

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): July 23, 2020

**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.)

**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))

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 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.

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

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

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard.**

*Letter from Nasdaq dated July 23, 2020*

On July 23, 2020 The Nasdaq Stock Market (“Nasdaq”) notified Second Sight Medical Products, Inc. (the “Company”) that it no longer meets Listing Rule 5550(b)(2) (the “Rule”) requiring the Company to maintain a minimum market value of listed securities (“MVLS”) of \$35 million. The notice was based on a review of the Company’s MVLS for the past 30 business days. Nasdaq also noted that the Company does not meet the requirements under Listing Rules 5550(b)(1) and 5550(b)(3) which require stockholders’ equity of at least \$2.5 million, or net income from continuing operations of \$500,000 in the most recently completed or in two of the three most recently completed fiscal years, respectively. However, Nasdaq’s listing rules provide the Company a compliance period of 180 calendar days, or until January 19, 2021, in which to regain compliance.

If at any time during this compliance period the Company’s MVLS closes at \$35 million or more for a minimum of ten consecutive business days, Nasdaq will provide written confirmation of compliance and the matter will be closed. In the event the Company does not regain compliance with the Rule prior to the expiration of the compliance period, it will receive written notification that its securities are subject to delisting. At that time, the Company may appeal the delisting determination to a Nasdaq Hearings Panel.

An indicator will be displayed with quotation information related to the Company’s securities on NASDAQ.com and NASDAQTrader.com and may be displayed by other third party providers of market data information. Also, a list of all non-compliant Nasdaq companies and the basis for such non-compliance is posted on the Nasdaq website at [listingcenter.nasdaq.com](http://listingcenter.nasdaq.com). The Company will be included in this list commencing five business days from the date of the Nasdaq letter.

**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: July 27, 2020

**SECOND SIGHT MEDICAL PRODUCTS, INC.**

*/s/ John T. Blake*

By: John T. Blake

Chief Financial Officer