

STAAR SURGICAL CO
Form 4
December 16, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROADWOOD PARTNERS LP

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 (Month/Day/Year)
12/12/2013

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O BROADWOOD CAPITAL INC., 724 FIFTH AVENUE, 9TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10019

(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 or Price		
Common Stock	12/12/2013		X		700,000 (6)	A	\$ 4 7,101,639 D (1)
Common Stock	12/12/2013		X		0	A	\$ 0 7,101,639 I Footnote (2)
Common Stock	12/12/2013		J(7)		214,544	D	\$ 13.05 6,887,095 D (1)
Common Stock	12/12/2013		J		0	D	\$ 0 6,887,095 I Footnote (2)
Common Stock							25,900 D (3)

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Warrants	\$ 4	12/12/2013		X	700,000 (7)	(4) 12/14/2013	12/14/2013	Common Stock	700,000
Common Stock Warrants	\$ 4	12/12/2013		X	0	(4) 12/14/2013	12/14/2013	Common Stock	0
Common Stock Warrants	\$ 4					(4) 06/01/2015	06/01/2015	Common Stock	700,000
Common Stock Warrants	\$ 4					(4) 06/01/2015	06/01/2015	Common Stock	0

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		X		
BRADSHER NEAL C C/O BROADWOOD CAPITAL INC. 724 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10019		X		
BROADWOOD CAPITAL INC 724 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10019		X		

Signatures

Broadwood Partners, L.P., By: Broadwood Capital, Inc., By: /s/ Neal C. Bradsher, President	12/16/2013
__Signature of Reporting Person	Date
Neal C. Bradsher, /s/ Neal C. Bradsher	12/16/2013
__Signature of Reporting Person	Date
Broadwood Capital, Inc., By: /s/ Neal C. Bradsher, President	12/16/2013
__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).
- (1) 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
 - (2) disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not 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.
 - (3) These securities are owned by Neal C. Bradsher, who is a Reporting Person.
 - (4) These warrants are currently exercisable with the underlying common shares issuable 61 days following the exercise date.
These warrants were granted to Broadwood Partners, L.P. on December 14, 2007 pursuant to a warrant agreement between STAAR Surgical Company (the "Issuer") and Broadwood Partners, L.P. (the "Warrant Agreement") as additional consideration for Broadwood Partners, L.P. to enter into a senior promissory note between Broadwood Partners, L.P. and the Issuer on December 14, 2007.
 - (6) Reflects the cashless exercise of common stock warrants for 700,000 common shares by Broadwood Partners, L.P. Upon conversion and in accordance with the terms and provisions of the Warrant Agreement, Broadwood Partners, L.P. will receive 485,456 common shares issuable on February 11, 2014, with 214,544 common shares withheld by the Issuer to fund the cashless exercise of the warrants.
 - (7) Reflects 214,544 common shares withheld by the Issuer to fund the cashless exercise of the warrants.

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.