

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**Amendment No. 2  
to  
SCHEDULE TO**  
**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

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**IRIDEX CORPORATION**  
*(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))*

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**Common stock, Par Value \$0.01 Per Share**  
*(Title of Class of Securities)*

**462684101**  
*(CUSIP Number of Class of Securities)*

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**James H. Mackaness**  
**Chief Financial Officer and Chief Operating Officer**  
**1212 Terra Bella Avenue**  
**Mountain View, CA 94043**  
**(650) 940-4700**  
*(Name, address and telephone number of person authorized to receive notices  
and communication on behalf of Filing Persons)*

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*Copy to:*  
**David J. Segre**  
**Michael A. Occhiolini**  
**Andrew D. Hoffman**  
**Wilson Sonsini Goodrich & Rosati**  
**Professional Corporation**  
**650 Page Mill Road**  
**Palo Alto, CA 94304**  
**(650) 493-9300**

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**CALCULATION OF REGISTRATION FEE**

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Transaction Valuation*	Amount of Filing Fee**
\$1,998,750	\$272.63

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\* Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the purchase of 487,500 shares of common stock at the tender offer price of \$4.10 per share.

\*\* The Amount of Filing Fee calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$136.40 for each \$1,000,000 of the value of the transaction. The filing fee was previously paid with the Schedule TO filed on November 7, 2012.

☒ Check the box if any part of the filing fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transaction to which the statement relates:

- ☐ third party tender offer subject to Rule 14d-1.
- ☒ issuer tender offer subject to Rule 13e-4.
- ☐ going private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- ☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- ☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)



## INTRODUCTION

IRIDEX Corporation, a Delaware corporation ("IRIDEX" or the "Company") hereby amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on November 7, 2012, as amended by Amendment No. 1 to Schedule TO filed with the Securities and Exchange Commission on November 13, 2012 (as so amended, the "Schedule TO"). The Schedule TO relates to the offer by the Company to purchase up to 487,500 shares of its common stock, par value \$0.01 per share, at a purchase price of \$4.10 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in Amendment No. 1 to the Offer to Purchase, dated November 13, 2012 ("Amendment No. 1 to the Offer to Purchase"), a copy of which was previously attached as Exhibit (a)(1)(A)(i) to the Schedule TO, in the Offer to Purchase dated November 7, 2012 (as amended by Amendment No. 1 to the Offer to Purchase, the "Offer to Purchase"), a copy of which was previously attached as Exhibit (a)(1)(A) to the Schedule TO, and in the related Letter of Transmittal (the "Letter of Transmittal"), a copy of which was previously attached as Exhibit (a)(1)(B) to the Schedule TO (which, as amended or supplemented from time to time, together constitute the "Offer"). The Offer expired at 5:00 p.m., New York City Time, on Friday, December 7, 2012. This Amendment No. 2, as it amends and supplements the Schedule TO, is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) of the Securities Exchange Act of 1934, as amended.

Only those items amended and supplemented are reported in this Amendment No. 2. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 2 does not modify any of the information previously reported on Schedule TO.

### Item 4. *Terms of the Transaction.*

Item 4 of the Schedule TO is hereby amended and supplemented by inserting at the end thereof the following:

The tender offer expired at 5:00 p.m., New York City time, on Friday, December 7, 2012. On December 10, 2012, we issued a press release announcing the preliminary results of the tender offer. A copy of this press release is filed as Exhibit (a)(1)(H) hereto and is incorporated herein by reference.

### Item 12. *Exhibits.*

(a)(1)(A)*	Offer to Purchase dated November 7, 2012.
(a)(1)(A)(i)**	Amendment No. 1 to the Offer to Purchase, dated November 13, 2012.
(a)(1)(B)*	Letter of Transmittal.
(a)(1)(C)*	Notice of Guaranteed Delivery.
(a)(1)(D)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated November 7, 2012.
(a)(1)(E)*	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated November 7, 2012.
(a)(1)(F)*	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
(a)(1)(G)*	Press Release, dated November 7, 2012.
(a)(1)(H)***	Press Release dated December 10, 2012.
(a)(2)	Not Applicable.
(a)(3)	Not Applicable.
(a)(4)	Not Applicable.
(b)	Not Applicable.
(d)(1)	Form of Indemnification Agreement (incorporated by reference from Exhibit 10.1 to the Company's Registration Statement on Form SB-2 (No. 333-00320-LA), which was declared effective on February 15, 1996).
(d)(2)	1995 Director Option Plan (incorporated by reference from Exhibit 10.3 to the Company's Registration Statement on Form S-8 filed on August 3, 2004).

