

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

☐ 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 * <u>Williams Gregg</u> (Last) (First) (Middle) <u>C/O VIVANI MEDICAL, INC.</u> <u>1350 S. LOOP ROAD</u> (Street) <u>ALAMEDA</u> <u>CA</u> <u>94502</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vivani Medical, Inc. [VANI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☒ 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/15/2025</u>	
		4. If Amendment, Date of Original Filed (Month/Day/Year)

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	10/15/2025		P ⁽¹⁾		1,473,214	A	\$1.12	17,382,562	I	See footnote ⁽³⁾
Common Stock	10/15/2025		P ⁽²⁾		264,550	A	\$1.26	17,647,112	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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. The reporting person purchased 1,473,214 shares of the Issuer's common stock in a private sale transaction as disclosed in the Share Purchase Agreement dated as of March 26, 2025 at a price of \$1.12 per share, which was the last reported sale price of the Issuer's common stock on the Nasdaq on March 25, 2025 (the day immediately prior to March 26, 2025). The gross proceeds from this private sale transaction were \$1,649,999.68. 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.

2. The reporting person purchased 264,550 shares of the Issuer's common stock in a private sale transaction as disclosed in the Share Purchase Agreement dated as of August 11, 2025 at a price of \$1.26 per share, which was the last reported sale price of the Issuer's common stock on the Nasdaq on August 10, 2025 (the day immediately prior to August 11, 2025). The gross proceeds from this private sale transaction were \$333,333.00. 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.

3. The reporting person owns 22,446,312 shares directly and/or indirectly as follows: (i) 4,799,200 shares of common stock owned by the reporting person, (ii) 15,521,360 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.

/s/ Anthony Baldor, Attorney-in-
fact 10/16/2025

** 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.