

STAAR SURGICAL CO
Form 424B5
June 17, 2009

PROSPECTUS SUPPLEMENT
(to Prospectus Dated June 16, 2009)

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-159293

STAAR Surgical Company

300,000 Shares of Common Stock

We are offering 300,000 shares of our common stock pursuant to this prospectus supplement and the accompanying prospectus.

Our common stock is traded on the Nasdaq Global Market under the trading symbol "STAA." On June 16, 2009 the last reported price of our common stock on the Nasdaq Global Market was \$1.88 per share.

Investment in our common stock involves a high degree of risk. Please carefully consider the "Risk Factors" described beginning on page S-5 of this prospectus supplement.

	Per Share	Total
Public offering price	\$ 1.88	\$ 564,000
Proceeds, before expenses, to STAAR Surgical Company	\$ 1.88	\$ 564,000

Delivery of the shares is expected to be made on or about June 17, 2009, against payment for the shares to be received by us on the same date.

Neither the Securities and Exchange Commission, nor any state securities commission, has approved or disapproved of these securities or passed upon the adequacy or accuracy this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 17, 2009.

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You should rely only on the information contained in this prospectus supplement and the accompanying prospectus and information to which we have referred you. We have not authorized anyone else to provide you with different information. In particular, we have not authorized any dealer or salesperson to give any information or to represent anything not contained in this prospectus supplement. You must not rely on any unauthorized information or representation. This prospectus supplement is an offer to sell only the securities it specifically describes on the front of the document, and only under circumstances and in jurisdictions where we can lawfully do so. You should assume that the information in this prospectus supplement and the prospectus is accurate only as of the date on the front of the document. Any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference, regardless of the time this prospectus supplement is delivered or the time a security is sold.

ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a registration statement on Form S-3 (File No. 333-159293) we filed with the Securities and Exchange Commission using a “shelf” registration process. Under this “shelf” registration process, we may from time to time sell securities described in the accompanying prospectus in one or more offerings. This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of our common stock offering. The second part is the accompanying prospectus, which provides more general information. This prospectus supplement and the accompanying prospectus include important information about us, our common stock and other information you should know before investing. This prospectus supplement also adds, updates and changes information in the accompanying prospectus.

You should rely only on the information in this prospectus supplement and the accompanying prospectus or documents to which we otherwise refer you. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. If the information in this prospectus supplement or any free writing prospectus we may authorize to be delivered to you differs in any way from the information contained in the accompanying prospectus, you should rely on the information in this prospectus supplement or the free writing prospectus. Before purchasing our common stock, you should carefully read this prospectus supplement, and the accompanying prospectus together with the additional information about us described under “Where You Can Find More Information” and “Incorporation of Documents by Reference” in the accompanying prospectus.

You should assume that the information in this prospectus supplement is accurate only as of the date on the cover page, and that the information in the accompanying prospectus is accurate only as of the date on its cover page. Any information we have incorporated by reference in this prospectus supplement is accurate only as of the date of the document incorporated by reference, unless we indicate otherwise. Our business, financial condition, results of operations and prospects may have changed materially since that date.

This prospectus supplement and the accompanying prospectus do not constitute an offer to sell, or a solicitation of an offer to purchase, the securities offered by this prospectus supplement and the accompanying prospectus in any jurisdiction to or from any person to whom or from whom it is unlawful to make such offer or solicitation of an offer in such jurisdiction.

We further note that any representations, warranties and covenants we may have made in any agreement filed as an exhibit to any document incorporated by reference in the accompanying prospectus were made solely for the benefit of the parties to that agreement, including, in some cases, for the purpose of allocating risk among the parties to the agreement. You should not deem these to be representations, warranties or covenants to you. Moreover, such representations, warranties or covenants were accurate only as of the date when made. Accordingly, you should not rely on such representations, warranties and covenants as accurately representing the current state of our affairs.

Unless the context otherwise requires, the terms “we,” “our” or “us” and “STAAR” refer to STAAR Surgical Company and its subsidiaries

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Statements in this prospectus supplement that are not statements of historical fact are forward-looking statements. Forward-looking statements also appear in the prospectus and the other documents to which we refer you in this prospectus supplement and the prospectus. They may be found, among other places, in the sections entitled “Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our most recent report on Form 10-K, in our quarterly reports on Form 10-Q, and amendments to these documents filed with the SEC. These statements relate to our future plans, objectives, expectations and intentions. Among other things, forward-looking statements include statements about the following:

- our strategy;
- our business prospects including, expectations for revenue or other performance of our business or of specific products;
 - the status of applications for approval of products by the FDA or regulatory agencies of other countries;
 - sufficiency of our cash reserves;
 - product development;
 - research and development and other expenses; and
 - our prospects in litigation and other legal risks.

