

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2021

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO

Commission File Number 001-40690

RxSight, Inc.

(Exact name of Registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
100 Columbia
Aliso Viejo, California
(Address of principal executive offices)

94-3268801
(I.R.S. Employer
Identification No.)

92656
(Zip Code)

Registrant's telephone number, including area code: (949) 521-7830

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.001 par value per share	RXST	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. YES NO

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, based on the closing price of the shares of common stock on the Nasdaq Global Market on December 31, 2021 was approximately \$236 million. The Registrant has elected to use December 31, 2021, which was the last business day of the Registrant's most recently completed fiscal year, as the calculation date because on June 30, 2021 (the last business day of the Registrant's mostly recently completed second fiscal quarter), the Registrant was a privately-held company.

The number of shares of Registrant's Common Stock outstanding as of March 31, 2022 was 27,485,685.

Auditor Name: Ernst & Young, LLP

Auditor Location: Irvine, California

PCAOB ID Number: 42

EXPLANATORY NOTE

RxSight, Inc. (the “Company”) is filing this Amendment No. 1 (this “Amendment No. 1”) to its Annual Report on Form 10-K for the fiscal year ended December 31, 2021, which was originally filed with the Securities and Exchange Commission (“SEC”) on March 8, 2022 (the “Original Form 10-K”) as an exhibits-only filing that updates, amends and supplements Part IV, Item 15 of the Original Form 10-K for the purpose of correctly incorporating by reference Exhibit 3.2, which was inadvertently incorrectly incorporated by reference in the Original Form 10-K.

In addition, as required by Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, this Amendment No. 1 includes new Exhibits 31.1 and 31.2, certifications of our Principal Executive Officer and Principal Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, and new Exhibits 32.1 and 32.2, certifications of our Principal Executive Officer and Principal Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

This Amendment No.1 does not affect any other parts of, or exhibits to, the Original Form 10-K, and those unaffected parts or exhibits are not included in this Amendment No. 1. Except as expressly stated in this Amendment No. 1, the Original Form 10-K continues to speak as of the date of the original filing of the Original Form 10-K, and the Company has not updated the disclosure contained in this Amendment No. 1 to reflect events that have occurred since the filing of the Original Form 10-K. Accordingly, this Amendment No. 1 must be read in conjunction with the Company’s other filings made with the SEC subsequent to the filing of the Original Form 10-K, including amendments to those filings, if any.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) List the following documents filed as a part of this Annual Report on Form 10-K:

- (1) Financial Statements: The financial statements were included in Part II, Item 8 of the original Annual Report on Form 10-K filed on March 8, 2022.
- (2) Financial Statement Schedules: Schedules have been omitted because the information required to be set forth therein is not applicable or is included in the Financial Statements or notes thereto.
- (3) The exhibits listed in the following Exhibit Index are filed or incorporated by reference as part of this Amendment No. 1 to Annual Report on Form 10-K.

