

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A
Amendment No. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: June 29, 2012

Or
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 0-11634

STAAR SURGICAL COMPANY

(Exact name of registrant as specified in its charter)

Delaware 95-3797439
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

1911 Walker Avenue

Monrovia, California 91016

(Address of principal executive offices)

(626) 303-7902

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

☐ Non-accelerated filer

☐ Large accelerated filer ☒ Accelerated filer (Do not check if a smaller reporting company) ☐ Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The registrant has 36,488,049 shares of common stock, par value \$0.01 per share, issued and outstanding as of July 27, 2012.

Explanatory Note

STAAR Surgical Company is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q for the period ended June 29, 2012 to provide exhibits of the Form of Indemnity Agreement that was referenced under Item 5 (pursuant to Item 1.01 and 5.02) and the Code of Business Conduct and Ethics that was referenced under Item 5 (pursuant to Item 5.05) that were inadvertently omitted from the document as filed. The only items filed herewith are these two exhibits, the exhibit index, the signature page and the certifications required by Rule 13a-14(a) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350. With the exception of the foregoing, no other information in the Quarterly Report on Form 10-Q for the period ended June 29, 2012 has been supplemented, updated or amended.

STAAR SURGICAL COMPANY

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ITEM 6. EXHIBITS

†10.42	Form of Indemnity Agreement*
14.1	Code of Business Conduct and Ethics*
31.1	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
31.2	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
32.1	Certification Pursuant to 18 U.S.C. Section 1350, Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *

* Filed herewith.

Management contract or
† compensatory plan or
arrangement

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this amended report to be signed on its behalf by the undersigned thereunto duly authorized.

STAAR SURGICAL COMPANY

Date: August 8, 2012 By: /s/ DEBORAH ANDREWS

Deborah Andrews

Chief Financial Officer
(on behalf of the Registrant and as its
principal financial officer)