You may also generally identify forward-looking statements by the use of words such as “expect,” “anticipate,” “intend,” “plan” and similar expressions.

You should not place undue reliance on our forward-looking statements. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of numerous risks and uncertainties that are beyond our control, including those we discuss in “Risk Factors” and elsewhere in this prospectus supplement, in the accompanying prospectus and in our other reports we file with the SEC. The forward-looking statements in this prospectus supplement speak only as of the date shown on the cover page, and you should not rely on these statements without also considering the risks and uncertainties associated with these statements and our business.

The Offering

Common stock offered	300,000 shares
Common stock to be outstanding after this offering	34,746,948 shares
Use of Proceeds	Of the net proceeds of this offering and the offering completed on June 16, 2009, we intend to use approximately \$7.5 million to fund a deposit with the California Superior Court to secure a stay of enforcement pending appeal of an approximately \$4.9 million judgment entered against us, and to apply the remainder to general corporate purposes. See "Use of Proceeds."
Nasdaq Global Market symbol	STAA
Risk Factors	You should read the "Risk Factors" section of the prospectus supplement and the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of factors you should carefully consider before deciding to invest in shares of our common stock.

Except as otherwise indicated, the number of shares to be outstanding after this offering throughout this prospectus supplement is based on 34,446,948 shares outstanding on June 16, 2009. That number includes the 4,255,319 shares issuable in STAAR's registered direct public offering made on June 16, 2009, and excludes the following:

- 3,770,134 shares of common stock issuable upon the exercise of outstanding stock options, with a weighted average exercise price of \$5.67 per share;
 - 1,700,000 shares issuable on conversion of our Series A Redeemable Convertible Preferred Stock.
- 1,470,000 shares of common stock issuable upon the exercise of outstanding warrants, of which 70,000 have an exercise price of \$6.00 per share and 1,400,000 have an exercise price of \$4.00 per share; and
 - 114,581 shares available for future issuance under our 2003 Omnibus Equity Incentive Plan.

Dividend Policy

We intend to retain any future earnings to finance the growth and development of our business and do not anticipate paying any cash dividends in the foreseeable future.

RISK FACTORS

Investment in our securities involves a high degree of risk. Please carefully consider the “Risk Factors” published in our most recent Annual Report on Form 10-K and in our most recent Quarterly Report on Form 10-Q filed with the SEC before making a decision to invest in our common stock. These reports are incorporated by reference into this prospectus supplement. Instructions for obtaining copies appears under the heading “Where You Can Find More Information.” Each of these risk factors describes a circumstance that has the potential to materially harm our business, operating results or financial condition and reduce the value of an investment in our securities. It is important for investors to read and consider all of them. These risks are not the only risks we face.

In addition to those risks, investors should consider the following risks and uncertainties related to this offering that could affect the value of an investment in our securities:

Risks Related to this Offering

The market price of our common stock is likely to be volatile.

Our stock price has fluctuated widely, ranging from \$0.79 to \$5.98 during the twelve month period ended June 16, 2009. Our stock price could continue to experience significant fluctuations in response to factors such as market perceptions, quarterly variations in operating results, litigation or the outcome of litigation, operating results that vary from the expectations of securities analysts and investors, changes in financial estimates, changes in market valuations of competitors, announcements by us or our competitors of a material nature, additions or departures of key personnel, future sales of common stock and stock volume fluctuations. Also, general political and economic conditions such as continued recession or interest rate fluctuations may adversely affect the market price of our stock.

Investors in this offering will pay a much higher price than the book value of our stock.

If you purchase common stock in this offering, you will incur an immediate and substantial dilution in net tangible book value of approximately \$1.59 per share, after giving effect to the sale by us of 300,000 shares of common stock offered in this offering at the public offering price of \$1.88 per share.

Future sales of our common stock could reduce our stock price.

Our Board of Directors could issue additional shares of common or preferred stock to raise additional capital or for other corporate purposes without stockholder approval. In addition, the Board of Directors could designate and sell a class of preferred stock with preferential rights over the common stock with respect to dividends or other distributions. Sales of common or preferred stock could dilute the interest of existing stockholders and reduce the market price of our common stock. Even in the absence of such sales, the perception among investors that additional sales of equity securities may take place could reduce the market price of our common stock.

