upon the exercise or vesting of all stock options and warrants issued by the Company and outstanding immediately prior to the effective time of the Amendment, which will result in a proportionate decrease in the number of shares of the Company’s common stock reserved for issuance upon exercise or vesting of such stock options and warrants. In addition, the number of shares reserved for issuance under the Company’s equity compensation plans immediately prior to the effective time of the Amendment will be reduced proportionately.

No fractional shares will be issued as a result of the reverse stock split. Shareholders of record who would otherwise be entitled to receive a fractional share will receive a cash payment in lieu thereof. The Company shall pay such holder a cash amount, without interest, equal to the fraction to which such shareholder would otherwise be entitled multiplied by (i) the fractional share interest to which the holder would otherwise be entitled, after taking into account all shares of such class held by the holder as of the effective date of the Amendment, and (ii) the closing price of the common stock, as reported on The Nasdaq Capital Market, on the date immediately preceding the date of the filing of the Amendment with the Secretary of State of the State of California, as adjusted for the split ratio, *i.e.* \$6.06.

The reverse stock split will affect all shareholders proportionately and will not affect any shareholder’s percentage ownership of the Company’s common stock (except to the extent that the reverse stock split results in any shareholder owning only a fractional share).

The Company’s common stock will begin trading on The Nasdaq Capital Market on a split-adjusted basis when the market opens on Friday, August 19, 2022. The new CUSIP number for the Company’s common stock following the reverse stock split is 81362J 308.

The foregoing description is qualified in its entirety by the Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On July 27, 2022, shareholders of the Company approved an amendment to the Second Sight Restated Articles of Incorporation, as amended, to effect a reverse stock split of Second Sight’s common stock, within a range, as determined by Second Sight’s board of directors, of one new share for every 2 to 10 (or any number in between) shares outstanding. The board fixed the reverse split ratio at 1-to-3 as noted in Item 5.03 above. On July 27, 2022 shareholders of the Company also approved a merger between the Company and Nano Precision Medical, Inc. and approved a name change of the Company to Vivani Medical, Inc. Prior to consummation of the merger the Company filed an initial listing application with Nasdaq pursuant to Nasdaq’s “reverse merger” rules. This reverse split is being effected in connection with that application.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
3.1	Certificate of Amendment to Restated Articles of Incorporation, as amended, of Second Sight Medical Products, Inc., dated July 27, 2022 and effective August 9, 2022.
104	The cover page of this Current Report on Form 8-K, formatted in Inline XBRL.

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.

SECOND SIGHT MEDICAL PRODUCTS, INC.

Date: August 18, 2022

By: */s/ Scott Dunbar*

Scott Dunbar

Acting Chief Executive Officer

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED ARTICLES OF INCORPORATION, AS AMENDED
OF
SECOND SIGHT MEDICAL PRODUCTS, INC.**

Gregg Williams and Scott Dunbar hereby certify that:

1. They are the Chairman of the Board and Secretary, respectively, of Second Sight Medical Products, Inc. (the "Corporation"), a California corporation, with California Entity Number 2536744.

2. Article III of the Restated Articles of Incorporation, as amended, of this Corporation is hereby amended to read in its entirety as follows:

"The corporation is authorized to issue two classes of shares to be designated Common Stock ("Common Stock") and Preferred Stock ("Preferred Stock"). The total number of shares of Common Stock that the corporation is authorized to issue is three hundred million (300,000,000). In all matters that may become before the corporation's shareholders, each share of Common Stock shall entitle its holder to one vote.

The total number of shares of Preferred Stock that the corporation is authorized to issue is ten million (10,000,000).

With consent of the shareholders, the shares of Preferred Stock may be issued from time to time in one or more series as determined by the corporation's Board of Directors, which is authorized to designate all pricing, voting, dividend, conversion and other rights, and preferences, privileges and restrictions attendant to each series as well as the number of shares authorized for issuance in each series, which matters shall be expressed in resolutions adopted by the Board of Directors, and filed with the California Secretary of State as required by the General Corporation law of the State.

Upon the close of business on the date of filing of this Third Certificate of Amendment with the California Secretary of State (the "Effective Time") each three (3) shares of Common Stock then issued and outstanding, or held by the corporation as treasury stock immediately prior to the Effective Time shall automatically and without any further action by the corporation or the holder thereof, be reclassified, combined, changed, converted and reconstituted into one (1) validly issued share of Common Stock (the "Reverse Stock Split"). No fractional shares shall be issued in connection with the Reverse Stock Split. In lieu of any fractional shares to which a shareholder would otherwise be entitled as a result of the Reverse Stock Split, the corporation shall pay such holder a cash amount, without interest, equal to the fraction to which such shareholder would otherwise be entitled multiplied by (i) the fractional share interest to which the holder would otherwise be entitled, after taking into account all shares of such class held by the holder as of the effective date of the Reverse Split, and (ii) the closing price of the common stock as reported on The Nasdaq Capital Market on the date immediately preceding the Effective Time, as adjusted for the split ratio. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificates shall have been reclassified and combined pursuant to this Amendment."

3. The foregoing amendment to the Corporation's Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment to the Corporation's Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. At the record date for the meeting at which such approval occurred, the Corporation had only one class of shares designated – Common Stock, and the number of outstanding shares entitled to vote with respect to the foregoing amendment was 39,409,176. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required. The percentage vote required of each class entitled to vote is a majority (greater than 50%) of the issued and outstanding shares.

The undersigned, Gregg Williams and Scott Dunbar, declare this 27th day of July 2022, at the City and County of Los Angeles, California under penalty of perjury under the laws of the State of California that each has read the foregoing certificate, each knows the contents thereof and that the matters set forth in this certificate are true and correct of his own knowledge.

SECOND SIGHT MEDICAL PRODUCTS, INC.

By: _____
Gregg Williams
Chairman of the Board

By: _____
Scott Dunbar
Secretary

THIRD CERTIFICATE OF AMENDMENT TO RESTATED ARTICLES OF
INCORPORATION OF SECOND SIGHT MEDICAL PRODUCTS, INC.
