

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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* Mendelsohn Aaron		2. Issuer Name and Ticker or Trading Symbol Vivani Medical, Inc. [VANI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)						
(Last) (First) (Middle) C/O 5858 HORTON ST, SUITE 280		3. Date of Earliest Transaction (Month/Day/Year) 08/30/2022								
(Street) EMERYVILLE, CA 94608		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						
(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)		178,170	A	\$ 0	178,170	D	
Common Stock	08/30/2022		J(1)		150,930	A	\$ 0	150,930	I	Trusts (2)
Common Stock	08/30/2022		J(1)		747,387	A	\$ 0	747,387	I	See Footnote (3)

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				
Common Stock Option	\$ 3.15	08/30/2022		J(4)		30,187		08/30/2022	11/13/2028	Common Stock	30,187	\$ 0	30,187	D	
Common Stock Option	\$ 3.15	08/30/2022		J(4)		30,187		08/30/2022	11/11/2029	Common Stock	30,187	\$ 0	30,187	D	
Common Stock Option	\$ 3.15	08/30/2022		J(4)		30,187		08/30/2022	11/19/2030	Common Stock	30,187	\$ 0	30,187	D	
Warrants	\$ 3.15	08/30/2022		J(5)		25,927		08/30/2022	12/14/2023	Common Stock	25,927	\$ 0	25,927	I	See Footnote (6)

Reporting Owners

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

Signatures

/s/ Aaron Mendelsohn		08/31/2022
<small>**Signature of Reporting Person</small>		<small>Date</small>

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.
- (2) Represents five trusts, each one established for a separate grandchild of the Reporting Person, each trust owning an aggregate of 30,186 shares of common stock, all trusts with the same terms, over which the Reporting Person has voting and dispositive authority.
Represents shares of common stock owned by MFE, LLC over which the Reporting Person has voting and dispositive authority. The Reporting Person disclaims pecuniary interest in 20% of the limited liability company and therefore 149,478 shares of common stock held by the limited liability company, which are beneficially owned by other members of the limited liability company.
- (3) Represents the replacement option to be issued by Vivian 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) 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.
- (5) Represents shares of common stock underlying a warrant owned by MFE, LLC over which the Reporting Person has voting and dispositive authority. The Reporting Person disclaims pecuniary interest in 20% of the limited liability company and therefore 5,185 shares of common stock held by the limited liability company, which are beneficially owned by other members of the limited liability company.
- (6) Represents shares of common stock underlying a warrant owned by MFE, LLC over which the Reporting Person has voting and dispositive authority. The Reporting Person disclaims pecuniary interest in 20% of the limited liability company and therefore 5,185 shares of common stock held by the limited liability company, which are beneficially owned by other members of the limited liability company.

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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