Following this offering we will continue to have limited working capital.

We have a history of losses and in recent periods our cash requirements have exceeded the level of cash generated by operations. We will use approximately \$7.5 million of the total proceeds of this offering and the offering completed on June 16, 2009 to fund a deposit with the court to secure a stay of enforcement of judgment pending appeal in the Parallax case. The remaining proceeds will not significantly enhance our working capital and may not satisfy our need for cash resources to handle unexpected events or continued losses. As a result we may need to seek additional resources through debt or equity financing, but our ability to obtain adequate financing on satisfactory terms is limited. Our ability to raise financing through sales of equity securities depends on general market conditions and the demand for STAAR's common stock. We may be unable to raise adequate capital through sales of equity securities, and if our stock has a low market price at the time of such sales our existing stockholders could experience substantial dilution. An inability to secure additional financing could jeopardize our ability to continue operations.

DILUTION

Our net tangible book value as of April 3, 2009 was approximately \$1,659,000, or approximately \$0.05 per share of outstanding common stock. Historical net tangible book value per share represents total tangible assets, less total liabilities and the redemption value of the issued and outstanding Series A Redeemable Convertible Preferred Stock, divided by the number of shares of common stock outstanding. Dilution in net tangible book value per share represents the difference between the amount per share paid by the purchaser of our common stock in this offering and the net tangible book value per share of our common stock immediately after the offering.

STAAR's historical net tangible book value as of April 3, 2009 was \$0.05 per share. The sale by STAAR of 4,255,319 shares of common stock on June 16, 2009, at a price of \$1.88 per share, results in an increase in net tangible book value to \$0.28 per share. After giving effect to our sale of 300,000 shares of common stock in this offering at the public offering price of \$1.88 per share as well as the June 16, 2009 sale, and after deduction of the estimated offering expenses payable by us, our net tangible book value as of April 3, 2009 would have been approximately \$10,196,000, or \$0.29 per share. This represents an immediate increase in net tangible book value of \$0.01 per share to existing stockholders and an immediate dilution in net tangible book value of \$1.59 per share to the purchaser of common stock in this offering.

The following table illustrates this per share dilution of net tangible book value:

Public offering price per share	\$ 1.88
Historical net tangible book value per share as of June 16, 2009	\$ 0.28
Increase per share attributable to new investors	\$ 0.01
Net tangible book value per share after the offering	\$ 0.29
Dilution per share to new investor	\$ 1.59

The table above is based on 34,746,948 shares of common stock outstanding on June 17, 2009, which has been calculated as described on page S-4.

USE OF PROCEEDS

We expect to receive approximately \$562,000 in net proceeds from the sale of the 300,000 shares of common stock offered by us in this offering, based on the public offering price of \$1.88 per share, after deducting the estimated offering expenses payable by us.

We intend to use approximately \$7.5 million of the net proceeds of this offering and the offering of 4,255,319 shares on June 16, 2009 to fund a deposit with the court to secure a stay of enforcement of an approximately \$4.9 million judgment in the case Parallax Medical Systems, Inc. v. STAAR Surgical Company. The remaining proceeds will be used for general corporate purposes, including the repayment of some of our outstanding indebtedness, the cost of additional pending litigation and the Parallax appeal, expansion of sales and marketing, AND working capital. We have not determined the amounts we plan to spend on any of the general corporate purposes listed above or the timing of these expenditures. Accordingly, our management will have broad discretion to allocate the net proceeds from this offering not applied to the deposit. Until they are so allocated, we intend to invest those remaining net proceeds in investment-grade, interest-bearing securities.

The deposited funds will be invested by the California Superior Court in an interest bearing account (currently bearing interest at a rate of approximately 1.5%). If the Court of Appeals upholds the Parallax judgment, or any part of it, the plaintiff will receive from the deposit an amount equal to the surviving judgment amount plus interest on that amount at a rate of 10% per annum. If the judgment is overturned on appeal and remanded for a new trial, the full amount of the deposit, plus interest, will be refunded to STAAR. If STAAR pays the judgment or settles the case prior to the decision of the Court of Appeals, any balance of deposit remaining after such a payment will be refunded to STAAR. STAAR will apply any such refund to the general corporate purposes as described in the preceding paragraph.

