

BIOLASE, INC  
Form 4  
July 03, 2017

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

**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)  
**06/30/2017**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 06/30/2017                              |                                                             | C                                    | V Amount (A) or (D) Price<br>\$ 1.24<br>(1)                             | 1,311,557                                                                                                          | I                                                                    | By Trust<br>(2)                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 221,200                                                                                                            | I                                                                    | See<br>Footnote<br>(3)                                            |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 96,250                                                                                                             | D                                                                    |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3)                        | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                 |              |                            |
|-------------------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                                                   |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Series D Participating Convertible Preferred Stock <sup>(4)</sup> | \$ 1.24                                                | 06/30/2017                           |                                                    | C                              |                                                                                         | 1,563                                                    |     | 06/30/2017                                                    | <sup>(5)</sup>  | Common Stock | 156,300                    |

## Reporting Owners

| Reporting Owner Name / Address                 | Relationships |           |         |       |
|------------------------------------------------|---------------|-----------|---------|-------|
|                                                | Director      | 10% Owner | Officer | Other |
| CLARK PAUL N<br>4 CROMWELL<br>IRVINE, CA 92603 |               | X         |         |       |

## Signatures

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

07/03/2017

\_\_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) On June 30, 2017, as a result of receipt of the Requisite Stockholder Approval (defined and described further in the Securities Purchase Agreement dated April 11, 2017 and filed as Exhibit 99.1 to the Current Report on Form 8-K filed by the Issuer on April 14, 2017), each share of Preferred Stock (as defined below) automatically converted into 100 shares of Common Stock, reflecting a conversion price equal to \$1.24 per share.
- (2) The Common Stock is held directly by the Paul and Carolyn Clark Revocable Trust of 2009. Mr. Clark is the trustee of the Paul and Carolyn Clark Revocable Trust of 2009.
- (3) The Common Stock is held directly by PNC Investments LLC. Mr. Clark is the sole managing member of PNC.
- (4) These shares of Series D Participating Convertible Preferred Stock ("Preferred Stock") were acquired by the Paul and Carolyn Clark Revocable Trust of 2009 in a private placement with the Issuer, which closed on April 18, 2017.

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(5) The Preferred Stock had no expiration date.

(6) The Preferred Stock was held directly by the Paul and Carolyn Clark Revocable Trust of 2009. Mr. Clark is the trustee of the Paul and Carolyn Clark Revocable Trust of 2009.

The Reporting Person disclaims beneficial ownership of the Preferred Stock 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 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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