

As filed with the Securities and Exchange Commission on August 27, 1999
Registration No. 333_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

IRIDEX CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

77-0210467

(I.R.S. Employer
Identification Number)

1212 TERRA BELLA AVENUE
MOUNTAIN VIEW, CALIFORNIA 94043

(Address, including zip code, of Registrant's principal executive offices)

1998 STOCK PLAN
1995 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plans)

Theodore A. Boutacoff
President and Chief Executive Officer
IRIDEX Corporation
1212 Terra Bella Avenue
Mountain View, California 94043
(650) 940-4700

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:

Judith M. O'Brien, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304-1050
(415) 493-9300

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(#)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock to be issued upon exercise of options granted under the 1998 Stock Plan	150,000	\$ 4.500(1)	\$ 675,000.00	\$ 187.65
Common Stock to be issued pursuant to the 1995 Employee Stock Purchase Plan	75,000	\$ 3.825(2)	\$ 286,875.00	\$ 79.75

(1) Estimated pursuant to Rule 457(c) under the Securities Act of 1933, as amended (the "Act") based on the average between the high and low price as reported by the Nasdaq National Market on August 23, 1999.

(2) Estimated in accordance with Rule 457(c) solely for the purpose of calculating the registration fee, based on 85% of the average between high and low price as reported by Nasdaq National Market on August 23, 1999.

IRIDEX CORPORATION

REGISTRATION STATEMENT ON FORM S-8

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents and information previously filed with the Securities and Exchange Commission (the "Commission") by IRIDEX Corporation (the "Company" or the "Registrant") are hereby incorporated by reference into this Registration Statement:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended January 2, 1999 filed pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b) The Company's Quarterly Report on Form 10-Q for the quarter ended April 3, 1999 and its Quarterly Report on Form 10-Q for the quarter ended July 3, 1999 (as amended), filed pursuant to Section 13 of the Exchange Act; and
- (c) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A filed on February 15, 1996, pursuant to Section 12(g) of the Exchange Act.

All documents filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof, and prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which de-registers all securities then remaining unsold under this Registration Statement, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The validity of the issuance of shares of Common Stock offered hereby will be passed upon for the Registrant by Wilson Sonsini Goodrich & Rosati, Professional Corporation, Palo Alto, California. Judith Mayer O'Brien, a member of Wilson Sonsini Goodrich & Rosati, is Secretary of the Registrant.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporations Law authorizes a court to award, or a corporation's Board of Directors to grant, indemnification to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Act. The Registrant's Bylaws provides for the mandatory indemnification of its directors and officers and permissible indemnification of employees and other agents to the maximum extent permitted by Delaware General Corporation Law. Registrant has entered into an indemnification agreement with each of its officers and directors which provide the Registrant's officers and directors with indemnification to the maximum extent permitted by the Delaware General Corporation Law. In addition, the Registrant's Amended and Restated Certificate of Incorporation provides that, pursuant to Delaware law, its directors shall not be liable for monetary damages for a breach of the directors' fiduciary duty as a director to Registrant and its stockholders, provided that such liability does not arise from certain proscribed conduct. Registrant also currently maintains officer and director liability insurance.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exhibit Number -----	Description of Document -----
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, counsel for the Company, as to legality of securities being registered.
10.1*	1998 Stock Plan and forms of option agreements and stock purchase agreement thereunder.
10.2**	1995 Employee Stock Purchase Plan, as amended, and form of subscription agreement thereunder.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, counsel for the Company (contained in Exhibit 5.1).
24.1	Power of Attorney (see page 5).

* Incorporated by reference to Exhibit 10.1 of the Registration Statement on Form S-8 dated June 24, 1998, Commission File 333-57573.

** Incorporated by reference to Exhibit 10.2 of the Registration Statement on Form S-8 dated June 24, 1998, Commission File 333-57573.

ITEM 9. UNDERTAKINGS.

The undersigned Registrant hereby undertakes:

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

(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 therein, 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.

(b) 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 Registrant's Certificate of Incorporation, Bylaws, indemnification agreements 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 Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Mountain View, State of California, on this 27th day of August, 1999.

IRIDEX CORPORATION

By: /s/ THEODORE A. BOUTACOFF

Theodore A. Boutacoff
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Theodore A. Boutacoff and Robert Kamenski jointly and severally, his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorney-in-fact, or his or her substitute or substitutes, may 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.

Signatures -----	Title -----	Date -----
/s/ Theodore A. Boutacoff ----- Theodore A. Boutacoff	President, Chief Executive Officer and Director (Principal Executive Officer)	August 27, 1999
/s/ Robert Kamenski ----- Robert Kamenski	Vice President, Administration and Chief Financial Officer (Principal Accounting Officer)	August 27, 1999
/s/ John M. Nehra ----- John M. Nehra	Chairman of the Board of Directors	August 20, 1999
/s/ Robert K. Anderson ----- Robert K. Anderson	Director	August 24, 1999
----- William Boeger, III	Director	
/s/ Milton Chang ----- Milton Chang	Director	August 27, 1999
----- James L. Donovan	Director	
/s/ Donald L. Hammond ----- Donald L. Hammond	Director	August 20, 1999
/s/ Joshua Makower ----- Joshua Makower	Director	August 23, 1999

INDEX TO EXHIBITS

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

EXHIBITS

Registration Statement on Form S-8

IRIDEX CORPORATION

August 27, 1999

August 27, 1999

IRIDEX Corporation
1212 Terra Bella Avenue
Mountain View, California 94043

RE: REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about August 27, 1999 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of a total of 150,000 shares of your Common Stock reserved for issuance under the 1998 Stock Plan and 75,000 shares of your Common Stock reserved for issuance under the 1995 Employee Stock Purchase Plan (collectively, the "Shares") (collectively, the "Plans"). As legal counsel for IRIDEX Corporation, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the sale and issuance of the Shares under the Plans.

It is our opinion that, when issued and sold in the manner referred to in the Plans and pursuant to the respective agreement which accompanies each grant under the Plans, the Shares will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever it appears in the Registration Statement and any amendments to it.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We consent to the incorporation by reference in the registration statement of IRIDEX Corporation on Form S-8 of our report dated January 22, 1999, on our audits of the consolidated financial statements and financial statement schedule of IRIDEX Corporation for the years ended January 2, 1999 and December 31, 1998, which report is included in the registration statement on Form 10-K405 (File No. 000-27598).

/s/ PricewaterhouseCoopers LLP

San Jose, California
August 25, 1999