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STAAR SURGICAL COMPANY

Form S-8

April 21, 2003

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

Form S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

STAAR SURGICAL COMPANY
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

1911 Walker Avenue
Monrovia, California 91016
(Address of principal executive offices) (Zip code)

1995 STAAR Surgical Company Consultant Stock Plan
(Full title of the plan)

John Bily
Chief Financial Officer
STAAR Surgical Company
1911 Walker Avenue
Monrovia, California 91016
(Name and address of agent for service)

(626) 303-7902
(Telephone number, including area code, of agent for service)

Copy to:

Charles S. Kaufman, Esq.
Sheppard, Mullin, Richter & Hampton LLP
333 South Hope Street, 48th Floor
Los Angeles, California 90071
(213) 620-1780

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering
Common Stock, par value \$0.01 per share	200,000 shares	\$5.80	\$1,160,000

(1) In addition, this Registration Statement also covers such indeterminate number of shares of

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- pursuant to the employee benefit plan described herein as a result of the adjustment provided
- (2) Pursuant to Rule 457(h), the maximum offering price, per share and in the aggregate, and the price based upon the average of the high and low prices of the Common Stock on April 11, 2003, as quoted on the New York Stock Market.
 - (3) Calculated pursuant to General Instruction E on Form S-8.

GENERAL INSTRUCTION E INFORMATION

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class of securities for which a Registration Statement on Form S-8 relating to the same employee benefit plan is effective.

The contents of the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on June 15, 1995 (File No. 33-60241), as amended, is hereby incorporated by reference.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants in the 1995 STAAR Surgical Company Consultant Stock Plan of STAAR Surgical Company, a Delaware corporation (the "Company"), as specified by Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"). Such documents need not be filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Securities Act Rule 424 in accordance with the Note to Part I of Form S-8. These documents, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Company with the Commission are incorporated herein by reference:

(a) The Company's Annual Report on Form 10-K for its fiscal year ended January 3, 2003, filed with the Commission on April 3, 2003;

(b) The Company's Current Report on Form 8-K filed with the Commission on March 31, 2003; and

(c) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A (File No. 00011634), filed with the Commission on February 24, 1984, as amended by Amendment No. 1 thereto filed with the Commission on April 18, 2003, including any amendment or report filed for the purposes of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be

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incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any information that is furnished in any document incorporated or deemed to be incorporated by reference herein, but that is not deemed "filed" under the Securities Act or the Exchange Act, is not incorporated by reference herein. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

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Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	Opinion of Sheppard, Mullin , Richter & Hampton, LLP
23.1	Consent of Sheppard, Mullin , Richter & Hampton, LLP (included in its opinion filed as Exhibit 5.1)
23.2	Consent of BDO Seidman, LLP
24.1	Power of Attorney (See p.3)

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SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monrovia, State of California, on April 18, 2003.

STAAR SURGICAL COMPANY

By: /s/ David Bailey

David Bailey
President and Chief Executive Officer

POWER OF ATTORNEY
FILING OF REGISTRATION STATEMENT ON FORM S-8

KNOW ALL BY THESE PRESENTS, that each of the undersigned directors and officers of STAAR Surgical Company, a Delaware corporation (the "Company"), hereby nominate and appoint David Bailey and John Bily, and each of them acting or signing singly, as his or her agents and attorneys-in-fact (the "Agents"), in his or her respective name and in the capacity or capacities indicated below to execute and/or file, with all exhibits thereto, and other documents in connection therewith, (1) a registration statement on Form S-8 under the Securities Act of 1933, as amended, (the "Act"), in connection with the registration under the Act of shares of the Company's common stock issuable under the 1995 STAAR Surgical Company Consultant Stock Plan (including the schedules and all exhibits and other documents filed therewith or constituting a part thereof); and (2) any one or more amendments to any part of the foregoing registration statement, including any post-effective amendments, or appendices or supplements that may be required to be filed under the Act to keep such registration statement effective or to terminate its effectiveness.

Further, the undersigned do hereby authorize and direct such agents and attorneys-in-fact to take any and all actions and execute and file any and all documents with the Securities and Exchange Commission (the "SEC"), or state regulatory agencies, necessary, proper or convenient in their opinion to comply with the Act and the rules and regulations or orders of the SEC, or state regulatory agencies, adopted or issued pursuant thereto, including the making of any requests for acceleration of the effective date of said registration statement, to the end that the registration statement of the Company shall become effective under the Act and any other applicable law.

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Finally, each of the undersigned does hereby ratify, confirm and approve each and every act and document which the said appointment agents and attorneys-in-fact may take, execute or file pursuant thereto with the same force and effect as though such action had been taken or such documents had been executed or filed by the undersigned respectively.

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This Power of Attorney shall remain in full force and effect until revoked or superseded by written notice filed with the SEC.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ David Bailey</u> David Bailey	President, Chief Executive Officer, Chairman and Director (Principal Executive Officer)	April 18, 20
<u>/s/ John Bily</u> John Bily	Chief Financial Officer and Chief Accounting Officer (Principal Financial and Accounting Officer)	April 18, 20
<u>/s/ Donald Duffy</u> Donald Duffy	Director	April 18, 20
<u>/s/ Dr. Volker D. Anhaeusser</u> Dr. Volker D. Anhaeusser	Director	April 18, 20
<u>/s/ John R. Gilbert</u> John R. Gilbert	Director	April 18, 20
<u>/s/ David Morrison</u> David Morrison	Director	April 18, 20

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EXHIBIT INDEX

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