#### Edgar Filing: STAAR SURGICAL CO - Form 4

	RGICAL CO										
Form 4 November (	04 2014										
FORM	ЛЛ	STATES	SECU	RITIES A	AND EXC	CHAI	NGE CO	MMISSION	OMB AF	PROVAL	
Check t					, D.C. 205				Number:	3235-0287	
if no lor subject Section	to STATEN	MENT OF CHANGES IN BENEFICIAL OWNERSH SECURITIES							Expires: Estimated a burden hou		
Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	Filed putons Section 17	(a) of the I	Public U	Jtility Ho		pany	Act of 1	Act of 1934, 935 or Section	response	0.5	
(Print or Type	Responses)										
	Address of Reporting		Symbol		d Ticker or 7		I	. Relationship of l ssuer	Reporting Pers	on(s) to	
(Last)	(First) (	Middle)		of Earliest T		[017]	<b>[ 1 ]</b>	(Check	all applicable	)	
(Mo				Month/Day/Year) 10/31/2014				Director    X 10% Owner       Officer (give title     Other (specify below)			
NEW YOF	(Street) RK, NY 10019			endment, D onth/Day/Yea	Date Original ar)		A 	. Individual or Joi pplicable Line) Form filed by Or X_ Form filed by M	ne Reporting Per	son	
(City)	(State)	(Zip)	<b>7</b> 1	1 <b>1</b> N				erson	D. (* • 1)		
		-					-	red, Disposed of,		•	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securitie oror Disposed (Instr. 3, 4)	d of (I and 5) (A) or	)) )	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)	
Common	10/31/2014			Code V P	Amount 83,441	(D) A	Price \$ 9.3222	6,970,536	D (4)		
Stock							(1)				
Common Stock	10/31/2014			Р	0	А	\$ 0	6,970,536	Ι	Footnote $(5)$	
Common Stock	11/03/2014			Р	122,900	А	\$ 9.2296 (2)	7,093,436	D (4)		
Common Stock	11/03/2014			Р	0	А	\$0	7,093,436	Ι	Footnote $(5)$	

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Common Stock	11/04/2014	Р	54,000	А	\$ 8.9275 ( <u>3)</u>	7,147,436	D (4)	
Common Stock	11/04/2014	Р	0	А	\$0	7,147,436	Ι	Footnote $(5)$
Common Stock						25,900	D <u>(6)</u>	

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

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 control number.

 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)	4. Transac Code (Instr. 8	/	vative rities uired or osed ))		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
			Code	4, an V (A)	ld 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BROADWOOD PARTNERS LP C/O BROADWOOD CAPITAL INC. 724 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10019		Х					
BROADWOOD CAPITAL INC 724 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10019		Х					
BRADSHER NEAL C C/O BROADWOOD CAPITAL INC. 724 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10019		Х					

# Signatures

Broadwood Partners, L.P., By: Broadwood Capital, Inc., By: /s/ Neal C. Bradsher,						
President	11/04/2014					
**Signature of Reporting Person	Date					
Broadwood Capital, Inc., By: /s/ Neal C. Bradsher, President						
**Signature of Reporting Person	Date					
Neal C. Bradsher, /s/ Neal C. Bradsher	11/04/2014					
**Signature of Reporting Person	Date					

### **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).
- This constitutes the weighted average purchase price. The prices range from \$8.91 to \$9.49. The Reporting Person will provide upon(1) request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This constitutes the weighted average purchase price. The prices range from \$8.89 to \$9.49. The Reporting Person will provide upon(2) request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This constitutes the weighted average purchase price. The prices range from \$8.88 to \$8.95. The Reporting Person will provide upon(3) request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- (4) These securities are owned by Broadwood Partners, L.P., which is a Reporting Person.

The reported securities are directly owned by Broadwood Partners, L.P. and may be deemed beneficially owned by Broadwood Capital, Inc. as General Partner of Broadwood Partners, L.P. and Neal C. Bradsher as President of Broadwood Capital, Inc. The Reporting Persons(5) disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not

- (5) dischand beneficial ownership of the reported securities except to the extent of his of its peculiary interest therein, and this report shar hose be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (6) These securities are owned by Neal C. Bradsher, who is a Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.