UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): September 23, 2022

VIVANI MEDICAL, INC.
(Exact name of registrant as specified in its charter)

California	**001-36747**	**02-0692322**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

5858 Horton Street, Suite 280 **Emeryville, California**	**94608**
(Address of principal executive offices)	(Zip Code)

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

(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	VANI	Nasdaq Capital Market
Warrants	VANIW	

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 7.01. **REGULATION FD DISCLOSURE**

Vivani Medical, Inc. ("Vivani" or the "Company"), will make presentations at investment conferences ("Conferences"). A copy of a slide presentation that Adam Mendelsohn, Chief Executive Officer, Brigid Makes, Chief Financial Officer, and Don Dwyer, Chief Business Officer, intend to use (the "Presentation Materials") during the Conferences is attached to this Current Report on Form 8-K as Exhibit 99.1, and is incorporated by reference herein. The Presentation Materials speak as of the date of this Current Report on Form 8-K. While Vivani may elect to update the Presentation Materials in the future or reflect events and circumstances occurring or existing after the date of this Current Report on Form 8-K, Vivani specifically disclaims any obligation to do so. The information contained in this Item 7.01 and Exhibit 99.1 hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by reference in such a filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit No.	**Description**
99.1	Presentation Materials dated September 23, 2022.

SIGNATURE

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.

VIVANI MEDICAL, INC.

Date: September 23, 2022

By: /s/ Donald Dwyer
Donald Dwyer
Chief Business Officer

Exhibit 99.1


Vivani
Nasdaq: VANI
Vivani Medical, Inc.
nanoprecision medical
SECOND SIGHT
combination of
Nano Precision Medical
and
Second Sight Medical Products
September 22, 2022

Disclaimers

The following slides and any accompanying oral presentation contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to be covered by the "safe harbor" created by those sections. All statements in this release that are not based on historical fact are "forward looking statements." These statements may be identified by words such as "estimates," "anticipates," "projects," "plans" or "planned," "strategy," "goal," "seeks," "may," "will," "expects," "intends," "believes," "should," and similar expressions, or the negative versions thereof, and which also may be identified by their context. All statements that address operating performance or events or developments that Vivani Medical, Inc. ("Vivani", the "Company", "we" or "us) expects or anticipates will occur in the future, such as stated objectives or goals, our product candidates and their therapeutic potential and planned development, the indications that we intend to target, our technology, our business and strategy, milestones, addressable markets, or that are not otherwise historical facts, are forward-looking statements. While management has based any forward-looking statements included in this presentation on its current expectations, the information on which such expectations were based may change. Forward-looking statements involve inherent risks and uncertainties which could cause actual results to differ materially from those in the forward-looking statements as a result of various factors. These risks and uncertainties include, but are not limited to, that we may fail to complete any required pre-clinical activities for NPM-119 or otherwise commence our planned Phase 2 trial for this candidate; conduct any pre-clinical activities of our other product candidates; our product candidates may not demonstrate safety or efficacy in clinical trials; we may fail to secure marketing approvals for our product candidates; there may be delays in regulatory approval or changes in regulatory framework that are out of our control; our estimation of addressable markets of our product candidates may be inaccurate; we may fail to timely raise additional required funding; more efficient competitors or more effective competing treatment may emerge; we may be involved in disputes surrounding the use of our intellectual property crucial to our success; we may not be able to attract and retain key employees and qualified personnel; earlier study results may not be predictive of later stage study outcomes; and we are dependent on third-parties for some or all aspects of our product manufacturing, research and preclinical and clinical testing. Additional risks and uncertainties are described in our Annual Report on Form 10-K filed on March 29, 2022, and in the Company's Forms 10-K/A filed on May 2, 2022, S-4 filed on May 13, 2022, 10-Q filed on May 16, 2022, and 10-Q filed on August 12, 2022, and as thereafter amended. We urge you to consider those risks and uncertainties in evaluating our forward-looking statements. We caution readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. Except as otherwise required by the federal securities laws, we disclaim any obligation or undertaking to publicly release any updates or revisions to any forward-looking statement contained herein (or elsewhere) to reflect any change in our expectations with regard thereto, or any change in events, conditions, or circumstances on which any such statement is based. Certain information contained in this presentation relates to or is based on studies, publications, surveys and other data obtained from third party sources and the Company's own internal estimates and research. While we believe these third-party sources to be reliable as of the date of this presentation, we have not independently verified, and make no representation as to the adequacy, fairness, accuracy or completeness of, any information obtained from third-party sources. Finally, while we believe our own internal research is reliable, such research has not been verified by any independent source. All of our therapies are still investigational and have not been approved by any regulatory authority for any use.