PLAN OF DISTRIBUTION

We are selling 300,000 shares of our common stock under this prospectus supplement directly to an institutional investor at a price of \$1.88 per share.

We currently anticipate that the closing of the sale of our common stock under this prospectus supplement will take place on or about June 17, 2009. On the closing date, we will issue the shares of common stock to the institutional investors and we will receive funds in the amount of the aggregate purchase price. The shares of common stock will be delivered in book-entry form through the Depository Trust Company's DWAC system.

Our common stock is traded on the NASDAQ Global Market under the symbol "STAA" and the shares of common stock sold in this offering will be listed on the NASDAQ Global Market. The transfer agent for our common stock is American Stock Transfer & Trust Company.

LEGAL MATTERS

The validity of the issuance of the common stock being registered in the registration statement of which this prospectus supplement is a part will be passed upon for us by Charles Kaufman, Esq. Mr. Kaufman, who participated in the preparation of this prospectus supplement, the prospectus and the related registration statement, is employed by STAAR as its Vice President and General Counsel, owns 23,000 shares of our Common Stock and holds options to purchase an additional 90,000 shares of our Common Stock.

EXPERTS

The consolidated financial statements and schedule and management's report on the effectiveness of internal control over financial reporting incorporated in this prospectus supplement by reference to the Annual Report on Form 10-K for the fiscal year ended January 2, 2009 have been audited by BDO Seidman, LLP, an independent registered public accounting firm, to the extent and for the periods set forth in their reports incorporated herein by reference, and are incorporated herein in reliance upon such reports given upon the authority of that firm as experts in auditing and accounting.

RECENT DEVELOPMENTS

A brief summary of STAAR's business and products is included in the accompanying prospectus. STAAR also expects to enhance the IOL product offering described in that summary as a result of the following recent product approvals:

- The FDA has granted 510(k) clearance for STAAR's Epiphany™ Injector System for use with the Affinity™ Collamer® Three-Piece IOL and the Elastimide™ Silicone IOL. The Epiphany injector is a manually loaded version of STAAR Japan's Preloaded Injector system. It is intended to provide superior delivery to users of STAAR's three-piece lenses. The approval is also part of the regulatory pathway for potential U.S. approval of the Preloaded Injector system. U.S. sales of the Epiphany Injector are expected to begin in August 2009.

- STAAR received CE Mark approval to sell the KS-X Preloaded Hydrophobic Acrylic Injector in the European Community. The KS-X system mates a preloaded delivery system manufactured by STAAR Japan with an independently sourced acrylic lens, and has been sold in the Japanese market for two years. Approval of the KS-X injector system will allow STAAR to bring its proven preloaded technology to the growing number of surgeons who prefer hydrophobic acrylic lenses for their patients in the European Community and other countries that recognize CE Marking.

WHERE YOU CAN FIND MORE INFORMATION

We are a reporting company and file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or the SEC. You may read and copy these reports, proxy statements and other information at the SEC's public reference rooms at 100 F. Street, N.E., Washington, D.C. 20549. You can request copies of these documents by writing to the SEC and paying a fee for the copying cost. Please call the SEC at 1-800-SEC-0330 for more information about the operation of the public reference rooms. Our SEC filings are also available on the SEC's web site at <http://www.sec.gov>.

We will furnish without charge to each person to whom a copy of this prospectus supplement is delivered, on written or oral request, a copy of the information that has been incorporated by reference into this prospectus supplement (except exhibits, unless they are specifically incorporated by reference into this prospectus supplement). You should direct any requests for copies to: Investor Relations, STAAR Surgical Company, 1911 Walker Avenue, Monrovia, California 91016, telephone number (626) 303-7902.

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to "incorporate by reference" in this prospectus supplement the information that we file with the SEC. This means that we can disclose important information by referring the reader to those SEC filings. The information incorporated by reference is considered to be part of this prospectus supplement, and later information we file with the SEC will update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act prior to the termination of the offering:

- our Annual Report on Form 10-K for our fiscal year ended January 2, 2009;
- our Quarterly Report on Form 10-Q for the period ended April 3, 2009;
- our Current Report on Form 8-K, filed with the SEC on April 17, 2009;
- our Proxy Statement for the Annual Meeting of Stockholders held on June 11, 2009, filed with the SEC on May 1, 2009; and
- the description of our common stock contained in Amendment No. 1 to our registration statement on Form 8-A/A filed with the SEC on April 18, 2003, including any amendment or report filed for the purpose of updating this description.

