

STAAR SURGICAL CO  
Form 8-K/A  
March 24, 2010

---

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

FORM 8-K/A  
(Amendment No. 2)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): March 2, 2010

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

Delaware  
(State or other jurisdiction  
of incorporation)

0-11634  
(Commission File Number)

95-3797439  
(I.R.S. Employer  
Identification No.)

1911 Walker Ave, Monrovia,  
California  
(Address of principal executive  
offices)

91016  
(Zip Code)

Registrant's telephone number, including area code: 626-303-7902

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)
  - 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))
-

Explanatory Note

The Company is filing this Amendment No. 2 to its Current Report on Form 8-K, originally filed on March 8, 2010, in response to comments received from the SEC. This Amendment re-presents Item 9.01 in its entirety to provide expanded pro forma financial information for the last three completed fiscal years.

Item 9.01 – Financial Statements and Exhibits

(b) Pro Forma Financial Information.

- (i) Unaudited Pro Forma Condensed Consolidated Balance Sheet as of January 1, 2010;
- (ii) Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended January 1, 2010;
- (iii) Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended January 2, 2009;
- (iv) Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended December 28, 2007.

The unaudited pro forma statements of operations for the years ended January 1, 2010, January 2, 2009 and December 28, 2007 give effect to the divestiture of Domilens as if STAAR had disposed of Domilens on December 30, 2006, the first day of our 2007 fiscal year. The pro forma balance sheet as of January 1, 2010 gives effect to the divestiture of Domilens as if STAAR had disposed of it on January 1, 2010.

The pro forma adjustments are based upon available information and certain assumptions that management believes are reasonable under the circumstances. The pro forma adjustments were applied to the respective historical financial statements to reflect and account for the disposition of Domilens.

The unaudited pro forma consolidated statements of operations and consolidated balance sheet have been prepared for illustrative purposes only and do not exclude cost savings from operational efficiencies, revenue synergies or operating strategies employed prior to the disposition. Therefore, the pro forma financial information is not necessarily indicative of the operating results that we would have achieved had the disposition actually occurred on December 30, 2006 or our financial position had the disposition actually occurred on January 1, 2010, and should not be construed as a representation of our future operating results or financial position.

The unaudited pro forma consolidated financial information should be read in conjunction with our audited Consolidated Financial Statements and the notes thereto included in our Annual Reports on Form 10-K for the fiscal years ended January 2, 2009 and December 28, 2007, and the unaudited interim Consolidated Financial Statements and the notes thereto included in our quarterly report on Form 10-Q for the quarter ended October 2, 2009.

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.

STAAR Surgical Company

March 23, 2010

By: /s/ Deborah Andrews  
Deborah Andrews  
Vice President and Chief Financial  
Officer

-3-

---

STAAR SURGICAL COMPANY AND SUBSIDIARIES  
 UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEETS  
 JANUARY 1, 2010  
 (IN THOUSANDS)

	Unaudited	Pro Forma Adjustments to Deconsolidate Domilens	Estimated Proceeds	Footnotes	Pro Forma
<b>ASSETS</b>					
<b>Current assets:</b>					
Cash	\$ 6,330	\$ (1,597)	\$ 12,998 (A)		\$ 17,731
Restricted cash	7,396	-	\$ 136 (B)		7,532
Accounts receivable, net	9,269	(1,685)	-		7,584
Inventories	14,820	(3,559)	-		11,261
Prepays and other current assets	2,591	(596)	-		1,995
Other current assets	-	-	\$ 98 (C)		98
Total current assets	\$ 40,406	\$ (7,437)	\$ 13,232		\$ 46,201
<b>Property, plant and equipment, net</b>					
	5,005	(1,171)	-		3,834
<b>Intangibles, net</b>					
	4,148	-	-		4,148
<b>Goodwill</b>					
	7,879	(6,302)	-		1,577
<b>Other assets</b>					
	1,243	-	-		1,243
Total assets	\$ 58,681	\$ (14,910)	\$ 13,232		\$ 57,003
<b>LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY</b>					
<b>Current liabilities:</b>					
Accounts payable	7,825				