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STAAR SURGICAL COMPANY

Form S-8 POS

December 12, 2003

As filed with the Securities and Exchange Commission on December 12, 2003

Registration No.333-52096

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

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)

1996 STAAR SURGICAL COMPANY NON-QUALIFIED 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

This Post-Effective Amendment No. 1 is being filed to de-register 134,316 shares of Common Stock of STAAR Surgical Company (the "Registrant"). These shares were originally registered under the Registration Statement on Form S-8, Registration No. 333-52096, for purchase under the 1996 STAAR Surgical Company Non-Qualified Stock Plan. The Plan has been terminated, and all rights to purchase shares under the Plan have been exercised or have expired. The Registrant intends to carry forward the 134,316 deregistered shares to a new Registration Statement on Form S-8 covering a separate benefit plan of the Registrant.

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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 December 12, 2003.

STAAR SURGICAL COMPANY

By: /s/ David Bailey

David Bailey
President, Chief Executive Officer, Chairman
and Director (Principal Executive Officer)

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 ----
/s/ David Bailey ----- David Bailey	President, Chief Executive Officer, Chairman and Director (Principal Executive Officer)	December 12, 2003
/s/ John Bily ----- John Bily	Chief Financial Officer and Chief Accounting Officer (Principal Financial and Accounting Officer)	December 12, 2003
/s/ Donald Duffy ----- Donald Duffy	Director	December 12, 2003
/s/ Dr. Volker D. Anhaeusser ----- Dr. Volker D. Anhaeusser	Director	December 12, 2003
/s/ John R. Gilbert ----- John R. Gilbert	Director	December 12, 2003
/s/ David Morrison ----- David Morrison	Director	December 12, 2003