You may obtain copies of those documents from us, free of cost, by contacting us at the address or telephone number provided in "Where You Can Find More Information" immediately above.

Any statements made in this prospectus supplement or the accompanying prospectus, or in any document incorporated or deemed to be incorporated by reference in this prospectus supplement or the accompanying prospectus, will be deemed to be modified or superseded for purposes of this prospectus supplement and the accompanying prospectus to the extent that a statement contained in any subsequently filed document that is also incorporated or deemed to be incorporated by reference in this prospectus supplement or the accompanying prospectus, modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement or the accompanying prospectus.

To the extent that any statement in this prospectus supplement is inconsistent with any statement that is incorporated by reference and that was made on or before the date of this prospectus supplement, the statement in this prospectus supplement will supersede such incorporated statement. The incorporated statement will not be deemed, except as modified or superseded, to constitute a part of this prospectus supplement, the accompanying prospectus or the registration statement. Statements contained in this prospectus supplement as to the contents of any contract or other document are not necessarily complete and, in each instance, we refer you to the copy of each contract or document filed as an exhibit to the registration statement.

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through a combination of any such methods; or

through any other methods described in a prospectus supplement.

The prospectus supplement will state the terms of the offering of the securities, including:

the name or names of any underwriters, dealers or agents;

the purchase price of such securities and the proceeds to be received by FCX, if any;

any underwriting discounts or agency fees and other items constituting underwriters or agents compensation;

any initial public offering price;

any discounts or concessions allowed or reallocated or paid to dealers; and

any securities exchanges on which the securities may be listed.

Any initial public offering price and any discounts or concessions allowed or reallocated or paid to dealers may be changed from time to time.

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If we and/or the selling securityholders, if applicable, use underwriters in the sale, the securities will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions, including:

negotiated transactions;

at a fixed public offering price or prices, which may be changed;

at market prices prevailing at the time of sale;

at prices related to prevailing market prices; or

at negotiated prices.

Unless otherwise stated in a prospectus supplement, the obligations of the underwriters to purchase any securities will be conditioned on customary closing conditions and the underwriters will be obligated to purchase all of such series of securities, if any are purchased.

We and/or the selling securityholders, if applicable, may sell the securities through agents from time to time. The prospectus supplement will name any agent involved in the offer or sale of the securities and any commissions we pay to them. Generally, any agent will be acting on a best efforts basis for the period of its appointment.

We and/or the selling securityholders, if applicable, may authorize underwriters, dealers or agents to solicit offers by certain purchasers to purchase the securities from FCX at the public offering price set forth in the prospectus supplement pursuant to delayed delivery contracts providing for payment and delivery on a specified date in the future. The contracts will be subject only to those conditions set forth in the prospectus supplement, and the prospectus supplement will set forth any commissions we pay for solicitation of these contracts.

Underwriters and agents may be entitled under agreements entered into with FCX and/or the selling securityholders, if applicable, to indemnification by FCX and/or the selling securityholders, if applicable, against certain civil liabilities, including liabilities under the Securities Act of 1933, as amended (the Securities Act), or to contribution with respect to payments which the underwriters or agents may be required to make. Underwriters and agents may be customers of, engage in transactions with, or perform services for FCX and its affiliates in the ordinary course of business.

Each series of securities will be a new issue of securities and will have no established trading market other than the common stock, which is listed on the New York Stock Exchange. Any underwriters to whom securities are sold for public offering and sale may make a market in the securities, but such underwriters will not be obligated to do so and may discontinue any market making at any time without notice. The securities, other than the common stock, may or may not be listed on a national securities exchange.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. These SEC filings are available to the public over the Internet at the SEC's website at <http://www.sec.gov> and our website at

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www.fcx.com. Information on our website is not a part of, and we are not incorporating the contents of our website into, this prospectus. You may also read and copy any document we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room.

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We are incorporating by reference into this prospectus specific documents that we filed with the SEC, which means that we can disclose important information to you by referring you to those documents that are considered part of this prospectus. Information that we file subsequently with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below, and any future documents that we file (other than information in the documents or filings that is deemed to have been furnished and not filed) with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, until the termination of the offerings of all of the securities covered by this prospectus. This prospectus is part of a registration statement filed with the SEC.