<u>Exhibit Number</u>	<u>Description</u>	<u>Exhibit Index</u>		<u>Incorporated by Reference</u>	
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>
3.1	<u>Amended and Restated Certificate of Incorporation of the Registrant.</u>	10-Q	-	3.1	November 11, 2021
3.2	<u>Amended and Restated Bylaws of the Registrant.</u>	S-1	333-257790	3.4	July 9, 2021
4.1	<u>Specimen stock certificate of the Registrant.</u>	S-1/A	333-257790	4.2	July 26, 2021
4.2	<u>Description of common stock.</u>	10-K	001-40690	4.2	March 8, 2022
10.1+	<u>Form of Indemnification Agreement between the Registrant and each of its directors and executive officers.</u>	S-1	333-257790	10.1	July 9, 2021
10.2+	<u>2015 Equity Incentive Plan of the registrant, as amended, and forms of agreement thereunder.</u>	S-1/A	333-257790	10.2	July 26, 2021
10.3+	<u>2021 Equity Incentive Plan of the registrant, as amended, and forms of agreement thereunder.</u>	10-Q	-	10.2	November 11, 2021
10.4+	<u>2021 Employee Stock Purchase Plan of the registrant.</u>	10-Q	-	10.3	November 11, 2021
10.5	<u>Loan and Security Agreement, by and among the Registrant, Oxford Finance LLC and the lenders listed on Schedule 1.1 thereto, dated as of October 29, 2020.</u>	S-1	333-257790	10.5	July 9, 2021
10.6	<u>Consent and First Amendment to Loan and Security Agreement, by and among the Registrant, Oxford Finance LLC and the lenders listed on Schedule 1.1 thereto, dated as of July 6, 2021.</u>	S-1/A	333-257790	10.6	July 26, 2021
10.7#	<u>License Agreement by and between the Registrant and the California Institute of Technology, dated as of July 28, 2015.</u>	S-1	333-257790	10.6	July 9, 2021
10.8#	<u>Exclusive License Agreement between the Regents of the University of California and the Registrant, dated as of March 1, 2000, as amended on May 29, 2008, December 5, 2013, November 10, 2016, April 4, 2017, June 21, 2017 and May 21, 2019.</u>	S-1	333-257790	10.7	July 9, 2021
10.9	<u>License and Maintenance Agreement between QAD, Inc. and its subsidiaries and the Registrant, dated as of October 29, 2015.</u>	S-1	333-257790	10.8	July 9, 2021

10.10	<u>QAD Hosted On Premise Project Proposal between Strategic Information Group and the Registrant, dated as of October 29, 2015.</u>	S-1	333-257790	10.9	July 9, 2021
10.11	<u>Cloud Services Agreement between QAD, Inc. and its subsidiaries and the Registrant, dated as of May 28, 2021.</u>	S-1	333-257790	10.10	July 9, 2021
10.12	<u>Lease, dated as of October 27, 2015, by and between the Registrant and Accuride International Inc., as amended by that certain First Amendment to Lease, dated November 23, 2015, that certain Second Amendment to Lease, dated December 22, 2015, that certain Third Amendment to Lease, dated January 18, 2016, and that certain Fourth Amendment to Lease, dated November 12, 2016, for premises located at 100-150 Columbia, Suites 100 and 200, Aliso Viejo, California 92656.</u>	S-1	333-257790	10.11	July 9, 2021
10.13	<u>Lease, dated as of March 27, 2020, by and between Pacific Park Investments, Inc. and the Registrant, for premises located at 75 Columbia, Aliso Viejo, California 92656.</u>	S-1	333-257790	10.12	July 9, 2021
10.14	<u>Lease, dated as of January 10, 2018, by and between the Registrant and Clifford D. Downs, as amended b that certain Commencement Date Memorandum dated as of February 22, 2018, for premises located at 5 Columbia, Aliso Viejo, California 92656.</u>	S-1	333-257790	10.13	July 9, 2021
10.15+	<u>Confirmatory Employment Letter, by and between the Registrant and Ron Kurtz, dated as of July 8, 2021.</u>	S-1	333-257790	10.14	July 9, 2021
10.16+	<u>Confirmatory Employment Letter, by and between the Registrant and Shelley Thunen, dated as of July 8, 2021.</u>	S-1	333-257790	10.15	July 9, 2021
10.17+	<u>Confirmatory Employment Letter, by and between the Registrant and Eric Weinberg, dated as of July 8, 2021.</u>	S-1	333-257790	10.16	July 9, 2021
10.18+	<u>Confirmatory Employment Letter, by and between the Registrant and Ilya Goldshleger, dated as of July 8, 2021.</u>	S-1	333-257790	10.17	July 9, 2021
10.19+	<u>Change in Control and Severance Agreement, by and between the Registrant and Ron Kurtz, dated as of July 8, 2021.</u>	S-1	333-257790	10.18	July 9, 2021
10.20+	<u>Change in Control and Severance Agreement, by and between the Registrant and Shelley Thunen, dated as of July 8, 2021.</u>	S-1	333-257790	10.19	July 9, 2021
10.21+	<u>Change in Control and Severance Agreement, by and between the Registrant and Eric Weinberg, dated as of July 8, 2021.</u>	S-1	333-257790	10.20	July 9, 2021
10.22+	<u>Change in Control and Severance Agreement, by and between the Registrant and Ilya Goldshleger, dated as of July 8, 2021.</u>	S-1	333-257790	10.21	July 9, 2021

