

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>			2. Issuer Name and Ticker or Trading Symbol <u>Vivani Medical, Inc. [ VANI ]</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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/30/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>13170 TELFAIR AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>CA</u>	<u>91342</u>						
(City)	(State)	(Zip)						

**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	08/30/2022		j <sup>(1)</sup>		7,891,098	A	\$0	11,636,814	I	See footnote <sup>(3)</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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		190,650		08/30/2022	03/03/2025	common stock	190,650	\$0.00	190,650	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		423,669		08/30/2022	10/23/2023	common stock	423,669	\$0.00	423,669	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		158,875		08/30/2022	03/18/2024	common stock	158,875	\$0.00	158,875	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		476,631		08/30/2022	04/15/2024	common stock	476,631	\$0.00	476,631	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		190,650		08/30/2022	07/02/2024	common stock	190,650	\$0.00	190,650	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		190,650		08/30/2022	07/31/2024	common stock	190,650	\$0.00	190,650	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		190,650		08/30/2022	09/03/2024	common stock	190,650	\$0.00	190,650	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		190,650		08/30/2022	10/01/2024	common stock	190,650	\$0.00	190,650	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		190,650		08/30/2022	11/04/2024	common stock	190,650	\$0.00	190,650	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		190,650		08/30/2022	12/03/2024	common stock	190,650	\$0.00	190,650	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		190,650		08/30/2022	01/02/2025	common stock	190,650	\$0.00	190,650	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		190,650		08/30/2022	01/31/2025	common stock	190,650	\$0.00	190,650	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		190,650		08/30/2022	04/01/2025	common stock	190,650	\$0.00	190,650	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		127,097		08/30/2022	06/03/2025	common stock	127,097	\$0.00	127,097	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		127,097		08/30/2022	07/01/2025	common stock	127,097	\$0.00	127,097	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		127,097		08/30/2022	08/31/2025	common stock	127,097	\$0.00	127,097	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		60,530		08/30/2022	10/02/2025	common stock	60,530	\$0.00	60,530	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		79,505		08/30/2022	12/07/2025	common stock	79,505	\$0.00	79,505	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		109,623		08/30/2022	12/08/2025	common stock	109,623	\$0.00	109,623	I	Trust
Warrant	\$3.147	08/30/2022		j <sup>(2)</sup>		317,753		08/30/2022	02/23/2026	common stock	317,753	\$0.00	317,753	I	Trust

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant	\$3.147	08/30/2022		J <sup>(2)</sup>		329,891		08/30/2022	03/31/2026	common stock	329,891	\$0.00	329,891	I	Trust
Warrant	\$3.147	08/30/2022		J <sup>(2)</sup>		329,891		08/30/2022	05/24/2026	common stock	329,891	\$0.00	329,891	I	Trust
Warrant	\$3.147	08/30/2022		J <sup>(2)</sup>		329,891		08/30/2022	06/30/2026	common stock	329,891	\$0.00	329,891	I	Trust
Warrant	\$3.147	08/30/2022		J <sup>(2)</sup>		329,891		08/30/2022	07/23/2026	common stock	329,891	\$0.00	329,891	I	Trust
Warrant	\$3.147	08/30/2022		J <sup>(2)</sup>		329,891		08/30/2022	08/27/2026	common stock	329,891	\$0.00	329,891	I	Trust
Warrant	\$3.147	08/30/2022		J <sup>(2)</sup>		329,891		08/30/2022	09/29/2026	common stock	329,891	\$0.00	329,891	I	Trust
Warrant	\$3.147	08/30/2022		J <sup>(2)</sup>		329,891		08/30/2022	10/29/2026	common stock	329,891	\$0.00	329,891	I	Trust
Warrant	\$3.147	08/30/2022		J <sup>(2)</sup>		506,797		08/30/2022	11/29/2026	common stock	506,797	\$0.00	506,797	I	Trust
Warrant	\$3.147	08/30/2022		J <sup>(2)</sup>		506,794		08/30/2022	12/28/2026	common stock	506,794	\$0.00	506,794	I	Trust

**Explanation of Responses:**

1. Represents shares of common stock issued in the acquisition transaction of Nano Precision Medical Inc. consummated on August 30, 2022.
2. Represents warrants to purchase shares of common stock assumed on the effective date of the acquisition of Nano Precision medical, Inc., consummated on August 30, 2022, pursuant to the Agreement and Plan of Merger dated February 4, 2022.
3. After giving effect to the transactions reported on this Form 4, shares beneficially owned by Mr. Williams include (i) 9,511,062 shares of common stock and warrants to purchase 7,808,405 shares of common stock owned by GW Trust, (ii) 1,212,856 shares of common stock and warrants to purchase 1,151,012 shares of common stock owned by Williams International Co. LLC (iii) 181,587 shares of common stock owned by Sam Williams Family Investments LLC and (iv) 731,309 shares of common stock and warrants to purchase 287,753 shares of common stock owned by GST. Greg Williams has voting and dispositive power over all of these shares.

/s/ Gregg Williams

09/01/2022

\*\* 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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