We are incorporating by reference into this prospectus the following documents:

SEC Filings

Annual Report on Form 10-K

Period or Date Filed

Fiscal year ended December 31, 2017 (including portions of our Definitive Proxy Statement on Schedule 14A filed on April 24, 2018, to the extent specifically incorporated by reference in such Form 10-K).

Quarterly Reports on Form 10-Q

Fiscal quarter ended March 31, 2018;

Fiscal quarter ended June 30, 2018.

Current Reports on Form 8-K

Filed February 7, 2018, March 5, 2018, March 6, 2018, April 23, 2018, June 5, 2018, July 12, 2018, and July 20, 2018.

Registration Statement on Form 8-A

Filed June 29, 1995, as amended by the amendment on Form 8-A/A filed on November 26, 1996, as further amended by the amendment on Form 8-A/A filed on January 26, 2009, as further amended by the amendment on Form 8-A/A filed on August 10, 2015, and as further amended by the amendment on Form 8-A/A filed on July 27, 2016.

We will provide, upon written or oral request and without charge, a copy of the documents referred to above that we have incorporated by reference. You can request copies of such documents if you call or write us at the following address or telephone number: Freeport-McMoRan Inc., Attention: Investor Relations, 333 North Central Avenue, Phoenix, Arizona 85004-2189, (602) 366-8100.

This prospectus and the information incorporated by reference herein, contains summaries of certain agreements that we have filed as exhibits to various SEC filings, as well as certain agreements that we will enter into in connection with the offering of securities covered by this prospectus. The descriptions of these agreements contained in this prospectus or information incorporated by reference herein do not purport to be complete and are subject to, or qualified in their entirety by reference to, the definitive agreements. Copies of the definitive agreements will be made available without charge to you by making a written or oral request to us.

We are responsible for the information contained and incorporated by reference in this prospectus and in any prospectus supplement we prepare or authorize. We have not authorized anyone to give you any other information, and we do not take responsibility for any other information that others may give you. If anyone provides you with different or inconsistent information, you should not rely on it. If you are in a jurisdiction where offers to sell, or

solicitations of offers to purchase, the securities offered by this document are unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this document does not extend to you. You should assume that the information contained and incorporated by reference in this prospectus and any accompanying prospectus supplement is only accurate as of the respective dates of such documents.

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Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein, 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 and superseded, to constitute a part of this prospectus.

INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus, including the documents incorporated by reference herein, contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Such forward-looking information is intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. These statements may be made directly in this prospectus or may be incorporated in this prospectus by reference to other documents. Representatives of FCX may also make forward-looking statements. Forward-looking statements are all statements other than statements of historical facts, such as projections or expectations relating to ore grades and milling rates, production and sales volumes, unit net cash costs, operating cash flows, capital expenditures, the transaction contemplated by the non-binding Heads of Agreement between FCX, PT Freeport Indonesia (PT-FI), PT Indonesia Asahan Aluminium (Persero) (Inalum), and Rio Tinto, exploration efforts and results, development and production activities and costs, liquidity, tax rates, the impact of copper, gold and molybdenum price changes, the impact of deferred intercompany profits on earnings, reserve estimates, future dividend payments, and share purchases and sales. The words anticipates, may, can, plans, believes, estimates, expects, projects, targets, intends, likely, will, should, to be, potential and are intended to identify those assertions as forward-looking statements. The declaration of dividends is at the discretion of the Board of Directors and will depend on our financial results, cash requirements, future prospects, and other factors deemed relevant by the Board of Directors. This prospectus, including the documents incorporated by reference herein, may also include forward-looking statements regarding mineralized material not included in proven and probable mineral reserves. Mineralized material is a mineralized body that has been delineated by appropriately spaced drilling and/or underground sampling to support the estimated tonnage and average metal grades. Such a deposit cannot qualify as recoverable proven and probable reserves until legal and economic feasibility are confirmed based upon a comprehensive evaluation of development costs, unit costs, grades, recoveries and other material factors. Accordingly, no assurances can be given that the estimated mineralized material not included in reserves will become proven and probable reserves.

