

STAAR SURGICAL CO  
Form 8-K  
May 15, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): May 13, 2013

STAAR Surgical Company  
(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>0-11634</u> (Commission File Number)	<u>95-3797439</u> (I.R.S. Employer Identification No.)
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1911 Walker Ave, Monrovia, California 91016  
(Address of principal executive offices) (Zip Code)

Not Applicable  
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:

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

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- “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 5.07 Submission of Matters to a Vote of Security Holders**

The annual meeting of the stockholders of the Company (the “Annual Meeting”) was held on May 13, 2013. 36,740,713 shares of common stock were outstanding on the record date for the Annual Meeting (March 15, 2013) and entitled to vote at the Annual Meeting. The voting was as follows:

1. To elect six directors to serve until the next annual meeting of stockholders.

	Number of Shares	
	For	Withheld
<b>Don Bailey</b>	23,767,615	346,992
<b>Barry Caldwell</b>	23,767,705	346,902
<b>Charles Slacik</b>	23,953,784	160,823
<b>Mark B. Logan</b>	23,583,176	531,431
<b>Richard A. Meier</b>	23,600,576	514,031
<b>John C. Moore</b>	23,583,551	531,056

2. To approve amendments of the Amended and Restated STAAR Surgical Company 2003 Omnibus Equity Incentive Plan.

Number of Shares		
For	Against	Abstain
18,821,249	5,277,549	15,809

3. To ratify the selection of BDO USA, LLP as the Company’s independent registered public accountants for the fiscal year ending December 27, 2013.

Number of Shares		
For	Against	Abstain
33,670,679	55,956	74,996

4. Approval of the non-binding advisory proposal regarding executive compensation.

**Number of Shares**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
23,151,634	943,119	19,854	9,687,024

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On May 13, 2013, the Board of Directors amended the Company's Bylaws to conform with current corporate practice and current Delaware corporate laws.

Exhibit Index

**Exhibit No. Description**

5.03 Amended and Restated Bylaws.

**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.

May 14, 2013 STAAR Surgical Company

By: /s/ Barry Caldwell  
Barry Caldwell  
President and Chief Executive Officer