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LASERSIGHT INC /DE  
Form 8-A12G/A  
August 10, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 8-A/A  
(Amendment No. 3)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

LaserSight Incorporated  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
-----  
(State of incorporation)

65-0273162  
-----  
(IRS Employer  
Identification No.)

3300 University Boulevard, Suite 140, Winter Park, Florida 32792  
-----  
(Address of principal executive offices) (Zip Code)

If this Form relates to the registration of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), please check the following box. [ ]

If this Form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), please check the following box. [ X ]

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered  
-----  
None

Name of each exchange on which  
each class is to be registered  
-----  
Not Applicable

Securities to be registered pursuant to Section 12(g) of the Act:

Preferred Share Purchase Rights  
-----  
(Title of Class)

Item 1. Description of Securities to be Registered.  
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On June 29, 2001, LaserSight Incorporated, a Delaware corporation (the  
"Company") and American Stock Transfer & Trust Company, a New York corporation,  
as Rights Agent (the "Rights Agent"), adopted the Third Amendment (the "Third  
Amendment") to the Rights Agreement dated as of July 2, 1998 (as amended, the  
"Rights Agreement") between the Company and the Rights Agent. The Third  
Amendment, among other things, provides that no person shall become an Acquiring  
Person (as defined in the Rights Agreement) as the result an acquisition of  
LaserSight securities pursuant to and in accordance with that certain Securities

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Purchase Agreement dated as of July 6, 2001 by and among the Company, BayStar Capital, L.P. and BayStar International, Ltd. The Third Amendment to the Rights Agreement is attached as an exhibit hereto, and is incorporated herein by reference. Except as incorporated by reference herein, the description of the Rights Agreement set forth in the Registration Statement on Form 8-A filed by the Company with the Securities and Exchange Commission on July 7, 1998, as amended by the First Amendment thereto dated March 22, 1999 and as further amended by the Second Amendment thereto dated January 28, 2000, remains in full force and effect.

### Item 2. Exhibits.

Exhibit Number -----	Description -----
1	Rights Agreement, dated as of July 2, 1998, between LaserSight Incorporated and American Stock Transfer & Trust Company as Rights Agent, which includes (i) as Exhibit A thereto the form of Certificate of Designation of the Series E Junior Participating Preferred Stock, (ii) as Exhibit B thereto the form of Right certificate (separate certificates for the Rights will not be issued until after the Distribution Date) and (iii) as Exhibit C thereto the Summary of Stockholder Rights Agreement (incorporated by reference from the Registration Statement on Form 8-A filed with the Commission on July 7, 1998, Commission File No. 0-19671).
2	First Amendment dated as of March 22, 1999, to Rights Agreement, dated as of July 2, 1998, between LaserSight Incorporated and American Stock Transfer & Trust Company as Rights Agent (incorporated by reference from the First Amendment on Form 8-A/A filed with the Commission on March 29, 1999, Commission File No. 0-19671).
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3	Second Amendment dated as of January 28, 2000, to Rights Agreement, dated as of July 2, 1998, between LaserSight Incorporated and American Stock Transfer & Trust Company as Rights Agent (incorporated by reference from the Second Amendment on Form 8-A/A filed with the Commission on February 8, 2000, Commission File No. 0-19671).
4	Third Amendment dated as of June 29, 2001, to Rights Agreement, dated as of July 2, 1998, between LaserSight Incorporated and American Stock Transfer & Trust Company as Rights Agent (incorporated by reference to Exhibit 99.5 to Form 8-K filed by LaserSight on July 18, 2001, Commission File No. 0-19671).

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

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Date: August 10, 2001

LaserSight Incorporated

By: /s/Michael R. Farris

Name: Michael R. Farris

Title: President and Chief Executive Officer

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EXHIBIT INDEX

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