

IRIDEX CORP  
Form 8-K  
December 14, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**December 9, 2016**

**IRIDEX CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**0-27598**  
**(Commission**  
  
**File Number)**

**77-0210467**  
**(IRS Employer**  
  
**Identification No.)**

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**1212 Terra Bella Avenue**

**Mountain View, California 94043**

**(Address of principal executive offices, including zip code)**

**(650) 940-4700**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On December 9, 2016, IRIDEX Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Roth Capital Partners, LLC (the Underwriter ) relating to the offering, issuance and sale (the Offering ) of 1,150,000 shares of the Company s common stock, par value \$0.01 per share (the Common Stock ). The price to the public in the Offering is \$14.00 per share. Under the terms of the Underwriting Agreement, the Company granted the Underwriter a 30-day over-allotment option to purchase up to an additional 172,500 shares of Common Stock. The Offering closed on December 14, 2016. The net proceeds to the Company after deducting estimated underwriting discounts and commissions will be approximately \$15,134,000 (excluding the Underwriter s option, if exercised).

The Offering is being made pursuant to the Company s effective registration statement on Form S-3 (Registration Statement No. 333-213094) previously filed with and declared effective by the Securities and Exchange Commission (the SEC ) and a prospectus supplement and accompanying base prospectus thereunder filed with the SEC.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriter, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties. A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated by reference herein. The foregoing description of the terms of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

The legal opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, relating to the legality of the issuance and sale of the Common Stock in the Offering is attached as Exhibit 5.1 hereto.

**Item 8.01 Other Information.**

On December 9, 2016, the Company issued a press release announcing the pricing of the Offering. The press release announcing the pricing of the Offering is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of December 9, 2016.
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation
23.1	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1)
99.1	Press Release dated December 9, 2016.

**SIGNATURES**

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

**IRIDEX CORPORATION**

By: /s/ William M. Moore  
William M. Moore

President and Chief Executive Officer

Date: December 14, 2016

**EXHIBIT INDEX**

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