

**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**

**June 18, 2024**

(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  
incorporation or organization)

**000-27598**  
(Commission File Number)

**77-0210467**  
(I.R.S. Employer  
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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Committee Assignments*

On June 18, 2024, the board of directors of IRIDEX Corporation (the “Company”) modified the composition of its Audit Committee to consist of the following directors:

- Audit Committee: Kenneth E. Ludlum (Chairperson), Beverly A. Huss, and Robert Grove, Ph.D.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The 2024 Annual Meeting of Stockholders (the “Annual Meeting”) of the Company was held on June 18, 2024, at the Company’s headquarters located at 1212 Terra Bella Avenue, Mountain View, CA 94043. As of April 25, 2024, the record date of the Annual Meeting, 16,252,948 shares of the Company’s common stock were outstanding and entitled to vote at the Annual Meeting. Present at the Annual Meeting in person or by proxy were holders of 10,605,381 shares, or 65.25%, of the Company’s common stock, constituting a quorum for the transaction of business. The proposals voted upon at the meeting and the vote with respect to each such matter are as set forth below:

**Proposal 1:** Election of Directors.

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
David I. Bruce	5,036,255	1,296,459	4,272,667
Robert Grove, Ph.D.	5,063,161	1,269,553	4,272,667
Beverly A. Huss	5,597,417	735,297	4,272,667
Kenneth E. Ludlum	5,050,257	1,282,457	4,272,667
Scott Shuda	5,680,036	652,678	4,272,667

Based on the votes set forth above, each director nominee was duly elected to serve until the 2025 Annual Meeting of Stockholders or until his or her respective successor is duly elected and qualified or until his or her earlier death, resignation or removal.

**Proposal 2:** To ratify the appointment of BPM LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 28, 2024.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
10,213,704	94,347	297,330	0

Based on the votes set forth above, the stockholders ratified the appointment of BPM LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 28, 2024.

**Proposal 3:** To conduct an advisory vote to approve the compensation of the Company’s named executive officers.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
4,635,945	1,352,835	343,934	4,272,667

The stockholders approved the compensation of the Company’s named executive officers on an advisory vote.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

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

Chief Executive Officer

Date: June 20, 2024

