

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 5, 2021

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 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:

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

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Dean Baker to the board of directors and the audit committee of the board of directors, and appointment of Alexandra Larson to the board of directors.

On April 5, 2021 the board of directors of Second Sight Medical Products, Inc. (“Second Sight” or the “Company”) appointed Dean Baker to the board of directors and as a member of the audit committee of the board of directors, and Alexandra Larson to the board of directors. The Company believes the appointment of Dr. Baker to the board and the audit committee addresses the Nasdaq deficiency discussed in item 8.01 below. The Company’s Board has determined that Dr. Baker qualifies as an independent director as defined under section 5605(a)(2) of the Nasdaq Listing Rules and as financial expert as defined under section 407 of Sarbanes-Oxley Act of 2002 as amended.

There is no family relationship between Dr. Baker and any of the Company’s officers and directors. Dr. Baker was not appointed as a result of any arrangement or understanding between him and any other persons. Dr. Baker and the Company have not entered into any transaction, nor is any transaction proposed, which would require disclosure pursuant to Item 404(a) of Regulation S-K.

There is no family relationship between Ms. Larson and any of the Company’s officers and directors. Ms. Larson was not appointed as a result of any arrangement or understanding between her and any other persons. Ms. Larson and the Company have not entered into any transaction, nor is any transaction proposed, which would require disclosure pursuant to Item 404(a) of Regulation S-K. Ms. Larson is employed by an entity controlled by the Company’s chairman of the board.

On April 6, 2021, Second Sight Medical Products, Inc. (the “Company”) issued a press release entitled “*Second Sight Medical Products Names Dean Baker and Alexandra Larson to its Board of Directors*”. The press release is attached to this report on form 8-K as exhibit 99.1.

Item 8.01 Other Events

Nasdaq Notice of Delisting due to non-compliance with the audit committee composition Rule and appointment of new independent director.

By letter dated April 5, 2021, Nasdaq notified the Company that it was subject to delisting for non-compliance with the audit committee composition rules, Listing Rules 5605(b)(1)(A) and 5605(c)(4), and had not cured the non-compliance within the period allowed by Nasdaq. The Company was informed it could request a hearing to contest the determination, and that the Company would be delisted April 14, 2021, if it did not cure or request a hearing. The Company believes that the appointment of Dean Baker to the board of directors and the audit committee cures the non-compliance.

Nasdaq Notice that Matthew Pfeffer is an Independent Director

By letter dated April 5, 2021, Nasdaq notified the Company that staff had determined that Matthew Pfeffer, after resigning as Acting CEO within one year of being appointed as an interim executive officer, is an independent director, in compliance with Listing Rule 5605(b)(1).

On April 6, 2021, Second Sight Medical Products, Inc. (the “Company”) issued a press release entitled “*Second Sight Medical Products Names Dean Baker and Alexandra Larson to its Board of Directors*”. The press release is attached to this report on form 8-K as exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release “[Second Sight Medical Products Names Dean Baker and Alexandra Larson to its Board of Directors](#)” dated April 6, 2021

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 6, 2021

SECOND SIGHT MEDICAL PRODUCTS, INC.

/s/ Scott Dunbar

By: Scott Dunbar

Acting Chief Executive Officer

FOR IMMEDIATE RELEASE

Second Sight Medical Products Names Dean Baker and Alexandra Larson to its Board of Directors

Los Angeles, CA – (BUSINESS NEWSWIRE) – April 6, 2021 – Second Sight Medical Products, Inc. (NASDAQ: EYES) (the “Company” or “Second Sight”), a leading developer and marketer of implantable visual prosthetics that are intended to create an artificial form of useful vision for blind individuals, today announced that the Company’s Board of Directors has appointed two new members, Dr. Dean Baker and Ms. Alexandra Larson. Dr. Baker has also been appointed to the Audit Committee of the Board.

“We are honored and excited to add these two very talented individuals to our board,” said Gregg Williams, Chairman of the Board. “I have worked with both for many years and know they are the exact blend of talent and experience we need to move this company strongly forward in our mission to cure all forms of blindness,” concluded Williams.

Dean Baker, Ph.D.

Dr. Baker serves on the Board of Directors of Nano Precision Medical and served on the Board of Directors of Advanced Bionics prior to its sale to Boston Scientific. In addition, he was the founding director of the Alfred E. Mann Institute for Biomedical Engineering at USC, and served for nine years on the Board of Directors (including serving on compensation, audit, and governance committees) for Semtech, a publicly traded semiconductor company. He currently serves on the Board of Directors for Transonic Imaging, a medical imaging startup. Dr. Baker was also a vice president of Northrop Grumman for 16 years including overseeing a division with \$1 billion in annual sales.

Alexandra Larson, JD, MBA

Ms. Larson is Vice President and General Counsel of Williams International, a privately-held designer and manufacturer in the aerospace and defense industry. Prior to Williams International, Ms. Larson was Legal Director and Associate General Counsel at Amcor, Corporate Counsel at Compuware Corporation, and an associate at Baker and McKenzie. Ms. Larson has also held positions with the New York Stock Exchange and United States Department of Justice, Antitrust Division.

On April 5, 2021 Nasdaq notified the Company that it was not in compliance with the audit committee composition requirement and thus may be subject to delisting. The Company believes the addition of Mr. Baker to the audit committee puts it back into compliance with Nasdaq rules regarding audit committee composition. Nasdaq further notified the Company on April 5, 2021, that due to Matt Pfeffer’s resignation as Acting CEO within one year of his appointment, staff

has determined that Mr. Pfeffer is independent and that the Company was in compliance with rules regarding director independence.

About Second Sight Medical Products, Inc.

Second Sight Medical Products, Inc. (Nasdaq: EYES) develops and markets implantable visual prosthetics that are intended to deliver useful artificial vision to blind individuals. A recognized global leader in neuromodulation devices for blindness, the Company is committed to developing new technologies to treat the broadest population of sight-impaired individuals. The Company's headquarters are in Los Angeles, California. More information is available at <https://secondsight.com>.

Safe Harbor

This press release contains certain “forward-looking statements” within the meaning of the “safe harbor” provisions of the US Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as: “target,” “believe,” “expect,” “will,” “may,” “anticipate,” “estimate,” “would,” “positioned,” “future,” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Examples of forward-looking statements include, among others, statements made in this press release regarding the use of proceeds from the private placement. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on Second Sight's current beliefs, expectations and assumptions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Actual results and outcomes may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause actual results and outcomes to differ materially from those indicated in the forward-looking statements include, among others, the following: (1) legal claims or proceedings relating to Second Sight's termination of the Memorandum of Understanding with Pixium Vision and costs relating thereto; (2) changes in applicable laws or regulations; (3) the possibility that Second Sight may be adversely affected by other economic, business, and/or competitive factors; (4) the impact of COVID-19 on Second Sight's business; and (5) other risks and uncertainties indicated from time to time in Second Sight's Form 10-K for the year ended December 31, 2020, including those under “Risk Factors” therein, and in Second Sight's other filings with the SEC. Some of these risks and uncertainties may in the future be amplified by the COVID-19 outbreak and there may be additional risks that Second Sight considers immaterial or which are unknown. A further list and description of risks and uncertainties can be found in Second Sight's Annual Report on Form 10-K, filed on March 16, 2021. Any forward-looking statement made by us in this press release is based only on information currently available to Second Sight and speaks only as of the date on which it is made. Second Sight undertakes no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise, except as required by law.

Investor Relations:

Investor Relations:

Lisa M. Wilson, In-Site Communications, Inc.

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