

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

SECOND SIGHT MEDICAL PRODUCTS, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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YOUR VOTE IS IMPORTANT!
VOTE TODAY

WE STILL NEED YOUR VOTE

We are very pleased with the support shareholders have shown for our proposed merger with **Nano Precision Medical** so far, but we still need your vote.

We strongly urge you to act now to vote **"FOR"** on **proposals 1 – 7** on your proxy.

Voting **"FOR"** on **proposals 1 – 7** will enable us to move forward with the merger, setting the stage for potentially creating significant shareholder value.

Not voting has the same effect as voting against the merger, so it is vitally important that you make your voice heard.

Most Second Sight shareholders are individuals like you, and every vote counts, no matter how many or how few shares you own.

Time is running short. Please vote today.




ADVANTAGES OF MERGER

- Merger combines two operating companies developing medical implants targeting conditions with high unmet need;
- Experienced leadership team with history of successfully bringing drugs, medical devices, and drug/device combination products to commercialization;
- Combined product pipeline addresses a more than \$50 billion market opportunity.

**nanoprecision
medical**



If you have any questions or need any assistance please contact: Morrow Sodali, LLC:

 Toll Free (US & Canada): **(800) 662-5200**
International: **(203) 658-9400**

 Email: **EYES@info.morrowsodali.com**

Your Vote is Critical No Matter How Many or How Few Shares You Own.

Please vote today. Voting is quick and easy. You can vote by **INTERNET, TELEPHONE, or MAIL**.
Please refer to the enclosed Voting instruction form.

Safe Harbor

This solicitation material may contain 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," "potentially," 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 herein regarding the proposed merger, including the benefits of the proposed business combination, integration plans, expected synergies and opportunities, the expected management and governance of the combined company, and the expected timing of the proposed transactions contemplated by the definitive merger agreement.

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) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement or could otherwise cause the merger transaction to fail to close;
- (2) the outcome of any legal proceedings that may be instituted against Second Sight or NPM following announcement of the Merger;
- (3) the inability to complete the Merger, including due to failure to obtain approval of the shareholders of Second Sight or NPM, or inability to satisfy any of the other conditions to closing in the merger agreement;
- (4) the receipt of an unsolicited offer from another party for an alternative business transaction that could interfere with the business combination;
- (5) the inability to obtain the listing of the shares of common stock of the post-merger company on the Nasdaq Stock Market following the merger;
- (6) the risk that the announcement and consummation of the business combination disrupts current plans and operations;
- (7) the ability to recognize the anticipated benefits of the merger combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably and retain its key employees;
- (8) costs related to the merger transactions;
- (9) changes in applicable laws or regulations;
- (10) the possibility that Second Sight and/or NPM may be adversely affected by other economic, business, regulatory, and/or competitive factors;
- (11) the impact of COVID-19 on Second Sight's and/or NPM's business;
- (12) our ability to obtain adequate financing to fund our business operations in the future; and,
- (13) other risks and uncertainties indicated from time to time in the proxy statement to be filed relating to the business combination, 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 29, 2022, and as thereafter amended, and Form 10-Q filed May 16, 2022. Any forward-looking statement made by us herein 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.