SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Williams Gregg	Vivani Medical, Inc. [VANI]	X Director X 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Officer (give title below) Other (specify below)
C/O VIVANI MEDICAL, INC.	11/20/2026	
1350 S. LOOP ROAD	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		X Form filed by One Reporting Person
ALAMEDA CA 94502		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	11/20/2026		P[1]		227,959	A	$1.137[2]	37,339,258	I	See footnote[3]
Common Stock	11/23/2026		P[4]		4,950,496	A	$1.01	42,289,754	I	See footnote[3]
Common Stock	11/23/2026		P[1]		30,447	A	$1.187[5]	42,320,201	I	See footnote[3]
Common Stock								4,799,200	D	

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 Securities Underlying Derivative Security (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: 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				

Explanation of Responses:

1. Individual purchased shares on the open market.

2. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $1.10 to $1.15, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

3. The reporting person owns 47,119,401 shares directly and/or indirectly as follows: (i) 4,799,200 shares of common stock owned by the reporting person, (ii) 40,194,449 shares of common stock owned by Gregg G. Williams 2006 Trust, (iii) 1,212,856 shares of common stock owned by Williams International Co. LLC, (iv) 181,587 shares of common stock owned by Sam Williams Family Investments LLC, and (v) 731,309 shares of common stock owned by Sam B. Williams 1995 Generation-Skipping Trust. Gregg Williams has voting and dispositive power over all of these shares.

4. The reporting person purchased 4,950,496 shares of the Issuer's common stock in a private sale transaction as disclosed in the Share Purchase Agreement dated as of November 15, 2026 at a price of $1.01 per share, which was the last reported sale price of the Issuers common stock on the Nasdaq on November 13, 2026 (the trading day immediately prior to November 15, 2026). The gross proceeds from this private sale transaction were $5,000,000.96. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased in the transaction set forth in this footnote.

5. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $1.17 to $1.20, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

/s/ Anthony Baldor, Attorney-in-fact — 11/24/2026

** Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.