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 x

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
- x 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):

x 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:

(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:

BARCODE1 OF 2121512345671234567123456712345671234567123456712345675ee the reverse side of this notice to obtainproxy materials and voting instructions.Broadridge Internal Use OnlyJob #Envelope #Sequence ## of # Sequence #*** Exercise Your Right to Vote ***Important Notice Regarding the Availability of Proxy Materials for theStockholder Meeting to Be Held on <mtgdate>.You are receiving this communication because you holdshares in the above named company.This is not a ballot. You cannot use this notice to votethese shares. This communication presents only anoverview of the more complete proxy materials that areavailable to you on the Internet. You may view the proxymaterials online at www.proxyvote.com or easily request apaper copy (see reverse side).We encourage you to access and review all of the importantinformation contained in the proxy materials before voting.Meeting InformationMeeting Type:<mtgtype>For holders as of:<recdate>Date: Time: <mtgtime>Location:0000378534_1 R1.0.1.17STAAR SURGICAL COMPANYSTAAR SURGICAL COMPANY1911 WALKER AVENUEMONROVIA, CA 91016ATTN: SAMUEL GESTEN CORP. SECInvestor Address Line 1Investor Address Line 2Investor Address Line 3Investor Address Line 4Investor Address Line 5John Sample1234 ANYWHERE STREETANY CITY, ON A1A 1A1Annual MeetingApril 16, 2018June 14, 2018June 14, 20188:30 AM PDTSTAAR Surgical Company1911 Walker Ave.Monrovia, CA 91016

Before You VoteHow to Access the Proxy Materials Internal UseOnlyPlease Choose One of the Following Voting Methods Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the boxmarked by the arrow available and follow the instructions. Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card. How To Vote;;;;;Proxy Materials Available to VIEW or RECEIVE: How to View Online: Have the information that is printed in the box marked by the arrow (located on thefollowing page) and visit: www.proxyvote.com.How to Request and Receive a PAPER or E-MAIL Copy:If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge forrequesting a copy. Please choose one of the following methods to make your request:1)BY INTERNET:www.proxyvote.com2)BY TELEPHONE:1-800-579-16393)BY E-MAIL*:sendmaterial@proxyvote.com*If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box markedby the arrow (located on the StatementRequests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investmentadvisor. Please make the request as instructed above on or before May 31, 2018 to facilitate timely delivery.

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 five.7. 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 suchother business as may properly come before the Annual Meeting ofStockholders 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 NAME INC. - COMMON123,456,789,012.12345THE COMPANY NAME INC. - CLASS A123,456,789,012.12345THE COMPANY NAME INC. - CLASS B123,456,789,012.12345THE COMPANY NAME INC. - CLASS C123,456,789,012.12345THE COMPANY NAME INC. - CLASS E123,456,789,012.12345THE COMPANY NAME INC. - CLASS F123,456,789,012.12345THE COMPANY NAME INC. - 401 K123,456,789,012.12345

111234567812345678123456781234567812345678123456781234567812345678NAMETHE COMPANY NAME INC. - COMMON123,456,789,012.12345THE COMPANY NAME INC. - CLASS A123,456,789,012.12345THE COMPANY NAME INC. - CLASS B123,456,789,012.12345THE COMPANY NAME INC. - CLASS C123,456,789,012.12345THE COMPANY NAME INC. - CLASS D123,456,789,012.12345THE COMPANY NAME INC. - CLASS E123,456,789,012.12345THE COMPANY NAME INC. - CLASS F123,456,789,012.12345THE COMPANY NAME INC. - 401 K123,456,789,012.12345 x020000000000JOB #1 OF 21 OF 2PAGESHARESCUSIP #SEQUENCE #THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.KEEP THIS PORTION FOR YOUR RECORDSDETACH AND RETURN THIS PORTION ONLYTO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: Signature (Joint Owners) Signature [PLEASE SIGN WITHIN BOX]DateDateCONTROL #SHARESTo withhold authority to vote for anyindividual nominee(s), mark "For AllExcept" and write the number(s) of thenominee(s) on the line below. 0 0 0 0 0 0 0 0 0 0 0 0 0 Directors recommends you vote FORthe following: 1. Election of Directors. Nominees 01 Stephen C. Farrell 02 Caren Mason03 John C. Moore04 Louis E. Silverman05 William P. WallSTAAR SURGICAL COMPANY1911 WALKER AVENUEMONROVIA, CA 91016ATTN: SAMUEL GESTEN CORP. SECInvestor Address Line 1Investor Address Line 2Investor Address Line 3Investor Address Line 4Investor Address Line 5John Sample1234 ANYWHERE STREETANY CITY, ON A1A 1A1VOTE BY INTERNET - www.proxyvote.comUse the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date ormeeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic votinginstruction form.ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALSIf you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reportselectronically via e-mail or the Internet. To sign up for electronic delivery, please follow he instructions above to vote using the Internet and, when prompted, indicate that youagree to receive or access proxy materials electronically in future years. VOTE BY PHONE - 1-800-690-6903Use any touch-tone telephone to transmit your voting instructions up until 11:59P.M. Eastern Time the day before the cut-off date or meeting date. Have yourproxy card in hand when you call and then follow the instructions. VOTE BY MAILMark, sign and date your proxy card and return it in the postage-paid envelope we haveprovided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. The Board of Directors recommends you vote FOR proposals 2. through 11. For Against Abstain 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. For Against Abstain 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 directors 11. Advisory vote to approve STAAR's compensation of its named executive officers.NOTE: In their discretion, the proxies are authorized to vote upon suchother business as may properly come before the Annual Meeting of Stockholders or any postponement or adjournment thereof. Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders

must sign. If a corporation orpartnership, 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/areavailable atwww.proxyvote.com Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Form 10-K, Notice & Proxy Statement is/areavailable atwww.proxyvote.com Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Form 10-K, Notice & Proxy Statement is/areavailable atwww.proxyvote.com Continued and to be signed on reverse side