Vivani Executive Leadership Team

Adam Mendelsohn PhD – CEO/Director

- Co-founder/Co-inventor of Nano Precision Medical technology
- PhD Bioengineering (UCSF/UC Berkeley)
- Management of Technology Certificate at Haas School of Business
- Research focused on diabetes treatment
- Formerly at Boston Scientific and Minimed

Truc Le, MBA – Chief Operations Officer

- Numerous COO and Executive Positions at Device and Drug-Device Companies, including:
- COO at Dance Biopharm, COO at Avid Bio
- Exec VP at Prima Biomed, Sr. VP at Nektar Therapeutics (responsible for Exubera approval), and Worldwide VP at Johnson & Johnson

Brigid Makes MBA – Chief Financial Officer

- Former Sr. VP and CFO Miramar Labs
- Former Sr. VP and CFO AGA Medical
- Former CFO Nektar Therapeutics, OraVax and Haemonetics
- Current Board director: Quantun-Si, Aziyo and Mind Medicine
- Involved in/Directed 2 IPOs, 2 reverse mergers and 1 SPAC

Lisa Porter, MD – Chief Medical Officer

- Former Chief Medical Officer for Eiger BioPharmaceuticals and Dance BioPharm
- Former VP of Medical Development for Amylin
- Former Director at GSK, Global Head of Clinical Strategy for Avandia
- Former Board member of ViaCyte, Inc.

Don Dwyer, MBA – Chief Business Officer

- Former Executive Director at AstraZeneca with leadership roles in drug development, commercial and business development
- Former NPM Board observer for AZ
- Former PhaseBio Board observer for AZ (prior to IPO)
- Former Director at Cephalon and Rhone Poulenc Rorer

Vivani Medical, Inc.

1. Combination of two operating companies developing drug and device implant candidates intended to treat conditions with high unmet medical need.

2. BioPharm Division (formerly Nano Precision Medical) develops drug implant candidates to address medication non-adherence, a leading cause of poor clinical outcomes, leveraging its proprietary NanoPortal technology. NPM-119 (GLP-1 implant) is the priority focus of Vivani.

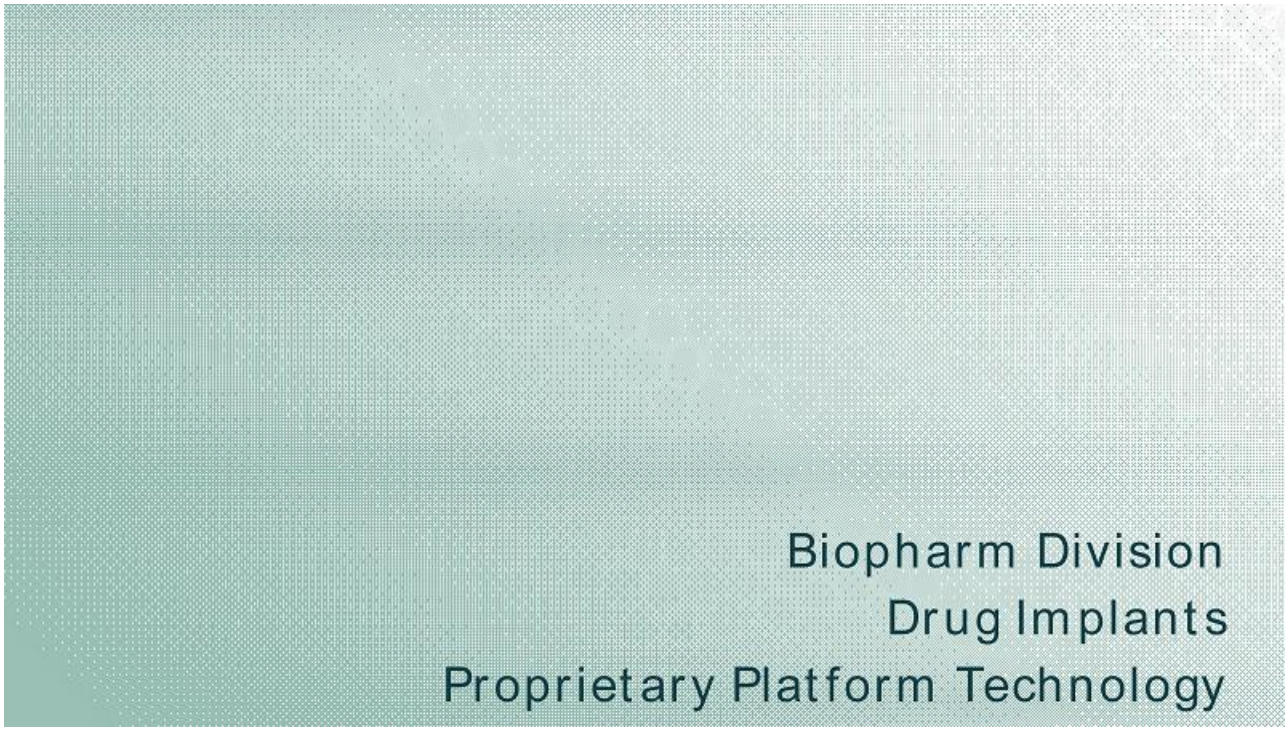
3. Neuromodulation Division (formerly Second Sight Medical Products) develops highly innovative medical implant candidates to treat blindness. Vivani is assessing strategic options for the development of an improved, follow-on device candidate, Orion II.