10.23	Consulting Agreement, by and between the Registrant and Yelroc Consulting, Inc., dated as of January 1, 2019, as amended by that certain Amendment No. 1 to Consulting Agreement, dated as of December 16, 2020.	S-1	333-257790	10.22	July 9, 2021
10.24	Termination Agreement, by and between the Registrant and Yelroc Consulting, Inc., dated as of August 3, 2021.	S-1/A	333-257790	10.24	July 26, 2021
10.25	Consulting Agreement, by and between the Registrant and Daniel Schwartz, M.D., dated as of January 1, 2019, as amended by that certain Amendment No. 1, dated as of December 16, 2020.	S-1	333-257790	10.23	July 9, 2021
10.26	Amended and Restated Secured Full Recourse Promissory Note, by and between the Registrant and Daniel Schwartz, dated as of April 18, 2019.	S-1	333-257790	10.24	July 9, 2021
10.27	Share Forfeiture and Release Agreement, by and between the Registrant and Daniel Schwartz, dated as of July 23, 2021.	S-1/A	333-257790	10.27	July 26, 2021
10.28	Lease, dated as of March 7, 2022, by and between BML Management, LLC, and the Registrant, for premises located at 125 Columbia, Aliso Viejo, California 92656.	10-K	001-40690	10.28	March 8, 2022
21.1	Subsidiaries of the Registrant.	10-K	001-40690	21.1	March 8, 2022
23.1	Consent of Independent Registered Public Accounting Firm.	10-K	001-40690	23.1	March 8, 2022
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32.1†	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
32.2†	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.				
101.SCH	Inline XBRL Taxonomy Extension Schema Document.				
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.				
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.				

101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104 Cover page Interactive Data File (embedded with the Inline XBRL document).

* Filed herewith.

† Furnished herewith.

+ Indicates a management contract or compensatory plan or arrangement.

Portions of the exhibit have been omitted as we have determined that: (i) the omitted information is not material; and (ii) the omitted information would likely cause competitive harm to us if publicly disclosed.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

RxSight, Inc.

Date: April 6, 2022

By: _____
/s/ Ron Kurtz, M.D.
Ron Kurtz, M.D.
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ron Kurtz, M.D., certify that:

- (1) I have reviewed this annual report on Form 10-K for the year ended December 31, 2021 of RxSight, Inc., as amended; and
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 6, 2022

By: _____
/s/ Ron Kurtz, M.D.
Ron Kurtz, M.D.
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Shelley Thunen certify that:

- (1) I have reviewed this annual report on Form 10-K for the year ended December 31, 2021 of RxSight, Inc., as amended; and
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 6, 2022

By: _____
/s/ Shelley Thunen
Shelley Thunen
Chief Financial Officer
(Principal Accounting and Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of RxSight, Inc. (the "Company") on Form 10-K for the year ended December 31, 2021, as amended, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: April 6, 2022

By: _____
/s/ Ron Kurtz, M.D.
Ron Kurtz, M.D.
Chief Executive Officer
Director

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of RxSight, Inc. (the “Company”) on Form 10-K for the year ended December 31, 2021, as amended, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: April 6, 2022

By: _____
/s/ Shelley Thunen
Shelley Thunen
Chief Financial Officer
(Principal Financial and Accounting Officer)
