

IRIDEX CORP
Form 4
July 27, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
PARAGON ASSOCIATES &
PARAGON ASSOCIATES II JOINT
VENTURE

2. Issuer Name and Ticker or Trading Symbol
IRIDEX CORP [IRIX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 CRESCENT COURT, SUITE
260

3. Date of Earliest Transaction
(Month/Day/Year)
07/23/2015

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
DALLAS, TX 75201

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

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

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock, par value \$0.01 per share | 07/23/2015 | | P | | 24,419 | A | \$ 7.03 | 1,047,619 <u>(1)</u> D <u>(2)</u> |
| Common Stock, par value \$0.01 per share | 07/24/2015 | | P | | 15,984 | A | \$ 6.98 | 1,063,603 <u>(1)</u> D <u>(2)</u> |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

**required to respond unless the form
displays a currently valid OMB control
number.**

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PARAGON ASSOCIATES & PARAGON ASSOCIATES II JOINT VENTURE 500 CRESCENT COURT, SUITE 260 DALLAS, TX 75201 | | X | | |
| Paragon JV Partners, LLC 500 CRESCENT COURT, SUITE 260 DALLAS, TX 75201 | | X | | |
| Dyer Bradbury III 500 CRESCENT COURT, SUITE 260 DALLAS, TX 75201 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Bradbury Dyer III, Authorized Agent of Paragon Associates and Paragon Associates II Joint Venture | 07/27/2015 |
| __Signature of Reporting Person | Date |
| /s/ Bradbury Dyer III, Sole and Managing Member of Paragon JV Partners, LLC | 07/27/2015 |
| __Signature of Reporting Person | Date |
| /s/ Bradbury Dyer III | 07/27/2015 |
| __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).

The filing of this Form 4 shall not be construed as an admission that Paragon JV Partners, LLC ("Paragon GP") or Bradbury Dyer III, the sole and managing member of Paragon GP, is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the Common Stock, par value \$0.01 per share (the "Common Stock"), of Iridex

- (1) Corporation (the "Issuer") purchased by Paragon Associates and Paragon Associates II Joint Venture, a joint venture ("Paragon JV") formed by Paragon Associates, Ltd., a Texas limited partnership ("Paragon"), Paragon Associates II, Ltd. a Texas limited partnership ("Paragon II"), and Paragon Associates III, Ltd., a Texas limited partnership ("Paragon III"). Pursuant to Rule 16a-1, both Paragon GP and Mr. Dyer disclaim such beneficial ownership except to the extent of its or his spective pecuniary interest therein.

Paragon JV holds 1,063,603 shares of Common Stock of the Issuer through its own account. Paragon GP serves as the general partner to each of Paragon, Paragon II and Paragon III, and as the investment advisor of Paragon JV. Paragon GP receives a portion of the profits in

- (2) the form of a capital allocation from, and owns a partnership interest in, Paragon, Paragon II and Paragon III. Bradbury Dyer III reports the Common Stock held indirectly by Paragon GP because, as the sole and managing member of Paragon GP at the time of purchase, he controlled the disposition and voting of the securities.

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.