BIOLASE, INC
Form 4
August 03, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK PAUL N

(Last) (First) (Middle)

C/O BIOLASE, INC., 4 CROMWELL

(Street)

IRVINE, CA 92603

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BIOLASE, INC [BIOL]

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amoun Underlying Securiti (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Series C Participating Convertible Preferred Stock (1)	(2)	08/01/2016	P		2,212		(2)	(2)	Common Stock	221,
Warrants (right to buy) (1)	$ 2	08/01/2016	P		50,885		02/08/2017	08/08/2021	Common Stock	50,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK PAUL N C/O BIOLASE, INC., 4 CROMWELL IRVINE, CA 92603	X			

Signatures

/s/ Michael C. Carroll, attorney-in-fact for Paul N. Clark 08/03/2016

**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 shares of Series C Participating Convertible Preferred Stock ("Preferred Stock") and Warrants were acquired by PNC Investments LLC ("PNC") in a private placement with the Issuer that is expected to close on August 8, 2016 (the "Closing").
(2)	Each share of Preferred Stock will initially be convertible into 100 shares of Common Stock ("Shares"), reflecting a conversion price equal to $1.13 per Share. The conversion of the Preferred Stock will occur automatically upon the Requisite Stockholder Approval (defined and described further in the Securities Purchase Agreement dated August 1, 2016 and filed as Exhibit 99.1 to the Current Report on Form 8-K filed by the Issuer on August 2, 2016), which is expected to occur after the Closing. The Preferred Stock has no expiration date.
(3)	The Preferred Stock and Warrants are held directly by PNC. Mr. Clark is the sole managing member of PNC.
(4)	The Reporting Person disclaims beneficial ownership of the Preferred Stock and Warrants except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the Preferred Stock or Warrants for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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