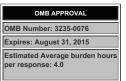
FORM D

Notice of Exempt Offering of Securities

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.



1. Issuer's Identity			
CIK (Filer ID Number)	Previous Name(s)	None None	Entity Type
0001266806	]		Corporation
Name of Issuer	_		C Limited Partnership
SECOND SIGHT MEDICAL PRODUCTS INC			C Limited Liability Company
Jurisdiction of Incorporation/Organization	-		C General Partnership
CALIFORNIA	]		O Business Trust
Year of Incorporation/Organizatio	n		C Other
• Over Five Years Ago			
• Within Last Five Years (Specify Year)			

C Yet to Be Formed

 2. Principal Place of Business and Contact Information

 Name of Issuer

 SECOND SIGHT MEDICAL PRODUCTS INC

 Street Address 1

 Street Address 2

 12744 SAN FERNANDO ROAD SUITE 400

 City
 State/Province/Country

 Street Address

 SYLMAR
 CALIFORNIA

# 3. Related Persons

Last Name	First Name		Middle Name
McGuire	Jonathan		Will
Street Address 1		Street Address 2	
12744 SAN FERNANDO ROAD S	SUITE 400		
City	State/Province/Cou	ntry	ZIP/Postal Code
SYLMAR	CALIFORNIA		91342
Relationship: Executi	ive Officer	Director	Promoter
Clarification of Response (if Necessary)	)		
<u></u>			
Last Name	First Name		Middle Name
Blake	John		Τ.
Street Address 1	5	Street Address 2	
12744 SAN FERNANDO ROAD		Suite 400	
City	State/Province/Cou	ntry	ZIP/Postal Code
Sylmar	CALIFORNIA		91342

Relationship:	Execut	tive Officer	Director	Promoter	
Clarification of Respons	e (if Necessary	i)			
					_
Last Name		First Name		Middle Name	_
Williams		Gregg		٦	
Street Address 1	]		Street Address 2		
12744 SAN FERNAM	NDO ROAD		Suite 400		
City		State/Province/	/Country	ZIP/Postal Code	
Sylmar		CALIFORNI	[A	91342	
Relationship:	Execut	tive Officer	Director	Promoter	
Clarification of Respons	e (if Necessary	i)			
					_
Lost Name		Einst Nome		Middle Norre	
Last Name	]	First Name		Middle Name	
Street Address 1			Street Address 2	<u>_</u>	
12744 SAN FERNAN		]	Suite 400		
City	DO ROAD	State/Province/		ZIP/Postal Code	
Sylmar	]		-	91342	
Syma					
Relationship:		tive Officer	Director	Promoter	
Relationship: Clarification of Respons			Director	Promoter	
			Director	Promoter	
			Director	Promoter	
			Director	Middle Name	_
Clarification of Respons		()	Director		_
Clarification of Respons		i) First Name	Street Address 2	Middle Name	_
Clarification of Respons	e (if Necessary	i) First Name		Middle Name	 
Clarification of Respons	e (if Necessary	i) First Name	Street Address 2	Middle Name	_
Clarification of Respons Clarification of Respons Last Name Mendelsohn Street Address 1 12744 SAN FERNAN	e (if Necessary	i) First Name	Street Address 2	Middle Name	 
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Clarification of Respons	e (if Necessary	i) First Name [Aaron State/Province. [CALIFORN] tive Officer i)	Street Address 2	Middle Name          ZIP/Postal Code         91342         Promoter	
Clarification of Respons Clarification of Respons Last Name Mendelsohn Street Address 1 I2744 SAN FERNAN City Sylmar Relationship: Clarification of Respons Last Name	e (if Necessary	i) First Name Aaron State/Province. CALIFORNI tive Officer i) First Name	Street Address 2	Middle Name          ZIP/Postal Code         91342         Promoter         Middle Name	
Clarification of Respons Clarification of Respons Clarification of Respons City Sylmar Relationship: Clarification of Respons Last Name Pfeffer	e (if Necessary	i) First Name Aaron State/Province. CALIFORNI tive Officer i) First Name	Street Address 2 Suite 400 Country A Director	Middle Name          ZIP/Postal Code         91342         Promoter         Middle Name	
Clarification of Respons	e (if Necessary	i) First Name Aaron State/Province. ive Officer ive Officer ive Officer State/Province.	Street Address 2 Street Address 2 Suite 400 Country A Director Street Address 2 Street Address 2 Street Address 2 Street Address 2	Middle Name          ZIP/Postal Code         Image: Promoter         Image: Middle Name         Image: Middle Name         Image: ZIP/Postal Code	
Clarification of Respons Clarification of Respons Clarification of Respons City Sylmar Relationship: Clarification of Respons Last Name Pfeffer Street Address 1 12744 SAN FERNAN	e (if Necessary	i) First Name Aaron State/Province. CALIFORNI tive Officer i) First Name Matthew	Street Address 2 Street Address 2 Suite 400 Country A Director Street Address 2 Street Address 2 Street Address 2 Street Address 2	Middle Name   ZIP/Postal Code   91342     Middle Name	
Clarification of Respons Clarification of Respons Last Name Mendelsohn Street Address 1 I2744 SAN FERNAN City Sylmar Clarification of Respons Clarification of Respons Last Name Pfeffer Street Address 1 I2744 SAN FERNAN City	e (if Necessary NDO ROAD Execut e (if Necessary NDO ROAD NDO ROAD	i) First Name Aaron State/Province. ive Officer ive Officer ive Officer State/Province.	Street Address 2 Street Address 2 Suite 400 Country A Director Street Address 2 Street Address 2 Street Address 2 Street Address 2	Middle Name          ZIP/Postal Code         Image: Promoter         Image: Middle Name         Image: Middle Name         Image: ZIP/Postal Code	