We caution readers that forward-looking statements are not guarantees of future performance and actual results may differ materially from those anticipated, projected or assumed in the forward-looking statements. Important factors that can cause our actual results to differ materially from those anticipated in the forward-looking statements include supply of and demand for, and prices of, copper, gold and molybdenum; mine sequencing; production rates; potential inventory adjustments; potential impairment of long-lived mining assets; FCX's ability to complete the transaction contemplated by the non-binding Heads of Agreement, which is subject to the negotiation and documentation of definitive agreements, including purchase and sale agreements, the extension and stability of PT-FI's long-term mining rights through 2041 in a form acceptable to FCX and Inalum, a shareholders' agreement between FCX and Inalum providing for continuity of FCX's management of PT-FI's operations and addressing governance arrangements, and resolution of administrative sanctions and environmental regulatory matters pending before Indonesia's Ministry of Environment and Forestry satisfactory to the Indonesian government, FCX and Inalum, the terms of all of which will be subject to FCX Board approval; PT-FI's ability to obtain an extension of its temporary IUPK after August 31, 2018; the potential effects of violence in Indonesia generally and in the province of Papua; industry risks; regulatory changes; political risks; labor relations; weather- and climate-related risks; environmental risks (including resolution of the administrative sanctions and other environmental matters pending before Indonesia's Ministry of Environment and Forestry); litigation results (including the final disposition of Indonesian tax disputes and the outcome of Cerro

Verde's royalty dispute with the Peruvian national tax authority); and other factors described in more detail in Part I,

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Item 1A. Risk Factors of our annual report on Form 10-K for the year ended December 31, 2017, as updated by our subsequent filings with the SEC.

Investors are cautioned that many of the assumptions upon which our forward-looking statements are based are likely to change after the forward-looking statements are made, including for example commodity prices, which we cannot control, and production volumes and costs, some aspects of which we may not be able to control. Further, we may make changes to our business plans that could affect our results. We caution investors that we do not intend to update forward-looking statements more frequently than quarterly notwithstanding any changes in our assumptions, changes in business plans, actual experience or other changes, and we undertake no obligation to update any forward-looking statements.

LEGAL MATTERS

In connection with particular offerings of securities in the future, and if stated in the applicable prospectus supplements, the validity of those securities will be passed on for us by Jones Walker LLP, and for any underwriters or agents, by counsel named in the applicable prospectus supplement.

EXPERTS

The consolidated financial statements of FCX appearing in its annual report on Form 10-K for the year ended December 31, 2017 (including the financial statement schedule appearing therein), and the effectiveness of FCX's internal control over financial reporting as of December 31, 2017, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements and FCX management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2017, are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

With respect to the unaudited consolidated interim financial information of FCX for the three-month periods ended March 31, 2018 and 2017, and for the three- and six-month periods ended June 30, 2018 and 2017, incorporated by reference in this prospectus, Ernst & Young LLP reported that they have applied limited procedures in accordance with professional standards for a review of such information. However, their separate reports dated May 4, 2018, and August 8, 2018, included in FCX's Quarterly Report on Form 10-Q for the quarters ended March 31, 2018, and June 30, 2018, respectively, and incorporated by reference herein, states that they did not audit and they do not express an opinion on that interim financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. Ernst & Young LLP is not subject to the liability provisions of Section 11 of the Securities Act for their report on the unaudited interim financial information because that report is not a report or a part of the registration statement, of which this prospectus forms a part, prepared or certified by Ernst & Young LLP within the meaning of Sections 7 and 11 of the Securities Act.

Table of Contents**Part II****Information not required in prospectus****Item 14. Other Expenses of Issuance and Distribution**

The following table sets forth the costs and expenses to be borne by the Registrant in connection with the offerings described in this registration statement.

SEC registration fee	\$	*
Transfer agent and trustee fees and expenses	\$	**
Printing and engraving fees and expenses	\$	**
Accounting fees and expenses	\$	**
Legal fees and expenses	\$	**
Rating agency fees	\$	**
Miscellaneous	\$	**
Total	\$	**

* In accordance with Rules 456(b) and 457(r) of the Securities Act of 1933, as amended (the Securities Act), we are deferring payment of the registration fee for the securities offered.

** The amount of securities and number of offerings are indeterminable and the expenses cannot be estimated at this time. An estimate of the aggregate expenses in connection with the sale and distribution of securities being offered will be included in any applicable prospectus supplement.

Item 15. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit indemnification for liabilities (including reimbursement for expenses incurred) arising under the Securities Act.

As permitted by Section 102(b)(7) of the Delaware General Corporation Law, the FCX certificate of incorporation includes a provision that eliminates the personal liability of FCX's directors for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to FCX or its stockholders, (2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (3) under section 174 of the Delaware General Corporation Law or (4) for any transaction from which the director derived an improper personal benefit. As a result of this provision, FCX's ability or that of FCX's stockholders to successfully prosecute an action against a director for breach of his or her duty of care is limited. However, this provision does not affect the availability of equitable remedies such as an injunction or rescission based upon a director's breach of his or her duty of care.

