

STAAR SURGICAL CO  
Form DEF 14A  
April 29, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
Definitive Proxy Statement  
Definitive Additional Materials  
Soliciting Material under §240.14a-12

STAAR Surgical Company  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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STAAR SURGICAL COMPANY

25651 Atlantic Ocean Drive

Lake Forest, California 92630

April 29, 2019

Dear Fellow Shareholders:

You are cordially invited to attend the annual meeting of the shareholders (the “Annual Meeting”) of STAAR Surgical Company (“STAAR” or the “Company”). The Annual Meeting will be held on Thursday, June 20, 2019 at 8:30 a.m. (Pacific time), at STAAR’s headquarters at 25651 Atlantic Ocean Drive, Lake Forest, California, 92630.

By all measures, STAAR achieved an outstanding year in 2018. We successfully executed our growth strategy to become a primary and premium option for people seeking visual freedom, and to become the best partner for our surgeon customers. And we extended our track record of delivering strong financial performance quarter after quarter throughout 2018.

Without the commitment of our team of “All STAARs,” none of these accomplishments would be possible. I am deeply grateful for their dedication to STAAR’s growth and success.

2018 was a breakout year for STAAR and our investors:

- We achieved record revenue of \$124 million, growing revenue by 37% compared to 2017, and growing “implantable Collamer® lenses” (“ICL”) sales by 48%;
- GAAP diluted earnings per share (“EPS”) improved by \$0.16 from (\$0.05) to \$0.11 for the first profitable year since 2011;
- Cash, cash equivalents and restricted cash rose to \$104.0 million, compared to \$18.6 million at the end of the fourth quarter of 2017. We generated \$12.8 million in cash from operations and raised \$72.2 million in net proceeds from the sale of approximately 2 million shares of common stock; and
- Our stock price rose approximately 100% during the year (from \$15.90 on January 2, 2018 to \$31.91 on December 31, 2018).

In addition to this fantastic financial performance, 2018 was a transformative year for us in other ways as well. During the year, the Food and Drug Administration (“FDA”) lifted a Warning Letter regarding STAAR and approved our Visian Toric ICL for marketing and sale in the U.S. We submitted our EVO Visian ICL premarket approval (“PMA”) supplement to the FDA for review, and that review is on-going. The patient enrollment for our pivotal European trial for the EVO with EDOF lens for presbyopia is complete and we are conducting the required six-month patient follow-up for this study. Once we complete this follow up, our plan is to submit our CE Mark application to our regulated body by mid-year 2019.

More broadly, our strategy of building the refractive market for visual freedom through surgeon training and certification, practice development, consumer outreach, patient education, digital marketing and strategic agreements with our customers has positioned the ICL in more and more clinics and doctors’ offices as a premium and primary solution for vision correction around the globe. Ever more data supporting the safety and effectiveness of the ICL is being published. For example, in December 2018, Dr. Mark Packer published a literature review of 67 papers from 10 countries on the EVO lens in the journal *Clinical Ophthalmology*. The analysis covered 6,000 eyes with up to 5 years of follow up concluding “Improved safety and effectiveness across a broad range of refractive errors make EVO an

attractive option for surgeons and patients.”

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Throughout 2018, we executed our plan to make targeted investments designed to foster continued future growth, including the launch of future ICL products. We are planning for and making initial investments in 2019 in manufacturing and facilities expansion to expand our capacity to meet increasing demand.

We'll focus on several imperatives in 2019 to extend our track record of success from 2018 into the future. To do so, we are planning to:

- Make initial investments in manufacturing and facilities expansion that include, among other things: (i) increasing manufacturing capacity at our Monrovia, California facility for our Myopia ICLs; (ii) reopening and expanding our manufacturing and distribution facilities in Nidau, Switzerland; (iii) preparing for the validation of our Lake Forest, California facility for the manufacturing of our ICL with EDOF for presbyopia lenses expected to be approved for sale initially in CE Mark countries; (iv) moving into our newly renovated Lake Forest, California facility, which also includes executive and corporate offices;
- Continue market share gains in all global markets, including China. We will continue to focus on increasing consideration and usage of low and mid-diopter ICLs;
- Increase investment in Direct-to-Consumer marketing and patient education in targeted markets; and
- Strengthen existing and finalize new Strategic Agreements and Alliances with global partners.

