

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

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 Pursuant to §240.14a-12

VIVANI MEDICAL, 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 computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined);
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
 - Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-
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P.O. BOX 8016, CARY, NC 27512-9903

Vivani Medical, Inc. Important Notice Regarding the Availability of Proxy Materials

for the Stockholder Meeting to be held on
June 15, 2023

For Stockholders of Record as of April 18, 2023

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

To view the proxy materials, (including the proxy statement, our 2022 Annual Report on Form 10-K, this Notice and the Proxy Card) and to obtain directions to attend the meeting, go to:
www.proxydocs.com/VANI.

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet. You will not receive a paper or e-mail copy unless you make a request following the instructions below.



**For a convenient way to view proxy materials and VOTE go to
www.proxydocs.com/VANI.**

**Have the 12 digit control number located in the shaded box above available
when you access the website and follow the instructions.**

If you want to receive a paper or e-mail copy of the proxy material, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before June 05, 2023.

To order paper materials, use one of the following methods.


INTERNET
www.investorelections.com/VANI


TELEPHONE
(866) 648-8133


*** E-MAIL**
paper@investorelections.com

When requesting via the Internet or telephone you will need the 12 digit control number located in the shaded box above.

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located above) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

Vivani Medical, Inc.

Meeting Type: Annual Meeting of Stockholders
Date: Thursday, June 15, 2023
Time: 10:00 AM, Pacific Time
Place: Annual Meeting to be held live via the Internet.
Please visit www.proxydocs.com/VANI for more details.

You must register to attend the meeting online and/or participate at www.proxydocs.com/VANI

SEE REVERSE FOR FULL AGENDA



Vivani Medical, Inc.

Annual Meeting of Stockholders

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE:
FOR ON PROPOSALS 1, 2, 3, 4A, 4B, 4C, 4D, 4E, 4F AND 5**

PROPOSAL

1. To elect the five directors from the nominees named in the accompanying proxy statement to hold office for the ensuing year and until their successors are duly elected and qualified;
 - 1.01 Gregg Williams
 - 1.02 Aaron Mendelsohn
 - 1.03 Dean Baker
 - 1.04 Alexandra Larson
 - 1.05 Adam Mendelsohn, Ph.D.

Vivani Medical, Inc. proxy holders reserve the right to cumulate votes and cast such votes in favor of the election of some or all of the nominees in their sole discretion.
2. To ratify the selection by the Audit Committee of the Board of Directors the appointment of BPM LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023;
3. To approve a proposed reincorporation pursuant to which the Company will change the state of its incorporation from California to Delaware;
- 4A. The Company's proposal to approve a provision of the Delaware Charter disallowing cumulative voting;
- 4B. The Company's proposal to approve a provision of the Delaware Charter limiting the Company's stockholders' right to remove directors without cause;
- 4C. The Company's proposal to approve a provision of the Delaware Bylaws permitting only the Board to call special meetings;
- 4D. The Company's proposal to approve provisions of the Delaware Charter and Bylaws disallowing action by written consent of stockholders;
- 4E. The Company's proposal to approve a provision of the Delaware Charter providing that, unless Vivani Delaware consents in writing to the selection of an alternate forum, certain intra-corporate claims may be brought exclusively in the Delaware Court of Chancery (or, if such court lacks subject matter jurisdiction, the other state or federal courts in the State of Delaware);
- 4F. The Company's proposal to approve a provision of the Delaware Charter requiring any complaint asserting a cause of action under the Securities Act to be brought exclusively in the federal district courts of the United States, unless the Company consents in writing to the selection of an alternative forum.
5. To approve, on an advisory basis, the compensation of the Company's named executive officers; and
6. To transact such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.