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STAAR SURGICAL COMPANY  
Form S-8 POS  
December 12, 2003

As filed with the Securities and Exchange Commission on December 12, 2003

Registration No.333-52096

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

STAAR SURGICAL COMPANY  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

95-3797439  
(I.R.S. Employer  
Identification No.)

1911 Walker Avenue  
Monrovia, California 91016  
(Address of Principal Executive Offices) (Zip Code)

1996 STAAR SURGICAL COMPANY NON-QUALIFIED STOCK PLAN  
(Full title of the plan)

John Bily  
Chief Financial Officer  
STAAR Surgical Company  
1911 Walker Avenue  
Monrovia, California 91016  
(Name and address of agent for service)

(626) 303-7902  
(Telephone number, including area code, of agent for service)

Copy to:  
Charles S. Kaufman, Esq.  
Sheppard, Mullin, Richter & Hampton LLP  
333 South Hope Street, 48th Floor  
Los Angeles, California 90071  
(213) 620-1780

This Post-Effective Amendment No. 1 is being filed to de-register 134,316 shares of Common Stock of STAAR Surgical Company (the "Registrant"). These shares were originally registered under the Registration Statement on Form S-8, Registration No. 333-52096, for purchase under the 1996 STAAR Surgical Company Non-Qualified Stock Plan. The Plan has been terminated, and all rights to purchase shares under the Plan have been exercised or have expired. The Registrant intends to carry forward the 134,316 deregistered shares to a new Registration Statement on Form S-8 covering a separate benefit plan of the Registrant.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monrovia, State of California, on December 12, 2003.

STAAR SURGICAL COMPANY

By: /s/ David Bailey

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David Bailey  
President, Chief Executive Officer, Chairman  
and Director (Principal Executive Officer)

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature<br>-----  | Title<br>-----  | Date<br>----      |
|---|---|-------------------|
| /s/ David Bailey<br>-----<br>David Bailey                         | President, Chief Executive<br>Officer, Chairman and<br>Director (Principal<br>Executive Officer)              | December 12, 2003 |
| /s/ John Bily<br>-----<br>John Bily                               | Chief Financial Officer<br>and Chief Accounting<br>Officer (Principal<br>Financial and Accounting<br>Officer) | December 12, 2003 |
| /s/ Donald Duffy<br>-----<br>Donald Duffy                         | Director  | December 12, 2003 |
| /s/ Dr. Volker D. Anhaeusser<br>-----<br>Dr. Volker D. Anhaeusser | Director  | December 12, 2003 |
| /s/ John R. Gilbert<br>-----<br>John R. Gilbert                   | Director  | December 12, 2003 |
| /s/ David Morrison<br>-----<br>David Morrison                     | Director  | December 12, 2003 |