We believe that if we accomplish our plans, we will achieve the following target results for 2019:

- ICL unit growth percentage target increase of 30% or above compared with 2018 ICL unit growth;
- Overall revenue growth percentage target increase of 20% over 2018 (despite an overall sales decline in our Other Products segment of approximately \$3.6 million, including an approximately \$2.6 million reduction in sales of low margin injector parts);
- GAAP Net Income is anticipated to increase over 2018; and
- Positive full year cash flow and cash balance increase.

For 2019, we intend to continue achieving and strengthening our 2018 strategic priorities, which are as follows:

- Retain Compliance with All Regulatory Bodies;
- Successfully Build the Visual Freedom Market for Implantable Lenses;
- Execute Go-to-Market Strategy to Significantly Expand Market Share Globally;
- Innovate, Develop and Introduce Premium Collamer Lenses and Delivery Systems;
- Enhance Clinical & Medical Affairs Excellence: Clinical Validation, Surgeon Training;
- Implement Foundations 2020: Operations & Systems Updates & Improvements; and
- Deliver Shareholder Value.

Overall, we are enthusiastic about 2019 and look forward to delivering another strong year for our shareholders.

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Your vote is important. We encourage you to read the Proxy Statement and vote your shares as soon as possible. Please vote today either by telephone or Internet, or by signing, dating and mailing your proxy card, broker's or other nominee's voting instruction form in the envelop provided. Telephone or Internet voting permits you to vote at your convenience, 24 hours a day, seven days a week. Detailed voting instructions are included on the back of your proxy card, broker's or other nominee's voting instruction form.

I thank you for your continued investment and for the trust you've placed in us. We appreciate your support.

Sincerely,

Caren Mason  
President and Chief Executive Officer

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STAAR SURGICAL COMPANY

25651 Atlantic Ocean Drive

Lake Forest, California 92630

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The annual meeting of the stockholders of STAAR Surgical Company (the “Annual Meeting”) will take place on Thursday, June 20, 2019, at 8:30 a.m. (Pacific time), at STAAR’s headquarters at 25651 Atlantic Ocean Drive, Lake Forest, California, 92630. The purpose of the meeting is to do the following:

1. elect the following five director nominees for a term of office expiring at the 2020 annual meeting of stockholders or until their successors are duly elected and qualified: Stephen C. Farrell, Caren Mason, John C. Moore, Louis E. Silverman, and William P. Wall;
2. ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for the year ending January 3, 2020;
3. hold an advisory vote to approve annual compensation program for non-employee directors;
4. hold an advisory vote to approve STAAR’s compensation of its named executive officers; and
5. transact such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

The Board of Directors recommends a vote “FOR” items 1, 2, 3, and 4.

Only stockholders of record at the close of business on April 23, 2019 (“stockholders”) are entitled to vote.

As stated in the enclosed Proxy Statement, we are soliciting proxies on behalf of the Board of Directors of STAAR. All proposals presented above are proposals of the Board of Directors.

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IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON JUNE 20, 2019

We want to ensure your shares are represented as we conduct a vote on the matters outlined in the proxy statement. If you are unable to attend the meeting, please cast your vote as soon as possible via:

- The Internet at [www.proxyvote.com](http://www.proxyvote.com) (and following instructions on the proxy card);
- By calling 1-800-690-6903; or
- By mail if you request a paper copy of the materials, which will include a proxy card (please see the instructions on the Notice of Availability of Proxy Materials).

You can find our 2019 Proxy Statement, the proxy card and 2018 Annual Report on Form 10-K at [www.proxyvote.com](http://www.proxyvote.com). To view materials via the Internet, please follow the instructions set forth on the Notice Regarding Internet Availability mailed on or about April 29, 2019 to all stockholders of record as of the close of business on April 23, 2019.

By Order of the Board of Directors,

Samuel Gesten  
Chief Legal Officer and Secretary  
Lake Forest, California  
April 29, 2019

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STAAR SURGICAL COMPANY

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STAAR SURGICAL COMPANY

25651 Atlantic Ocean Drive

Lake Forest, California 92630

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS

To Be Held June 20, 2019 at 8:30 a.m. (Pacific Time)

The Board of Directors of STAAR Surgical Company is soliciting your proxy for use at the 2019 Annual Meeting of Stockholders to be held on Thursday, June 20, 2019 at 8:30 a.m. (Pacific time). The Board of Directors is making proxy materials available on the Internet to stockholders on or about April 29, 2019.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

Q: Why are you providing this proxy statement?

