
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

**November 1, 2023
Date of Report (date of earliest event reported)**

IRIDEX CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Employer incorporation or organization)

000-27598
(Commission
File Number)

77-0210467
(I.R.S.
Identification Number)

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Trading Symbol	Name of Exchange on Which Registered
Common Stock, par value \$0.01 per share	IRIX	Nasdaq Global Market

Item 8.01. Other Events.

Delaware Section 205 Petition

As previously disclosed, on October 2, 2023, IRIDEX Corporation (the “Company”) filed a petition in the Delaware Court of Chancery under Section 205 of the Delaware General Corporation Law (the “Petition”) seeking to validate the filing and effectiveness of the Company’s Amended and Restated Certificate of Incorporation that is on file with the Delaware Secretary of State (the “Amended Charter”).

On November 1, 2023, the Delaware Court of Chancery held a hearing on the Petition and issued a final order in the Company’s favor granting the Petition, thereby validating the filing and effectiveness of the Amended Charter and all corporate actions and transactions taken in reliance on its validity. A copy of the Court’s order is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Order entered by the Delaware Court of Chancery on November 1, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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/ David I. Bruce

David I. Bruce
President and Chief Executive Officer

Date: November 7, 2023



GRANTED
IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

In re IRIDEX CORP.

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C.A. No. 2023-_____

[PROPOSED] ORDER GRANTING PETITION FOR RELIEF
PURSUANT TO 8 DEL. C. § 205

WHEREAS, on February 22, 1996, Petitioner IRIDEX Corporation (the “Company”), filed its Amended and Restated Certificate of Incorporation (the “Operative Charter”) with the Delaware Secretary of State;

WHEREAS, in reliance on the validity and effectiveness of the Operative Charter, the Company has issued shares of its capital stock, raised secondary financings, and taken other actions, from time to time on or after February 22, 1996, and through the date of this order;

WHEREAS on September 29, 2023, the Company filed with this Court a Verified Petition for Relief under 8 Del. C. § 205 seeking validation of the Operative Charter (the “Petition”); and

WHEREAS, the Court has considered the factors in 8 Del. C. § 205(d) and finds good cause to grant the Petition;

IT IS HEREBY ORDERED, this ____ day of _____, 2023, that under 8 Del. C. § 205:

1. The Operative Charter, including the filing and effectiveness thereof, is hereby validated and declared effective as of February 22, 1996.

2. This Order validates the corporate act taken, notwithstanding any failures of authorization or potential failures of authorization described in, or resulting from the matters described in, the Petition.

[Vice] Chancellor

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action
Judge: Nathan A Cook
File & Serve Transaction ID: 70997288
Current Date: Nov 01, 2023
Case Number: 2023-0990-NAC
Case Name: In re IRIDEX CORP.

Court Authorizer Comments:

The order is granted for the reasons stated during today's hearing.

/s/ **Judge Nathan A Cook**