4. Vivani is well-positioned with new leadership and sufficient capital to support multiple milestones for NPM-119 while assessing strategic options for Orion II.

Combined Company Pipeline

If Approved, Vivani Candidates will Compete in Markets with Large Potential

* Estimated Market Sizes where Vivani candidates would compete, if approved; Does not represent future sales or revenue estimates of Vivani candidates
** In Partnership with Okava Pharmaceuticals, Inc.
*** Feasibility in progress with a non-exenatide compound in collaboration with a major pharma company


Biopharm Division
Drug Implants
Proprietary Platform Technology

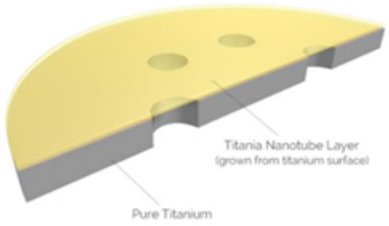
NanoPortal:

Innovative Delivery Technology

Designed to Assure Adherence

Minimally-fluctuating and tunable delivery profiles

Potential application with many molecular types

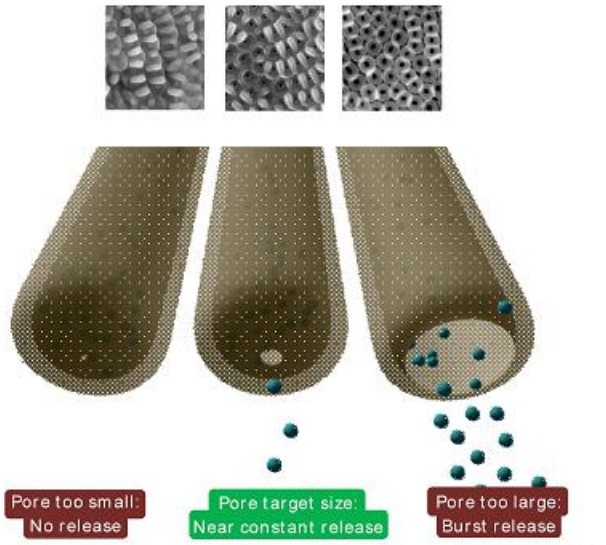


Nanotube Membrane

NanoPortal:

How it Works...