# 4. Industry Group

# C Agriculture

#### Banking & Financial Services

- C Commercial Banking
- C Insurance
- C Investing
- C Investment Banking
- C Pooled Investment Fund
- Other Banking & Financial C Services

# C Business Services

# Energy

- C Coal Mining
- C Electric Utilities
- C Energy Conservation
- C Environmental Services
- C Oil & Gas
- C Other Energy

#### Health Care Biotechnology

- 0 Health Insurance
- Hospitals & Physicians 0
- 0 Pharmaceuticals
- Other Health Care 0

C Manufacturing

**Real Estate** 

0

C Commercial

C Construction

C REITS & Finance

C Other Real Estate

Residential

C Restaurants

C Retailing

## Technology

- C Computers
  - C Telecommunications
  - C Other Technology

### Travel

- C Airlines & Airports
- C Lodging & Conventions
- C Tourism & Travel Services
- C Other Travel

# C Other

## 5. Issuer Size

#### **Revenue Range**

- C No Revenues
- C \$1 - \$1,000,000
- C \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- C \$25,000,001 - \$100,000,000
- C Over \$100,000,000
- C Decline to Disclose
- Not Applicable C

- C No Aggregate Net Asset Value
- C \$1 - \$5,000,000
- C \$5,000,001 - \$25,000,000
- \$25,000,001 \$50,000,000 C
- C \$50,000,001 - \$100,000,000
- 0 Over \$100,000,000
- C Decline to Disclose
- C Not Applicable

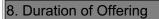
<ol><li>Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)</li></ol>						
Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505					
Rule 504 (b)(1)(i)	Rule 506(b)					
Rule 504 (b)(1)(ii)	Rule 506(c)					
Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)					
	Investment Company Act Section 3(c)					

2018-08-14

#### Type of Filing 7.

New Notice Date of First Sale First Sale Yet to Occur

Amendment



Aggregate Net Asset Value Range

Does	the Issuer intend this offering to	last	more than one year? C Yes No
9.	Type(s) of Securitie	s C	Offered (select all that apply)
Π	Pooled Investment Fund Interests	•	Equity
$\Box$	Tenant-in-Common Securities	П	Debt
	Mineral Property Securities		Option, Warrant or Other Right to Acquire Another Security
	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security		Other (describe)

# 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? C Yes 🙆 No

Clarification of Response (if Necessary)

11. Minimum Investment		
Minimum investment accepted from any outside investor	\$ 1000000	USD

12. Sales Compensation	
Recipient	Recipient CRD Number 🔲 None
(Associated) Broker or Dealer 🔲 None	(Associated) Broker or Dealer CRD 🔲 None
Street Address 1	Street Address 2
City State/	Province/Country ZIP/Postal Code
State(s) of Solicitation	All States

13. 0	13. Offering and Sales Amounts					
Total Of	fering Amount \$ 5000000 USD 🗖 Indefinite					
Total A	nount Sold \$ 5000000 USD					
Total Re Sold	emaining to be § 0 Indefinite					
Clarifica	ation of Response (if Necessary)					
14. I	nvestors					
	Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering					
	Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:	2				

# 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales expenditure is not known, provide an e			
Sales Commissions \$	\$ 0	USD	Estimate
Finders' Fees	\$	USD	Estimate
Clarification of Response (if Necessary	<i>i</i> )		
16. Use of Proceeds			
Provide the amount of the gross proceed any of the persons required to be name If the amount is unknown, provide an o	ed as executive officers, director	rs or promoter	s in response to Item 3 above.

	\$ 0	USD	Estimate
Clarification of Response (if Necessary)			

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### **Terms of Submission**

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the state in which the state in which the issuer maintains its principal place of business or any State in which the state in which the state is principal place of business or any State in which the state in which the issuer maintains its principal place of business or any State in which the state in which the issuer maintains its principal place of business or any State in which the state in which the state in which the issuer maintains its principal place of business or any State in which the state in which the issuer maintains its principal place of business or any State in which the state in which the state in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place business or any State in whic
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date	
SECOND SIGHT MEDICAL PRODUCTS INC	/s/ John T. Blake	John T. Blake	Chief Financial Officer	2018-08-16	