

STAAR SURGICAL CO
Form DEFA14A
April 27, 2018

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)

Payment of Filing Fee (Check the appropriate box):
 No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Voting items 0000378534_3 R1.0.1.17The Board of Directors recommends you vote FOR the following:1. Election of Directors. Nominees01 Stephen C. Farrell02 Caren Mason03 John C. Moore04 Louis E. Silverman05 William P. WallThe Board of Directors recommends you vote FOR proposals 2. through 11.2. Approval of amendments to our Omnibus Equity Incentive Plan and to increase the number of shares of common stock reserved for issuance.3. Approval of amendments to our Amended and Restated Certificate of Incorporation ("COI") to make certain changes reflecting current practices in corporate governance.4. Approval of amendments to our Amended and Restated Bylaws ("Bylaws") to make certain changes reflecting current practices in corporate governance.5. Approval of amendment to our COI to increase the minimum number of authorized directors from three to five.6. Approval of amendments to our Bylaws to increase the minimum number of authorized directors from three to five7. Approval of amendments to our COI to reflect that directors may be removed with or without cause.8. Approval of amendments to our Bylaws to reflect that directors may be removed with or without cause.9. Ratification of BDO USA, LLP as our independent registered public accounting firm for the year ending December 28, 201810. Advisory vote to approve annual compensation program for non-employee directors11. Advisory vote to approve STAAR's compensation of its named executive officers.NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting of Stockholders or any postponement or adjournment thereof.

Reserved for Broadridge Internal Control Information THIS SPACE RESERVED FOR SIGNATURES IF
APPLICABLEBroadridge Internal Use OnlyJob #Envelope #Sequence ## of # Sequence #NAMETHE COMPANY
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must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Form 10-K, Notice & Proxy Statement is/are available at www.proxyvote.com
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Continued and to be signed on reverse side