

# 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* <b>Mendelsohn Adam</b>		2. Issuer Name and Ticker or Trading Symbol <b>Vivani Medical, Inc. [VANI]</b>		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) <b>CEO</b>						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/30/2022</b>							
C/O 5858 HORTON ST, SUITE 280										
(Street)			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					
EMERYVILLE, CA 94608										
(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	08/30/2022		J(1)		3,622,015	A	\$ 0	3,622,015	D	
Common Stock	08/30/2022		J(1)		90,558	A	\$ 0	90,558	I	Trusts (2)

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
Common Stock Option	\$ 3.15	08/30/2022		J(3)		60,373	(4)	08/30/2022	11/13/2028	Common Stock	60,373	\$ 0	60,373 (4)	D	
Warrant	\$ 3.15	08/30/2022		J(5)		31,774		08/30/2022	11/26/2023	Common Stock	31,774	\$ 0	31,774	D	
Warrant	\$ 3.15	08/30/2022		J(5)		4,585		08/30/2022	12/14/2023	Common Stock	4,585	\$ 0	4,585	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mendelsohn Adam C/O 5858 HORTON ST, SUITE 280 EMERYVILLE, CA 94608	X		CEO	

## Signatures

/s/ Adam Mendelsohn		08/31/2022
**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).

(1) Represents shares of common stock issued in the acquisition transaction of Nano Precision Medical Inc. consummated August 30, 2022.

Represents shares of common stock held by three trusts for the benefit of the children of the Reporting Person, over which the Reporting Person and his spouse have joint voting and

(2) diapositive authority. The Reporting Person disclaims pecuniary ownership in the shares of common stock held by the three trusts. Excludes 77,331 shares of common stock held by MFE, LLC in which the Reporting Person has a 10% ownership interest and therefore a pecuniary interest in such shares, but over which the Reporting Person does not have any voting or diapositive authority.

(3) Represents the replacement option to be issued by Vivani Medical, Inc. (*f/k/a* Second Sight Medical Products, Inc.) at the effective time of the merger acquisition thereof, pursuant to the terms of the Agreement and Plan of Merger entered into on February 4, 2022.

(4) The option vests 1/48 per month over the four years after the date of grant commencing on December 12, 2018, and the balance thereafter vests in full on the fifth anniversary of the date of grant.

(5) Represents warrants to purchase shares of common stock assumed on the effective date of the acquisition of Nano Precision Medical, Inc., consummated on August 30, 2022 pursuant to the Agreement and Plan of Merger dated February 4, 2022.

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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