In addition, the FCX certificate of incorporation and bylaws provides for mandatory indemnification rights, to the fullest extent permitted by applicable law, to any director or officer who (because of the fact that he or she is or was FCX's director or officer) is involved in a legal proceeding of any nature. These indemnification rights include reimbursement for expenses incurred by FCX's director or officer in advance of the final disposition of a proceeding according to applicable law.

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The indemnification provisions in the FCX certificate of incorporation and bylaws may be sufficiently broad to permit indemnification of FCX's directors and officers for liabilities arising under the Securities Act.

FCX also provides insurance from commercial carriers against some liabilities incurred by FCX's directors and officers.

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Table of Contents**Item 16. Exhibits**

The following is a list of all exhibits filed as a part of this registration statement on Form S-3, including those incorporated herein by reference.

Exhibit No.	Document
1.1*	Form of Underwriting Agreement.
4.1	<u>Amended and Restated Certificate of Incorporation of FCX, effective as of June 8, 2016 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-11307-01) filed June 9, 2016).</u>
4.2	<u>Amended and Restated By-Laws of FCX, effective as of June 8, 2016 (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K (File No. 001-11307-01) filed June 9, 2016).</u>
4.3	<u>Form of Indenture for Senior Debt Securities.</u>
4.4	<u>Form of Indenture for Subordinated Debt Securities.</u>
4.5*	Form of Senior Debt Security.
4.6*	Form of Subordinated Debt Security.
4.7*	Form of Warrant Agreement.
4.8*	Form of Warrant Certificate.
4.9*	Form of Purchase Contract Agreement.
4.10*	Form of Purchase Contract.
4.11*	Form of Unit Agreement.
4.12*	Form of Unit Certificate.
4.13	<u>Form of Certificate representing shares of common stock, par value \$0.10 (incorporated by reference to Exhibit 3 to the Registration Statement on Form 8-A/A filed on August 10, 2015).</u>
5.1	<u>Opinion of Jones Walker LLP.</u>
12.1	<u>Statement regarding Computation of Ratio of Earnings to Fixed Charges.</u>
15.1	<u>Letter regarding Unaudited Interim Financial Statements.</u>
23.1	<u>Consent of Ernst & Young LLP.</u>
23.2	<u>Consent of Jones Walker LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature page of the Registration Statement).</u>
25.1	<u>Statement of Eligibility of U.S. Bank National Association on Form T-1 for Senior Debt Securities Indenture and Subordinated Debt Securities Indenture.</u>

* To be filed, if necessary, by amendment or as an exhibit to a Current Report on Form 8-K.

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Item 17. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made of securities registered hereby, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (i), (ii) and (iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; provided, however, that no statement made in a registration statement or prospectus

that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is

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part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(d) The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of section 310 of the Trust Indenture Act (Act) in accordance with the rules and regulations prescribed by the Commission under section 305(b)(2) of the Act.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on August 8, 2018.

FREEPORT-MCMORAN INC.

By: /s/ Richard C. Adkerson
Richard C. Adkerson
Vice Chairman, President and Chief
Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard C. Adkerson and Kathleen L. Quirk, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power to act separately and full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or his or her or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Richard C. Adkerson	Vice Chairman of the Board, President and	August 8, 2018
Richard C. Adkerson	Chief Executive Officer <i>(Principal Executive Officer)</i>	
/s/ Kathleen L. Quirk	Executive Vice President, Chief Financial	August 8, 2018
Kathleen L. Quirk	Officer, and Treasurer <i>(Principal Financial Officer)</i>	
/s/ C. Donald Whitmire, Jr.	Vice President and Controller Financial	August 8, 2018
C. Donald Whitmire, Jr.	Reporting <i>(Principal Accounting Officer)</i>	

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/s/ Gerald J. Ford	Chairman of the Board	August 8, 2018
Gerald J. Ford		
/s/ Lydia H. Kennard	Director	August 8, 2018
Lydia H. Kennard		
/s/ Courtney Mather	Director	August 8, 2018
Courtney Mather		
/s/ Dustan E. McCoy	Director	August 8, 2018
Dustan E. McCoy		
/s/ Frances Fragos Townsend	Director	August 8, 2018
Frances Fragos Townsend		

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