

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Wolfen Richard M.</u>  (Last) (First) (Middle) <u>C/O RXSIGHT, INC.</u> <u>100 COLUMBIA</u>  (Street) <u>ALISO VIEJO CA 92656</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RxSight, Inc. [ RXST ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>08/03/2021</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/03/2021		C		76,974	A	\$0.00 <sup>(1)(3)(5)(6)(8)(9)</sup>	78,170	D	
Common Stock	08/03/2021		C		1,489,805	A	\$0.00 <sup>(1)(3)(4)(5)(6)(7)(8)(9)</sup>	1,762,074	I	See footnote <sup>(2)</sup>

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	<sup>(1)</sup>	08/03/2021		C			2,800	<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	2,800	\$0.00 <sup>(1)</sup>	0	D	
Series A Preferred Stock	<sup>(1)</sup>	08/03/2021		C			11,714	<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	11,714	\$0.00 <sup>(1)</sup>	0	I	See footnote <sup>(2)</sup>
Series B Preferred Stock	<sup>(3)</sup>	08/03/2021		C			2,017	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	2,017	\$0.00 <sup>(3)</sup>	0	D	
Series B Preferred Stock	<sup>(3)</sup>	08/03/2021		C			246,054	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	246,054	\$0.00 <sup>(3)</sup>	0	I	See footnote <sup>(2)</sup>
Series C Preferred Stock	<sup>(4)</sup>	08/03/2021		C			398,810	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	408,814	\$0.00 <sup>(4)</sup>	0	I	See footnote <sup>(2)</sup>
Series D Preferred Stock	<sup>(5)</sup>	08/03/2021		C			10,807 <sup>(11)</sup>	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	12,586	\$0.00 <sup>(5)</sup>	0	D	
Series D Preferred Stock	<sup>(5)</sup>	08/03/2021		C			43,547 <sup>(11)</sup>	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	50,711	\$0.00 <sup>(5)</sup>	0	I	See footnote <sup>(2)</sup>
Series E Preferred Stock	<sup>(6)</sup>	08/03/2021		C			4,840	<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	5,887	\$0.00 <sup>(6)</sup>	0	D	
Series E Preferred Stock	<sup>(6)</sup>	08/03/2021		C			18,150	<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	22,077	\$0.00 <sup>(6)</sup>	0	I	See footnote <sup>(2)</sup>
Series F Preferred Stock	<sup>(7)</sup>	08/03/2021		C			154,886	<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	235,499	\$0.00 <sup>(7)</sup>	0	I	See footnote <sup>(2)</sup>
Series G Preferred Stock	<sup>(8)</sup>	08/03/2021		C			42,552	<sup>(8)</sup>	<sup>(8)</sup>	Common Stock	42,552	\$0.00 <sup>(8)</sup>	0	D	
Series G Preferred Stock	<sup>(8)</sup>	08/03/2021		C			357,227	<sup>(8)</sup>	<sup>(8)</sup>	Common Stock	357,227	\$0.00 <sup>(8)</sup>	0	I	See footnote <sup>(2)</sup>
Series H Preferred Stock	<sup>(9)</sup>	08/03/2021		C			9,680	<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	9,680	\$0.00 <sup>(9)</sup>	0	D	
Series H Preferred Stock	<sup>(9)</sup>	08/03/2021		C			157,709	<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	157,709	\$0.00 <sup>(9)</sup>	0	I	See footnote <sup>(2)</sup>

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant (right to buy)	\$12.4	08/03/2021		M <sup>(10)</sup>			1,452	02/24/2017	<sup>(10)</sup>	Series H Preferred Stock <sup>(9)</sup>	1,452	\$0.00 <sup>(9)</sup>	0	D	
Series H Preferred Stock	\$12.4	08/03/2021		M <sup>(10)</sup>		1,452		<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	1,452	\$0.00 <sup>(9)</sup>	1,452	D	
Series H Preferred Stock	<sup>(9)</sup>	08/03/2021		C <sup>(10)</sup>			1,452	<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	1,452	\$0.00 <sup>(9)</sup>	0	D	

Explanation of Responses:

1. All shares of the Series A Preferred Stock, par value \$0.001 per share, of the Issuer automatically converted on a one-for-one basis to shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock") immediately prior to the closing of the Issuer's initial public offering of its Common Stock.
2. Shares held by various trusts and other entities for which the Reporting Person serves as trustee, investment advisor or manager and, in such capacity, has sole voting and dispositive over all such shares.
3. All shares of the Series B Preferred Stock, par value \$0.001 per share, of the Issuer automatically converted on a one-for-one basis to shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock") immediately prior to the closing of the Issuer's initial public offering of its Common Stock.
4. All shares of the Series C Preferred Stock, par value \$0.001 per share, of the Issuer automatically converted on a one-for-1.0251 basis to shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock") immediately prior to the closing of the Issuer's initial public offering of its Common Stock.
5. All shares of the Series D Preferred Stock, par value \$0.001 per share, of the Issuer automatically converted on a one-for-1.1647 basis to shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock") immediately prior to the closing of the Issuer's initial public offering of its Common Stock.
6. All shares of the Series E Preferred Stock, par value \$0.001 per share, of the Issuer automatically converted on a one-for-1.2164 basis to shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock") immediately prior to the closing of the Issuer's initial public offering of its Common Stock.
7. All shares of the Series F Preferred Stock, par value \$0.001 per share, of the Issuer automatically converted on a one-for-1.5205 basis to shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock") immediately prior to the closing of the Issuer's initial public offering of its Common Stock.
8. All shares of the Series G Preferred Stock, par value \$0.001 per share, of the Issuer automatically converted on a one-for-one basis to shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock") immediately prior to the closing of the Issuer's initial public offering of its Common Stock.
9. All shares of the Series H Preferred Stock, par value \$0.001 per share, of the Issuer automatically converted on a one-for-one basis to shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock") immediately prior to the closing of the Issuer's initial public offering of its Common Stock.
10. The warrant was exercised for Series H Preferred Stock immediately prior to the closing of the Issuer's initial public offering of its Common Stock.
11. The number of shares of Series D Preferred Stock reported as beneficially held by the Reporting Person in the Form 3 filed July 29, 2021 incorrectly allocated the number of shares directly and indirectly held.

Remarks:

/s/ Shelley Thunen, as Attorney-in-Fact      08/05/2021

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.