A: The Board of Directors is soliciting your proxy to vote at the Annual Meeting because you were a stockholder at the close of business on April 23, 2019—the “Record Date” for the Annual Meeting—and as such you are entitled to vote at the meeting. STAAR has made the proxy statement and related materials available to you on the Internet, in connection with this solicitation.

Q: What is included in the proxy materials that I should read?

A: The proxy materials include the following:

- this Proxy Statement; and
- our Annual Report on Form 10-K for fiscal year 2018.

Q: What is the voting requirement to elect the directors and to approve each of the proposals?

A: In Proposal No. 1, the election of directors, the five persons receiving the highest number of affirmative votes will be elected, subject to STAAR’s Director Resignation Policy. Abstentions and broker non-votes have no effect on the vote.

In Proposal No. 2, the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the year ending January 3, 2020, requires the affirmative vote of the holders of a majority of the voting power of the issued and outstanding shares of common stock present in person or by proxy and entitled to vote on the proposal. Abstentions have the same effect as a vote “AGAINST” this proposal. Brokers may vote on this proposal if not instructed by their clients.

Proposal No. 3 is a non-binding advisory vote to approve the annual compensation program for non-executive directors and requires the affirmative vote of the holders of a majority of the voting power of the issued and outstanding shares of common stock present in person or by proxy and entitled to vote on the proposal. Abstentions have the same effect as a vote “AGAINST” the proposal. Broker non-votes have no effect.

Proposal No. 4 is a non-binding advisory vote to approve the compensation of our named executive officers and requires the affirmative vote of the holders of a majority of the voting power of the issued and outstanding shares of

common stock present in person or by proxy and entitled to vote on the proposal. Abstentions have the same effect as a vote "AGAINST" the proposal. Broker non-votes have no effect.

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Voting Standards and Board Recommendations

Voting Item	Board Recommendation	Voting Standard	Treatment of Abstentions & Broker Non-Votes
Election of directors	For each nominee	Plurality	Abstentions and broker non-votes have no effect
Auditor ratification	For	Majority of votes represented at the meeting and entitled to vote thereon	Abstentions have the effect of a vote against;  brokers may vote in their discretion
Say on pay for non-executive directors	For	Majority of votes represented at the meeting and entitled to vote thereon	Abstentions have the effect of a vote against;  broker non-votes have no effect
Say on pay for named executive officers	For	Majority of votes represented at the meeting and entitled to vote thereon	Abstentions have the effect of a vote against;  broker non-votes have no effect

Q: What are “broker non-votes”?

A: If a beneficial owner who holds shares in “street name” through a broker, bank or other nominee fails to give voting instructions to such broker, bank or other nominee for any matters submitted to stockholders at the 2019 Annual Meeting, such broker, bank or other nominee will be able to vote the beneficial owner’s shares on routine proposals such as the proposal to ratify the selection of our independent registered public accountant, but may not vote the shares on non-routine proposals. When a broker, bank or other nominee votes a client’s shares on routine proposals, those shares are counted for purposes of establishing a quorum for the meeting and for purposes of determining whether a routine proposal is approved, but they will not be counted toward the approval of non-routine proposals as to which brokers, banks and other nominees are not entitled to vote. These missing votes with respect to such non-routine proposals are called “broker non-votes.” Broker non-votes have a variable effect on the approval or disapproval of proposals depending upon the voting standard applicable to the proposal, as described above under the answers to the question, “What is the voting requirement to elect the directors and to approve each of the proposals?”

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: If your shares of STAAR common stock are registered directly in your name with STAAR’s transfer agent, American Stock Transfer & Trust Company, you are a stockholder of record with respect to those shares. If you hold shares in a stock brokerage account or through a bank, broker or other nominee, you are considered the “beneficial owner” of shares held in street name. As the beneficial owner, you have the right to instruct your broker, bank or nominee how to vote your shares by the various methods described below.

Q: How do I vote before the Annual Meeting?

A: There are three ways to vote before the meeting:

• By Internet. If you have Internet access, we encourage you to submit a proxy to vote on [www.proxyvote.com](http://www.proxyvote.com) by following instructions on the proxy card.

• By telephone. You may vote by making a toll-free telephone call from the U.S. or Canada to 1-800-690-6903.

•

By mail. You can vote by mail by requesting a paper copy of the materials, which will include a proxy card. Please see the instructions for making such a request on the Notice of Availability of Proxy Materials.

