STAAR SURGICAL CO

Form 4

March 21, 2017

FORM 4

Check this box

if no longer

subject to

Section 16.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

3235-0287 Number:

OMB

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response... 0.5

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

| 1. Name and Add Mason Caren | • | rting Person * | 2. Issuer Name and Ticker or Trading Symbol STAAR SURGICAL CO [STAA] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--------------------------------|----------|----------------|---|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| 1911 WALKER AVE | | | (Month/Day/Year) 03/18/2017 | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) President & CEO | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| MONROVIA, CA 91016 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (Citv) | (State) | (Zip) | Table I. Non Dordon Committee A. | | | |

| (- 3) | () | 1 abie | : 1 - Non-Do | erivative S | ecuri | ties Ac | quirea, Disposea | oi, or Beneficial | lly Owned |
|-----------------|---------------------|--------------------|--------------|-------------|-----------|-----------|------------------|-------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securit | ties | | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | onAcquired | (A) o | r | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | Disposed | of (D |) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, | 4 and | 5) | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (4) | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 03/18/2017 | | F | 6,320 | D | \$ 9.9 | 58,180 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

Edgar Filing: STAAR SURGICAL CO - Form 4

| 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 orderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|--|--|--------------------|---|----------------------------|
| | | | | Code V | 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Common Stock Options | \$ 9.3 | 03/21/2017 | | A | 200,000 | 03/21/2018 | 03/21/2027 | Common Stock | 200,00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-----------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Mason Caren L 1911 WALKER AVE MONROVIA, CA 91016 | X | | President & CEO | | | | | |
| Signatures | | | | | | | | |
| Ial Comusal Coston os ottomory | n foot for | Comon | | | | | | |

/s/ Samuel Gesten as attorney-in-fact for Caren 03/21/2017 Mason

> **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).
- The options granted become exercisable as follows: 1/3 on 3/21/2018 and the remaining 2/3 of such options shall become exercisable (1) over the following 24 months in equal amounts on a monthly basis. In the event the options do not evenly divide into 24 months, the remaining balance of options granted shall become exercisable on 3/21/2020.

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.

Reporting Owners 2