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- (d)(3) 1998 Stock Plan (incorporated by reference from the Company's definitive proxy statement on Schedule 14A filed on May 4, 2009).
  - (d)(4) 2005 Employee Stock Purchase Plan (incorporated by reference from appendix filed with the Company's Proxy Statement for the Company's 2004 Annual Meeting of Stockholders filed on April 30, 2004).
  - (d)(5) 2008 Equity Incentive Plan, as amended (incorporated by reference from the Company's definitive proxy statement on Schedule 14A filed on May 4, 2009).
  - (d)(6) Form of 2008 Equity Incentive Plan Option Agreement (incorporated by reference from Exhibit 99.1 to the Company's Registration Statement on Form S-8 filed on November 21, 2008).
  - (d)(7) Form of Stand-alone Stock Option Agreement (incorporated by reference to Exhibit 99.(d)(5) filed with the Company's Schedule TO filed on July 30, 2009).
  - (d)(8) Change of Control Severance Agreement by and between the Company and James Mackaness, (incorporated by reference from Exhibit 10.8 to the Company's Form 10-K for the fiscal year ended January 3, 2009).
  - (d)(9) Employment Agreement by and between the Company and Dominik Beck, dated August 16, 2011 (incorporated by reference from Exhibit 99.1 to the Company's Form 8-K filed on October 12, 2011).
  - (d)(10) Executive Transition Agreement by and between the Company and Theodore A. Boutacoff (incorporated by reference from Exhibit 99.2 to the Company's Form 8-K filed on October 12, 2011).
  - (d)(11) Form of 2008 Equity Incentive Plan Restricted Stock Award Agreement (incorporated by reference from Exhibit 10.1 to the Company's Form 10-Q for the fiscal quarter ended July 2, 2011).
  - (d)(12) Form of 2008 Equity Incentive Plan Restricted Stock Unit Award Agreement (incorporated by reference from Exhibit 10.2 to the Company's Form 10-Q for the fiscal quarter ended July 2, 2011).
  - (g) Not Applicable.
  - (h) Not Applicable.
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\* Previously filed on Schedule TO on November 7, 2012.

\*\* Previously filed on Schedule TO on November 13, 2012.

\*\*\* Filed herewith.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 10, 2012

IRIDEX CORPORATION

By: /s/ JAMES H. MACKANESS

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Name: James H. Mackaness  
Title: Chief Financial Officer and  
Chief Operating Officer

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## Exhibit Index

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## QuickLinks

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FOR IMMEDIATE RELEASE

### IRIDEX Corporation Announces Preliminary Results of its Tender Offer

**Mountain View, Calif., December 10, 2012** — IRIDEX Corporation (Nasdaq: IRIX) announced today the preliminary results of its tender offer to purchase up to 487,500 shares of its common stock at a purchase price of \$4.10 per share, which expired at 5:00 p.m., New York City time, on Friday, December 7, 2012. Based on the preliminary count by Computershare Inc., the depositary for the tender offer, an aggregate of 1,447,141 shares of common stock were properly tendered and not withdrawn, including 14,060 shares that were tendered through notice of guaranteed delivery. Accordingly, IRIDEX expects to accept for purchase an aggregate of 487,500 shares of its common stock at a purchase price of \$4.10 per share. These shares represent approximately 5.5 percent of IRIDEX's currently issued and outstanding shares of common stock.

Because the tender offer was oversubscribed, the number of shares that IRIDEX will purchase from each tendering stockholder will be pro-rated. Based upon the preliminary count by the depositary, IRIDEX estimated that the pro-ration factor will be approximately 33.6%, assuming all shares tendered through notice of guaranteed delivery procedures are properly delivered, or approximately 34%, excluding all shares tendered pursuant to guaranteed delivery procedures. The number of shares properly tendered and not withdrawn and the pro-ration factor are preliminary and are subject to: confirmation by the depositary of the proper delivery of the shares properly tendered and not withdrawn and the impact of odd-lot tenders. The actual number of shares properly tendered and not withdrawn and the pro-ration factor will be announced following the completion of the confirmation process. Payment for the shares accepted for purchase and return of all other shares tendered will occur promptly thereafter. Payment for shares will be made in cash, without interest.

The tender offer was made pursuant to an Offer to Purchase, dated November 7, 2012, as amended by Amendment No. 1 to the Offer to Purchase, dated November 13, 2012, and Letter of Transmittal, dated November 7, 2012, filed with the Securities and Exchange Commission.

The information agents are The Proxy Advisory Group, LLC and Allen & Caron Inc., and the depositary is Computershare Inc. For questions and information, please call the information agents toll-free at (888) 740-7130.

### Forward-Looking Statements

This press release contains forward-looking statements, as defined under the federal securities laws. These forward-looking statements include statements regarding IRIDEX's expectation regarding the number of shares to be purchased, the pro-ration factor and the completion of the tender offer and payment for the shares. These forward-looking statements are not guarantees and are subject to risks, uncertainties and assumptions that could cause the actual number of shares to be purchased, the pro-ration factor and the timing for the completion of the tender offer and

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payment for the shares to differ materially and adversely from the number expressed in the forward-looking statements in this press release. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as to IRIDEX's expectations as of the date hereof. IRIDEX undertakes no obligation to update these forward-looking statements as a result of events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

### Company Contact:

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### Investor Relations Contact:

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