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**Q:**How can I vote at the Annual Meeting?

**A:**If you are a stockholder of record, you may vote in person at the Annual Meeting, or vote through a representative at the meeting by executing a proper proxy designating that person. The Board of Directors recommends that you grant a proxy via the Internet, telephone or by mail in case you are later unable to attend the Annual Meeting to ensure that your shares will be represented and voted. All properly executed and valid proxies will be voted at the annual meeting in accordance with the instructions provided by the stockholder granting the proxy. If you are a stockholder of record and submit a properly executed proxy but do not indicate your voting instructions, your shares will be voted as recommended by the Board of Directors in this Proxy Statement. If any matters not described in this Proxy Statement are properly presented at the Annual Meeting, the proxy holders will determine how to vote your shares. If the Annual Meeting is postponed or adjourned, the proxy holders can vote your shares on the new meeting date, unless you properly revoke your proxy prior to such time as described below.

If you are a beneficial owner and wish to vote in person, you must obtain a legal proxy from your broker, bank or nominee and present it to the inspectors of election with your ballot at the Annual Meeting.

**Q:**How many votes do I have?

**A:**You are entitled to one vote for each share of common stock that you hold.

**Q:**Can I cumulate votes for the election of directors?

**A:**No, STAAR's Certificate of Incorporation does not provide for cumulative voting for the election of directors. This means you have one vote for each share entitled to vote at the Annual Meeting for each of the five seats subject to election.

**Q:**What can I do if I change my mind after I submit a proxy to vote my shares?

**A:**If you change your mind after you submit your proxy to vote your shares, you can revoke your proxy before the Annual Meeting by any of the following methods:

**By** submitting a later-dated proxy with revised voting instructions over the Internet, by telephone or by mail before the shares are voted at the meeting (provided that proxies submitted over the Internet or by telephone will only be accepted until 11:59 p.m. on June 19, 2019)—only your last valid proxy will be counted.

**If** you are a record holder, by attending the Annual Meeting and voting in person; attending the Annual Meeting in person will not automatically revoke your proxy unless you vote again at the Annual Meeting.

**By** delivering a written notice to STAAR's Secretary at any time before your proxy is voted at the Annual Meeting revoking your proxy. Such notices should be mailed to the following address: Office of the Secretary, STAAR Surgical Company, 25651 Atlantic Ocean Drive, Lake Forest, California, 92630.

**If** you are a beneficial holder, you may submit new voting instructions by contacting your broker, bank or nominee. You may also vote in person at the Annual Meeting if you obtain a valid proxy from your broker, bank or nominee and present it to the inspectors of election with your ballot at the Annual Meeting.

**Q:**Who will count the vote?

**A:** An automated system independently maintained by Broadridge Financial Solutions, Inc. will tabulate the vote and submit the results to officers of STAAR who will be designated as the inspectors of election.

Q: What constitutes a quorum?

A: As of the Record Date, 44,472,846 shares of common stock of STAAR were issued and outstanding. A majority of the outstanding shares, or 22,236,424 shares, present in person or represented by proxy, constitutes a quorum for the purpose of electing directors and adopting proposals at the Annual Meeting. Stockholders of record that submit a properly executed and valid proxy will have their shares counted towards the quorum. Abstentions and broker non-votes are also included in establishing a quorum.

Q: Who can attend the Annual Meeting?

A: Any stockholder as of the Record Date may attend the Annual Meeting. Stockholders of record will be required to show valid identification. Beneficial owners may request admission in advance of the meeting by writing to the Office of the Secretary, STAAR Surgical Company, 25651 Atlantic Ocean Drive, Lake Forest, California, 92630, or faxing the request to (626) 358-3049. You must provide evidence of your ownership of shares with your request, which you can obtain from your broker, bank or nominee. We encourage you or your broker to fax your request and proof of ownership in order to avoid any mail delays.

Q: What authority does my broker have to vote my shares?

A: If you are a beneficial owner holding your shares through a broker, bank or other nominee, and you do not submit voting instructions to your broker, bank or nominee, the broker, bank or other nominee has the ability to vote your shares at the Annual Meeting on matters that are defined as “routine” under applicable rules. The ratification of the selection of BDO USA, LLP to serve as our independent registered public accountants is generally considered a routine matter. None of the other proposals at the Annual Meeting are considered routine and your broker, bank or other nominee has no authority to vote on such proposals without your instruction.

