

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): June 22, 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
(Address of Principal Executive Offices)

91342
(Zip Code)

Registrant's telephone number, including area code: (818) 833-5000

Not Applicable
(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:

- 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))

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

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 Exchange 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.

Item 8.01 Other Events

Announcement of Underwritten Public Offering

On June 22, 2021, Second Sight Medical Products, Inc, (the “Company”) issued a press release announcing that it intends to offer to sell shares of its common stock in an underwritten public offering pursuant to a shelf registration statement on Form S-3 (File No. 333-256904), including a base prospectus, filed with the U.S. Securities and Exchange Commission (the “SEC”) on June 8, 2021 and declared effective on June 14, 2021.

All of the shares of common stock are to be sold by the Company. The offering is subject to market conditions and the press release recited that no assurance could be given as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

Pricing of Underwritten Public Offering Press Release

On June 22, 2021, Second Sight Medical Products, Inc, (the “Company”) issued a further press release announcing the pricing of its underwritten public offering of 10,000,000 shares of its common stock at a public offering price of \$5.00 per share, pursuant to a shelf registration statement on Form S-3 (File No. 333-256904), including a base prospectus, filed with the U.S. Securities and Exchange Commission (the “SEC”) on June 8, 2021 and declared effective on June 14, 2021. The offering will yield gross proceeds to the Company of \$50 million (\$57.5 million if overallotment option described below is fully exercised by the underwriter) before deducting underwriting discounts, commissions and other offering expenses,

The Company has granted the underwriters a 45-day option to purchase up to an additional 1,500,000 shares of common stock, solely to cover over-allotments. All of the shares of common stock are being offered by the Company.

The offering is expected to close on June 25, 2021, subject to satisfaction of customary closing conditions. ThinkEquity, a division of Fordham Financial Management, Inc., is acting as sole book-running manager for the offering. The Company intends to use the net proceeds from the offering primarily for development of the Orion device and general corporate purposes.

Copies of press releases entitled “Second Sight Medical Products Announces Proposed Public Offering of Common Stock” and “Second Sight Medical Products Announces Pricing of Public Offering” are attached respectively as Exhibits 99.1 and 99.2 to this Current Report on Form 8-K and are incorporated herein by reference.

* * *

Non-Solicitation

The press releases attached to this Report do not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed transactions. The press releases attached to this Report also do not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction. No offering of securities will be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, or an exemption therefrom.

Item 9.01. Financial Statements and Exhibits.

Exhibit

<u>No.</u>	<u>Description</u>
99.1	Press Release entitled “Second Sight Medical Products Announces Proposed Public Offering of Common Stock”
99.2	Press Release entitled “Second Sight Medical Products Announces Pricing of Public Offering”

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.

SECOND SIGHT MEDICAL PRODUCTS, INC.

Date: June 23, 2021

By: /s/ Scott Dunbar
Scott Dunbar
Acting Chief Executive Officer



FOR IMMEDIATE RELEASE

Second Sight Medical Products Announces Proposed Public Offering of Common Stock

Los Angeles, CA – (BUSINESS NEWSWIRE) – June 22, 2021 - Second Sight Medical Products, Inc. (NASDAQ: EYES) (“Second Sight” or the “Company”) a leading developer of implantable visual prosthetics that are intended to create an artificial form of useful vision for blind individuals, today announced that it intends to offer to sell shares of its common stock in an underwritten public offering. All of the shares of common stock are to be sold by the Company. The offering is subject to market conditions and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

ThinkEquity, a division of Fordham Financial Management, Inc., is acting as sole book-running manager for the offering.

The Company intends to use the net proceeds from the offering primarily for development of the Orion device and general corporate purposes.

The securities will be offered and sold pursuant to a shelf registration statement on Form S-3 (File No. 333-256904), including a base prospectus, filed with the U.S. Securities and Exchange Commission (the “SEC”) on June 8, 2021 and declared effective on June 14, 2021. The offering will be made only by means of a written prospectus. A preliminary prospectus supplement and accompanying prospectus describing the terms of the offering has been or will be filed with the SEC on its website at www.sec.gov. Copies of the preliminary prospectus supplement and the accompanying prospectus relating to the offering may also be obtained from the offices of ThinkEquity, a division of Fordham Financial Management, Inc., 17 State Street, 22nd Floor, New York, New York 10004, by telephone at (877) 436-3673 or by email at prospectus@think-equity.com. Before investing in this offering, interested parties should read in their entirety the preliminary prospectus supplement and the accompanying prospectus and the other documents that the Company has filed with the SEC that are incorporated by reference in such preliminary prospectus supplement and the accompanying prospectus, which provide more information about the Company and such offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

About the Orion Visual Cortical Prosthesis System

Leveraging Second Sight’s 20 years of experience in neuromodulation for vision, the Orion Visual Cortical Prosthesis System (Orion) is an implanted cortical stimulation device intended to provide useful artificial vision to individuals who are blind due to a wide range of causes, including glaucoma, diabetic retinopathy, optic nerve injury or disease, and eye injury. Orion is intended to convert images captured by a miniature video camera mounted on glasses into a series of small electrical pulses. The device is designed to bypass diseased or injured eye anatomy and to transmit these electrical pulses wirelessly to an array of electrodes implanted on the surface of the brain’s visual cortex, where it is intended to provide the perception of patterns of light. A six-subject early feasibility study of the Orion is currently underway at the Ronald Reagan UCLA Medical Center in Los Angeles and the Baylor College of Medicine in Houston. No peer-reviewed data is available yet for the Orion system.

About Second Sight Medical Products, Inc.

Second Sight Medical Products, Inc. (Nasdaq: EYES) develops 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. 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, as amended, 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 as amended on April 14, 2021 and on April 27, 2021 and Form 10-Q filed on May 13, 2021, and as thereafter amended. 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:

Scott Dunbar
Acting CEO
investors@secondsight.com
(818) 833-5000



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The offering is expected to close on June 25, 2021, subject to satisfaction of customary closing conditions.

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