
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of The
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) February 2, 2012

IRIDEX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-27598
(Commission
File Number)

77-0210467
(IRS Employer
Identification No.)

1212 Terra Bella Avenue
Mountain View, California 94043
(Address of principal executive offices, including zip code)

(650) 940-4700
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01. Completion of Acquisition or Disposition of Assets.

As previously disclosed, on December 30, 2011, IRIDEX Corporation (“IRIDEX”) entered into an Asset Purchase Agreement with Cutera, Inc. (“Cutera”) and U.S. Bank, National Association, as Escrow Agent (the “Asset Purchase Agreement”). The Asset Purchase Agreement provides for the sale of substantially all of the assets of IRIDEX’s aesthetic business. Cutera agreed to pay approximately \$5.1 million in cash for the assets of IRIDEX’s aesthetic business, subject to certain adjustments, and to assume certain liabilities of IRIDEX and its affiliates relating to the aesthetic business, as described in the Asset Purchase Agreement. Following the closing, IRIDEX will retain and focus on its ophthalmology business. The foregoing description of the Asset Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Asset Purchase Agreement, which was filed as Exhibit 2.1 to IRIDEX’s Current Report on Form 8-K filed on January 3, 2012.

On February 2, 2012, IRIDEX completed the sale of substantially all of the assets of IRIDEX’s aesthetic business for \$5,100,000, subject to certain post-closing adjustments, of which Cutera deposited an amount in cash equal to \$510,000 in an escrow account established as of the closing of the transaction in satisfaction of its obligations with respect to certain indemnifiable losses.

In connection with the transaction IRIDEX and Cutera entered into a license agreement, which permits Cutera to utilize certain IRIDEX owned intellectual property following the transaction, and a transition services and supply agreement, pursuant to which IRIDEX will continue to support certain aspects of the aesthetics business following the closing of the transaction while that business is transitioned to Cutera.

On February 3, 2012, IRIDEX issued a press release announcing the closing of the transaction. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated February 3, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

IRIDEX CORPORATION

By: /s/ DOMINIK BECK
Dominik Beck
President and Chief Executive Officer

Date: February 6, 2012

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated February 3, 2012.



FOR IMMEDIATE RELEASE

**IRIDEX and Cutera Close Acquisition of
IRIDEX' Aesthetic Business Unit**

MOUNTAIN VIEW, Calif., Feb. 3, 2012 — IRIDEX Corporation (NASDAQ: IRIX) today announced that IRIDEX and Cutera, Inc. (NASDAQ: CUTR) have closed their previously announced purchase agreement for Cutera to acquire IRIDEX' aesthetic business for approximately \$5.1 million.

Dominik Beck, Ph.D., president and chief executive officer of IRIDEX, said, "The energies and resources of the entire organization can now be focused on the substantial and growing ophthalmology opportunity that is core to IRIDEX' past and future successes. We intend on using that focus and all of our resources to drive growth in our core markets, where we enjoy brand leadership, by acquiring and developing additional consumable devices for use in the surgical setting and accelerating the adoption of MicroPulse™ technology – a new paradigm in the treatment of retinal diseases."

The parties also entered into an agreement for IRIDEX to supply Cutera with transitional product and service support for a time period not disclosed.

About IRIDEX Corporation

IRIDEX Corporation was founded in 1989 and is a worldwide leader in developing, manufacturing, and marketing innovative and versatile laser-based medical systems and delivery devices. We provide solutions for multiple specialties, including ophthalmology, dermatology and otolaryngology. We maintain a deep commitment to the success of our customers, with comprehensive technical, clinical, and service support programs. IRIDEX is dedicated to a standard of excellence, offering superior technology for superior results. IRIDEX products are sold in the United States through a direct sales force and internationally through a combination of a direct sales force and a network of approximately 100 independent distributors into 107 countries. For further information, visit our website at www.iridex.com.

Safe Harbor Statement

This announcement contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Act of 1934, as amended, relating to the Company's plans to focus on new products and increase revenues. These statements are not guarantees of future performance and actual results may differ materially from those described in these forward-looking statements as a result of a number of factors. Please see a detailed description of these and other risks contained in IRIDEX' Annual Report on Form 10-K for the fiscal year ended January 1, 2011 and Quarterly Reports on Form 10-Q for the quarters ended April 2, 2011, July 2, 2011 and October 1, 2011, each of which was filed with the Securities and Exchange Commission. Forward-looking statements contained in this announcement are made as of this date and will not be updated.

Contacts:

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IRIDEX Investor Relations

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