

Norbe Todd
 Form 4
 September 25, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Norbe Todd

(Last) (First) (Middle)
 4 CROMWELL
 (Street)

IRVINE, CA 92618
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BIOLASE, INC [BIOL]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/21/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V				
Restricted Stock Unit	<u>(1)</u>	09/21/2018	A	350,000		<u>(2)</u>	<u>(2)</u>	Common Stock	350,000
Restricted Stock Unit	<u>(1)</u>	09/21/2018	A	300,000		<u>(3)</u>	<u>(3)</u>	Common Stock	300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Norbe Todd 4 CROMWELL IRVINE, CA 92618	X		President and CEO	

Signatures

/s/ Michael C. Carroll, attorney-in-fact for Todd Norbe 05/25/2018

**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- The restricted stock unit award vests as follows: (i) 116,667 restricted stock units shall vest on the first anniversary of the Reporting Person's first date of employment with the Company, (ii) 58,333 restricted stock units shall vest on the eighteen month anniversary of the Reporting Person's first date of employment with the Company, (iii) 58,333 restricted stock units shall vest on the second anniversary of the Reporting Person's first date of employment with the Company, (iv) 58,333 restricted stock units shall vest on the thirtieth month anniversary of the Reporting Person's first date of employment with the Company, and (v) 58,334 restricted stock units shall vest on the third anniversary of the Reporting Person's first date of employment with the Company, subject to the Reporting Person's continued service with the Company.
- (3) The restricted stock unit award vests in accordance with performance criteria established by the Compensation Committee of the Company, subject to the Reporting Person's continued service with the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.