By precisely adjusting nanotubes to molecule size, interactions between drug and nanotube walls can result in desirable release profiles over time, including near constant release



NanoPortal™ is a Platform Technology

Broad Potential Application Can Support Portfolio of New Drug Implants

- Minimized Implant Size
- Extendable Implant Duration
- Tunable Delivery Rate
- Tunable Delivery Profile

Vivani's Lead Program
NPM-119

Targeting the Rapidly Growing GLP-1 RA Market
$13B in 2020 & $23B Expected in 2026

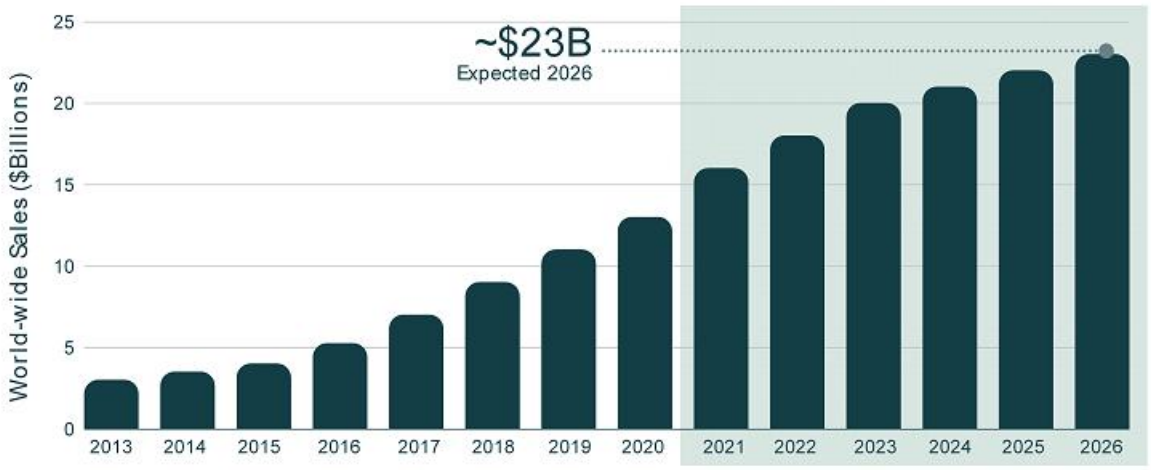
Lead Product (NPM-119):

6-Month Exenatide (Glucagon-like Peptide 1 Receptor Agonist) Implant for Type 2 Diabetes

- Non-adherence is the primary reason for low, real-world effectiveness[1,2]
- Guaranteed adherence will produce significant healthcare cost savings[3]
- 5 months of in vivo pre-clinical verification; 6-month product candidate in development
- FDA indicated 505(b)(2) streamlined approval pathway may be available
- ~$54M raised pre-merger from investors including AstraZeneca

1 Guo 2016
2 Carls et al., 2017
3 IMS 2013 Report

GLP-1 Market Opportunity*



* Evaluate Pharma 08 June 2021

Current Drug Adherence Challenge

"Drugs don't work in people that don't take them"

NPM-119 Designed to Enable 100% Adherence through Implant Duration

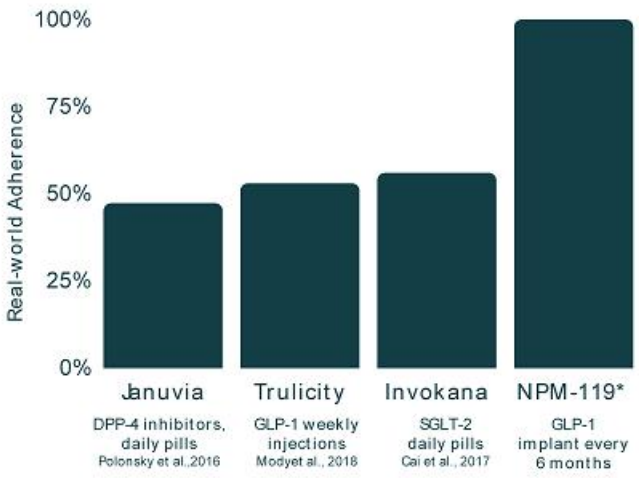
- Orals and injectables do not guarantee adherence
- Approximately 50% of patients do not meet glycemic targets primarily due to adherence

Dual Incentive to Adopt Technology that Improves Adherence

- Pharmaceutical revenue is increased
- Healthcare costs are decreased

* NPM-119 - investigational candidate, not approved in any market

Real-World Adherence of Select Drugs



* NPM-119 designed to enable 100% adherence.