Q: What happens if a nominee for director is unable to serve?

A: If a nominee becomes unavailable for election—a circumstance we do not expect—the Proxy holders may vote for a substitute nominee designated by the Board of Directors.

Q: When are stockholder proposals due for the 2020 Annual Meeting?

A: If a stockholder seeks to include a proposal in the proxy statement for STAAR’s 2020 Annual Meeting, our corporate Secretary must receive the proposal at our offices at 25651 Atlantic Ocean Drive, Lake Forest, California, 92630 no later than December 31, 2019 in a form that complies with the regulations of the Securities and Exchange Commission (the “SEC”). If we advance or delay the date of the 2020 Annual Meeting more than 30 days from the anniversary date of the 2019 Annual meeting, stockholder proposals intended to be included in the proxy statement for the 2020 Annual Meeting must be received by us within a reasonable time before STAAR begins to print and mail the proxy statement for the 2020 Annual Meeting. If we determine that the date of the 2020 annual meeting will be advanced or delayed by more than 30 days from the anniversary date of the 2019 Annual Meeting, we will disclose the change in the earliest practicable Quarterly Report on Form 10-Q or in a Current Report on Form 8-K.

Q: Can stockholders propose individuals to be considered as nominees for the 2020 Annual Meeting?

A: Our Bylaws provide that, subject to certain defined exceptions, stockholders may nominate candidates for the Board of Directors or present other business at our annual meeting if they have given timely notice to the Secretary of STAAR, at our principal executive offices not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year’s annual meeting. To be timely, a stockholder’s notice nominating a candidate for the 2020 Annual Meeting must be received by the Secretary of STAAR at the Company’s principal executive offices no earlier than February 21, 2020 and no later than March 22, 2020. Stockholders are advised to review the Bylaws, which contain additional requirements with respect to advance notice of nominations and stockholder proposals.

Q: Who bears the costs of soliciting proxies?

A: STAAR will bear the costs of this solicitation, including the expense of preparing, printing, assembling and mailing this Proxy Statement and any other material used in this solicitation of Proxies. We expect officers and regular employees of STAAR to communicate with stockholders, banks, brokerage houses, custodians, nominees and others by telephone, facsimile, email or in person to request that Proxies be furnished. No additional compensation will be paid for these services. We will reimburse banks, brokerage firms and other persons representing beneficial owners of Common Stock for their reasonable out-of-pocket expenses in forwarding solicitation materials to the beneficial owners.

Q: Will other business be presented at the Annual Meeting?

A: As of the date of this Proxy Statement, the Board of Directors knows of no business to be presented for consideration at the Annual Meeting other than those matters described in the Notice of Annual Meeting. If, however, other matters are properly brought before the Annual Meeting, including a motion to adjourn the Annual Meeting to another time or place in order to solicit additional proxies in favor of the recommendations of the Board of Directors, the Proxy holders intend to vote the shares represented by the Proxies on such matters in accordance with the recommendation of the Board of Directors, and the authority to do so is included in the Proxy.

Q: Can I obtain additional information on STAAR's website?

A: STAAR's home page is <http://staar.com>. In the Investor Information—Corporate Governance area of the website you can find the following information:

- Audit Committee Charter;
- Compensation Committee Charter;
- Nominating and Governance Committee Charter;
- Code of Business Conduct and Ethics; and
- Guidelines on Significant Corporate Governance Issues.

To reduce the expense of delivering duplicate proxy materials to stockholders who may have more than one account holding STAAR common stock but who share the same address, we have adopted a procedure approved by the SEC called "householding." Under this procedure, certain stockholders of record who have the same address and last name will receive only one copy of our Annual Report on Form 10-K and proxy statement that are delivered until such time as one or more of these stockholders notify us that they want to receive separate copies. This procedure reduces duplicate mailings and saves printing costs and postage fees, as well as natural resources. Stockholders who participate in householding will continue to have access to and utilize separate proxy voting instructions.

If you receive a single set of proxy materials as a result of householding, and you would like to have separate copies of our Annual Report on Form 10-K and/or proxy statement mailed to you, please submit a request, either in writing or by phone, by contacting us in writing at Office of the Secretary, STAAR Surgical Company, 25651 Atlantic Ocean Drive, Lake Forest, California 92630, or calling us at (626) 303-7902, and we will promptly send you what you have requested. You can also contact our Secretary at the address or telephone number noted previously if you received multiple copies of the annual meeting materials and would prefer to receive a single copy in the future, or if you would like to opt out of householding for future mailings.



