

STAAR SURGICAL CO

Form 4

January 24, 2008

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

STAAR SURGICAL CO [STAA]

3. Date of Earliest Transaction  
(Month/Day/Year)

01/22/2008

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/22/2008                              |                                                             | P                                       | 19,436                                                                  | A \$<br>2.25                                                                                                       | 4,441,593                                                            | D <sup>(1)</sup>                                                  |
| Common<br>Stock                       | 01/22/2008                              |                                                             | P                                       | 0                                                                       | A \$ 0                                                                                                             | 4,441,593                                                            | I Footnote<br><sup>(2)</sup>                                      |
| Common<br>Stock                       | 01/22/2008                              |                                                             | P                                       | 100                                                                     | A \$<br>2.24                                                                                                       | 4,441,693                                                            | D <sup>(1)</sup>                                                  |
| Common<br>Stock                       | 01/22/2008                              |                                                             | P                                       | 0                                                                       | A \$ 0                                                                                                             | 4,441,693                                                            | I Footnote<br><sup>(2)</sup>                                      |
| Common<br>Stock                       | 01/22/2008                              |                                                             | P                                       | 1,500                                                                   | A \$<br>2.23                                                                                                       | 4,443,193                                                            | D <sup>(1)</sup>                                                  |

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|              |            |   |        |   |         |           |              |                     |
|--------------|------------|---|--------|---|---------|-----------|--------------|---------------------|
| Common Stock | 01/22/2008 | P | 0      | A | \$ 0    | 4,443,193 | I            | Footnote <u>(2)</u> |
| Common Stock | 01/22/2008 | P | 4,009  | A | \$ 2.2  | 4,447,202 | D <u>(1)</u> |                     |
| Common Stock | 01/22/2008 | P | 0      | A | \$ 0    | 4,447,202 | I            | Footnote <u>(2)</u> |
| Common Stock | 01/23/2008 | P | 25,000 | A | \$ 2.25 | 4,472,202 | D <u>(1)</u> |                     |
| Common Stock | 01/23/2008 | P | 0      | A | \$ 0    | 4,472,202 | I            | Footnote <u>(2)</u> |
| Common Stock | 01/23/2008 | P | 5,000  | A | \$ 2.23 | 4,477,202 | D <u>(1)</u> |                     |
| Common Stock | 01/23/2008 | P | 0      | A | \$ 0    | 4,477,202 | I            | Footnote <u>(2)</u> |
| Common Stock | 01/23/2008 | P | 1,700  | A | \$ 2.22 | 4,478,902 | D <u>(1)</u> |                     |
| Common Stock | 01/23/2008 | P | 0      | A | \$ 0    | 4,478,902 | I            | Footnote <u>(2)</u> |
| Common Stock | 01/23/2008 | P | 48,647 | A | \$ 2.15 | 4,527,549 | D <u>(1)</u> |                     |
| Common Stock | 01/23/2008 | P | 0      | A | \$ 0    | 4,527,549 | I            | Footnote <u>(2)</u> |
| Common Stock | 01/23/2008 | P | 17,400 | A | \$ 2.1  | 4,544,949 | D <u>(1)</u> |                     |
| Common Stock | 01/23/2008 | P | 0      | A | \$ 0    | 4,544,949 | I            | Footnote <u>(2)</u> |
| Common Stock | 01/23/2008 | P | 10,400 | A | \$ 2.09 | 4,555,349 | D <u>(1)</u> |                     |
| Common Stock | 01/23/2008 | P | 0      | A | \$ 0    | 4,555,349 | I            | Footnote <u>(2)</u> |
| Common Stock | 01/23/2008 | P | 9,500  | A | \$ 2.05 | 4,564,849 | D <u>(1)</u> |                     |
| Common Stock | 01/23/2008 | P | 0      | A | \$ 0    | 4,564,849 | I            | Footnote <u>(2)</u> |
| Common Stock | 01/23/2008 | P | 100    | A | \$ 2.04 | 4,564,949 | D <u>(1)</u> |                     |
| Common Stock | 01/23/2008 | P | 0      | A | \$ 0    | 4,564,949 | I            | Footnote <u>(2)</u> |
| Common Stock |            |   |        |   |         | 25,900    | D <u>(3)</u> |                     |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                           | Relationships |           |         |       |
|----------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                          | Director      | 10% Owner | Officer | Other |
| BROADWOOD PARTNERS LP<br>C/O BROADWOOD CAPITAL INC.<br>724 FIFTH AVENUE, 9TH FLOOR<br>NEW YORK, NY 10019 |               | X         |         |       |
| BROADWOOD CAPITAL INC<br>724 FIFTH AVENUE, 9TH FLOOR<br>NEW YORK, NY 10019                               |               | X         |         |       |
| BRADSHER NEAL C<br>724 FIFTH AVENUE, 9TH FLOOR<br>NEW YORK, NY 10019                                     |               | X         |         |       |

## Signatures

Broadwood Partners, L.P., By: Broadwood Capital, Inc., By: /s/ Neal C. Bradsher,  
President

01/24/2008

\_\_Signature of Reporting Person

Date

Broadwood Capital, Inc., By: /s/ Neal C. Bradsher, President

01/24/2008

\_\_Signature of Reporting Person

Date

/s/ Neal C. Bradsher

01/24/2008

\_\_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.

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.