Guaranteed adherence is expected to deliver improved health outcomes

Drug Substance + Administration = Drug Product

- Varying levels of adherence are associated with different health outcomes
- Different health outcomes may not be attributable to drug substance alone
- The American Diabetes Association (ADA) Standard of Care guidelines encourage treatment options that address adherence

* NPM-119 - investigational candidate, not approved in any market

Drug Substance	Administration	Drug Product
exenatide (GLP-1 Receptor Agonist)	Weekly Injection	BYDUREON®
dulaglutide (GLP-1 Receptor Agonist)	Weekly Injection	once weekly trulicity
semaglutide (GLP-1 Receptor Agonist)	Weekly Injection	OZEMPIC semaglutide injection
	Daily Pill	RYBELSUS® semaglutide tablets
exenatide (GLP-1 Receptor Agonist)	6-Month Implant	NPM-119*

Intarcia's ITCA 650 (6-month exenatide implant) may be a relevant value analog for NPM-119

Value of long-term GLP-1 (exenatide) implant externally validated previously

2014 – Intarcia signed ITCA 650 deal with Servier (excluding US + Japan) $171M up-front, $880M milestones, and double-digit royalties

Financings valued Intarcia as high as $4.0B **(2017)**

Intarcia's lead program was ITCA 650

2016 – Intarcia filed initial ITCA 650 New Drug Application (NDA)

2017 – FDA issued the first ITCA 650 CRL* (cited manufacturing concerns)

2019 – Intarcia re-submitted ITCA 650 NDA

2020 – FDA issued second ITCA 650 CRL (cited clinical safety and device constituent concerns)

2022 – After multiple dispute resolution actions, FDA denied Intarcia's request for public hearing

* CRL: Complete Response Letter – issued by FDA to identify NDA deficiencies

NPM-119 well-positioned to avoid Intarcia's device technology challenges

Osmotic Pump
(Intarcia)

- FDA has concerns about daily variations in release
- Larger Device (4mm x 45mm)
- Insertion using larger 6-gauge needle

NanoPortal™
(NPM)

- Minimally fluctuating release profile observed in pre-clinical studies
- Smaller Device (2.2mm x 21.5mm)
- Insertion using smaller 11-gauge needle

NPM-119
Clinical and Regulatory Pathway

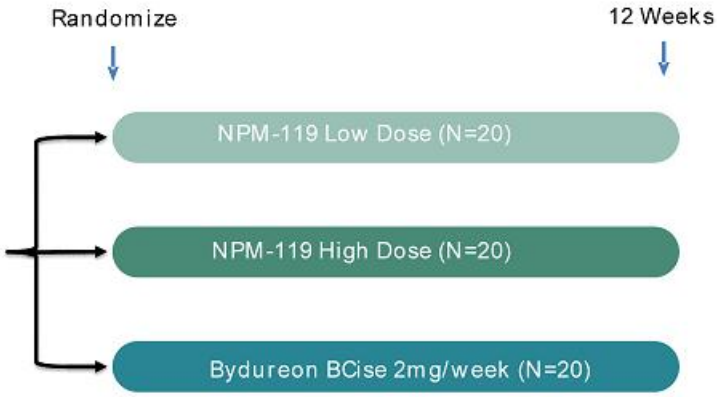
Proposed First in Human Trial: LIBERATE-1

Primary Objectives: Safety/tolerability assessment and full PK characterization

Secondary Objective: Evaluate change from baseline in glycemic control (HbA1c)

Key Inclusion/Exclusion Criteria

- T2DM and HbA1c ≥6.5% and <10.0%
- On non-exenatide GLP-1 therapy (discontinued upon enrollment)
- May be taking their GLP-1 in combination with up to 2 of the following: metformin, TZD, SGLT-2 inhibitor, or DPP-4 inhibitor
- Excluded: SU, insulin



T2DM: Type 2 Diabetes Mellitus; TZD: Thiazolidinedione; SGLT-2: Sodium-glucose cotransporter-2; DPP-4: Dipeptidyl peptidase 4; SU: Sulfonylurea

NPM-119 Clinical + Regulatory Development Near-Term Plan

Year(s)	Milestone	Status
2020	FDA Pre-IND Meeting	Completed
4Q2022 / 1Q2023	File IND to support Ph 2 (LIBERATE-1) clinical study	On-Track
2023	Deliver LIBERATE-1 top-line results	Projected

We expect to utilize the 505(b)(2) pathway, which permits submissions to rely, in part, on the safety and effectiveness of a previously approved product, which may potentially result in a more expeditious pathway to FDA approval.

