

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | | | |
|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person * McGuire Jonathan Will | | | 2. Issuer Name and Ticker or Trading Symbol SECOND SIGHT MEDICAL PRODUCTS INC [EYES] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer | | |
| (Last) (First) (Middle) 12744 SAN FERNANDO ROAD, SUITE 400 | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/19/2019 | | | | | |
| (Street) SYLMAR, CA 91342 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (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 | 02/19/2019 | | M | | 11,875 (1) | A | \$ 0 | 117,850 | D | |
| Common Stock | 02/20/2019 | | S | | 4,724 (2) | D | \$ 0.7273 | 113,126 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: 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 | | | | |
| Non-Qualified Stock Option(right to buy) | \$ 0.7401 | 02/19/2019 | | A | | 354,000 | | 03/19/2019(3) | 02/19/2029 | Common Stock | 354,000 | \$ 0 | 354,000 | D | |
| Restricted Stock Units(RSUs) | \$ 0 | 02/19/2019 | | A | | 177,000 | | 02/19/2020(4) | (4) | Common Stock | 177,000 | \$ 0 | 177,000 | D | |
| Restricted Stock Units(RSUs) | \$ 0 | 02/19/2018 | | M | | 11,875 | | 08/17/2016(5) | 08/17/2019 | Common Stock | 11,875 | \$ 0 | 23,750 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McGuire Jonathan Will 12744 SAN FERNANDO ROAD SUITE 400 SYLMAR, CA 91342 | X | | Chief Executive Officer | |

Signatures

| | | |
|--|--|---------------------|
| /s/ John T. Blake, Attorney-in-fact | | 02/21/2019 |
| <small>Signature of Reporting Person</small> | | <small>Date</small> |

Explanation of Responses:

* 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).

- (1) 11,875 shares of common stock acquired upon partial vesting and release of common stock from restricted stock units (RSUs).
- (2) 4,724 shares were sold to satisfy the tax withholding obligations on partial vesting and release of common stock from RSUs.
- (3) The stock options have a 10-year term and vest over four years from the grant date in equal monthly installments, subject to continuous employment, such that the total number shall be fully vested on the four-year anniversary of the transaction date.
- (4) The RSUs will vest over four years, in equal annual installments, subject to continuous employment.
- (5) RSUs were granted on 8/17/2015 and vest over a 4 year term, with 25% of the total number of units vesting on the first anniversary of the grant date and thereafter vesting in 12 equal quarterly installments of 6.25% of the total number of units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.