

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 16, 2021

(Date of Report (date of earliest event reported))

IRIDEX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

0-27598

77-0210467

(State or other jurisdiction of  
incorporation or organization)

(Commission File Number)

(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 Arrangement of Certain Officers.**

**Committee Assignments**

On June 16, 2021, the Board of Directors of Iridex Corporation (the “Company”) modified the composition of its Audit Committee, Compensation Committee, and Nominating and Governance Committee to consist of the following directors:

- Audit Committee: Kenneth E. Ludlum (Chair), Nandini Devi, and Scott Shuda
- Compensation Committee: Scott Shuda (Chair), Robert Grove, Ph.D., and Nandini Devi
- Nominating and Governance Committee: Kenneth E. Ludlum (Chair), Robert Grove, Ph.D., and Scott Shuda

**Chair of the Board**

On June 16, 2021, the Board of Directors of the Company appointed Scott Shuda as its Chairman.

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

The 2021 Annual Meeting of Stockholders (the “Annual Meeting”) of the Company was held on June 16, 2021, at the Company’s headquarters located at 1212 Terra Bella Avenue, Mountain View, CA 94043. As of April 19, 2021, the record date of the Annual Meeting, 15,625,662 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 10,955,832 shares, or 70%, 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	6,850,401	423,592	3,681,839
Robert Grove, Ph.D.	6,829,904	444,089	3,681,839
Kenneth E. Ludlum	6,334,104	939,889	3,681,839
Scott Shuda	7,177,014	96,979	3,681,839
Nandini Devi	7,255,383	18,610	3,681,839

\*Broker non-votes did not affect the outcome of the election.

Based on the votes set forth above, each director nominee was duly elected to serve until the 2022 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 January 1, 2022.**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
10,911,490	42,253	2,089	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 January 1, 2022.

**Proposal 3: Advisory Vote on Named Executive Officer Compensation.**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
6,693,904	461,324	118,765	3,681,839

The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers.

**Proposal 4: Approval of the Amended and Restated 2008 Equity Incentive Plan.**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
6,506,795	724,962	42,236	3,681,839

The stockholders approved the Amended and Restated 2008 Equity Incentive Plan.

**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: June 21, 2021