Next Expected Milestones:
File NPM-119 Investigational New Drug (IND) application in 4Q2022 / 1Q2023
Deliver top-line LIBERATE-1 data in 2H2023

Neuromodulation Division

ORION II

Neurostimulation Implant Technology to Treat Blindness

Orion II

Current Activities and Future Considerations

- Initial clinical pilot study at UCLA and Baylor College of Medicine; 3-year data encouraging
- **Confirming regulatory pathway with FDA**
- Patient Preference Study – Part one – informs potential adoption; encouraging results obtained
- Patient Preference Study – Part two – defines safety endpoints for approval; in preparation
- **Market Access, Reimbursement and Long-term Support Programs critical for long-term success**
- **New Leadership Team is developing strategic options for advancing Orion II**

Vivani Medical, Inc.
Financial Information

Vivani Medical, Inc.
Pro-Forma P&L Statement

($ in 000s)	Historical: Second Sight	Historical: NPM	Pro forma adjustments	Pro forma combined
For the six months ended June 30, 2022:				
Net sales	$ -	$ -	$ -	$ -
Cost of sales	-	-		-
Gross profit	-	-		-
Total operating expenses	5,345	7,995	(1,615)	11,725
Loss from operations	$ (5,345)	$ (7,995)	$ 1,615	$ (11,725)
Loss per share on a pro forma basis				$ (0.23)
For the year ended December 31, 2022				
Net sales	$ -	$ -	$ -	$ -
Gross profit	130	-		130
Total operating expenses	9,063	13,323	2,154	24,540
Loss from operations	$ (8,933)	$ (13,323)	$ (2,154)	$ (24,410)
Loss per share on a pro forma basis				$ (0.55)

(The unaudited pro forma condensed combined financial information was derived from, and should be read in conjunction with, the Exhibit 99.3 included in Form 8-K filed with the SEC on September 2, 2022)

Vivani Medical, Inc.
Pro-forma Balance Sheet

($ in 000s)

For the Period ending June 30, 2022	Second Sight Historical	NPM Historical	Merger adjustments	Combined pro forma as adjusted
Assets				
Cash and cash equivalents	$ 56,377	$ 3,450	$ (1,624)	$ 58,203
Other assets	9,272	2,967	(8,000)	4,239
Total assets	**$ 65,649**	**$ 6,417**	**$ (9,624)**	**$ 62,442**
Liabilities and Stockholders' equity				
Current liabilities	$ 2,591	$ 2,905	$ (984)	$ 4,512
SAFE	-	8,000	(8,000)	-
Long-term liabilities	-	328	-	328
Total liabilities	2,591	11,233	(8,984)	4,840
Stockholders' Equity				
Common stock and APIC	397,355	62,109	(340,080)	119,384
Other comprehensive income	(424)	-	424	-
Accumulated deficit	(333,873)	(66,925)	339,016	(61,782)
Total equity	63,058	(4,816)	(640)	57,602
				-
Total liabilities and equity	**$ 65,649**	**$ 6,417**	**$ (9,624)**	**$ 62,442**

(The unaudited pro forma condensed combined financial information was derived from, and should be read in conjunction with, the Exhibit 99.3 included in Form 8-K filed with the SEC on September 2, 2022)

Vivani Medical, Inc.
Post Merger Cap Table

As of August 30, 2022

VIVANI MEDICAL,INC
Capitalization Table

Name	Common (CS)	Options Outstanding (1)	Common Warrants (2)	Total Shares, Options & Warrants
Total Shares Outstanding	50,726,329	4,609,642	10,310,539	65,646,510
Total Restricted Shares (Locked-up 180 Days)	21,942,231	2,214,791	9,310,573	33,467,595
Unrestricted Shares	28,784,098	2,394,850	999,966	32,178,915
% Total Restricted Shares	43.3%	48.0%	90.3%	51.0%

(1) 795K outstanding stock options unvested

(2) 2.564M Common Warrants underwater and expire March 2024.

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