## SECURITY OWNERSHIP OF PRINCIPAL STOCKHOLDERS AND MANAGEMENT

The following table shows, as of the Record Date, information concerning the shares of common stock beneficially owned by each person known by STAAR to be the beneficial owner of more than 5% of our Common Stock (other than directors and executive officers). This information is based on publicly available information filed with the SEC as of the Record Date.

Name and Address	Shares		
	Beneficially Owned	Percent of Class <sup>(1)</sup>	%
Broadwood Partners, L.P. <sup>(2)</sup>	10,881,079	24.5	%
C/O Broadwood Capital Inc.			
724 Fifth Avenue, 9th Floor			
New York, NY 10019			
Palo Alto Investors <sup>(3)</sup>	4,147,988	9.3	%
470 University Avenue			
Palo Alto, CA 94301			
The Vanguard Group <sup>(4)</sup>	3,599,905	8.1	%
100 Vanguard Boulevard			
Malvern, PA 19355			
BlackRock, Inc. <sup>(5)</sup>	3,111,085	7.0	%
55 East 52 <sup>nd</sup> Street			
New York, NY 10055			

(1) Based on 44,472,846 shares of common stock outstanding on the Record Date. Under Rule 13d-3 of the Securities Exchange Act of 1934, certain shares may be deemed to be beneficially owned by more than one person (if, for example, a person shares the power to vote or the power to dispose of the shares). As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of Common Stock actually outstanding on the Record Date.

(2) In its Schedule 13D/A filed August 10, 2018, with respect to its ownership of STAAR securities as of August 1, 2018, Broadwood Partners, L.P. and Broadwood Capital, Inc. state they have sole voting power as to no shares, shared voting power as to 10,855,179 shares, sole dispositive power as to no shares, and shared dispositive power as to 10,855,179 shares. Neal C Bradsher states he has sole voting power as to 25,900 shares, shared voting power as to 10,855,179 shares, sole dispositive power as to 25,900 shares, and shared dispositive power as to 10,855,179 shares.

(3) In its Schedule 13G filed February 14, 2019, with respect to its ownership of STAAR securities as of December 31, 2017, Patrick Lee, MD, Anthony Joonkyoo Yun, MD, Palo Alto Investors, LLC and PAI LLC state they have sole

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voting power as to no shares, shared voting power as to 4,147,988 shares, sole dispositive power as to no shares, and shared dispositive power as to 4,147,988 shares. Palo Alto Healthcare Master Fund II, L.P. states it has sole voting power as to no shares, shared voting power as to 2,362,278 shares, sole dispositive power as to no shares, and shared dispositive power as to 2,362,278 shares.

(4) In its Schedule 13G filed February 12, 2019, with respect to its ownership of STAAR securities as of December 31, 2018, The Vanguard Group states it has sole voting power as to 87,413 shares, shared voting power as to 4,811 shares, sole dispositive power as to 3,511,647 shares, and shared dispositive power as to 88,258 shares.

(5) In its Schedule 13G/A filed February 6, 2019 with respect to its ownership of STAAR securities as of December 31, 2018, BlackRock, Inc. states that it has sole voting power as to 3,022,961 shares, shared voting power as to no shares, sole dispositive power as to 3,111,085 shares, and shared dispositive power as to no shares.

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The following table shows, as of the Record Date, information with respect to the shares of Common Stock beneficially owned by (1) each director and director nominee, (2) each person who is named in the Summary Compensation Table below, and (3) all current executive officers and directors as a group. This information is based on publicly available information filed with the SEC as of the Record Date.

Name <sup>(1)</sup>	Shares Beneficially Owned		Shares Subject to		Total	Percent of
	Shares of Common Stock Owned <sup>(2)</sup>	Options Exercisable on or Before June 20, 2019 <sup>(3)</sup>	Options Exercisable on or Before June 20, 2019 <sup>(3)</sup>	RSUs Vesting on or Before June 20, 2019 <sup>(3)</sup>		
Stephen C. Farrell**	—	61,375	3,691	65,066	*	
John C. Moore**	126,140	46,206	3,691	176,037	*	
Louis E. Silverman**	23,369	58,282	—	81,651	*	
William P. Wall**	12,544	33,994	3,691	50,229	*	
Caren Mason	44,013	699,179	—	743,192	1.7	%