

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL	
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## 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Williams Gregg		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 checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2019		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
12744 SAN FERNANDO ROAD, SUITE 400			4. If Amendment, Date Original Filed (Month/Day/Year)		
(Street) SYLMAR, CA 91342					
(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	02/22/2019		A	(1)	41,436,463	(1)	A	(2)	77,692,235	(3)	I	See footnote (1)

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

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### 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					
Warrant to Purchase Common Stock	\$ 1.47	02/22/2019		A		41,436,463	(4)	02/22/2019	03/14/2024	Common Stock	41,436,463	(2)	48,239,184	(3)	I	See Footnote (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Gregg 12744 SAN FERNANDO ROAD SUITE 400 SYLMAR, CA 91342	X	X		

## Signatures

/s/ John T. Blake, Attorney-in-fact	02/26/2019
**Signature of Reporting Person	Date

## 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).

- Sam B Williams 95 GST Trust ("GST") acquired 6,906,077 shares of common stock, the Gregg G. Williams 2006 Trust ("GW") acquired 6,906,077 shares of common stock and the Williams
- (1) International Co. LLC acquired 27,624,309 shares of common stock pursuant to a Rights Offering with the final allocation of shares confirmed on February 22, 2019. Mr. Williams is a trustee of each of these entities.
- (2) The common stock and warrants reported on this Form 4, were acquired upon exercise of subscription rights to purchase units previously distributed by the Issuer to holders of its common stock. Each unit consisted of one share of common stock and one warrant. The purchase price was \$0.724 per unit.

- After giving effect to the transactions reported on this Form 4, shares beneficially owned by Mr. Williams include (i) 27,391,326 shares of common stock and warrants to purchase 13,708,798 shares of common stock owned by GW Trust, (ii) 29,108,563 shares of common stock and warrants to purchase 27,624,309 shares of common stock owned by Williams International Co. LLC (iii) 4,358,082 shares of common stock owned by Sam Williams Family Investments LLC and (iv) 16,834,264 shares of common stock and warrants to purchase 6,906,077 shares of common stock owned by GST.
- (3) GST Trust acquired 6,906,077 warrants to purchase common stock, the GW Trust acquired 6,906,077 warrants to purchase common stock and Williams International Co. LLC acquired 27,624,309 warrants to purchase common stock pursuant to a Rights Offering with the final allocation of shares confirmed on February 22, 2019. Mr. Williams is a trustee of each of these entities.

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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