

BIOLASE, INC
Form 4
October 04, 2016

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 *
Flynn Harold C Jr.

(Last) (First) (Middle)

C/O 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)
09/30/2016

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V | Amount | | |
| | | | | | Price \$ | | |
| Common Stock | 09/30/2016 | | C | | 35,400 | A | By Trust (2) |
| Common Stock | | | | | 66,959 | D | |

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 (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. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Series C Participating Convertible Preferred Stock ⁽³⁾ | \$ 1.13 | 09/30/2016 | | C | 354 | 09/30/2016 ⁽⁴⁾ | Common Stock | 35,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Flynn Harold C Jr. C/O 4 CROMWELL IRVINE, CA 92618 | X | | President and CEO | |

Signatures

/s/ Michael C. Carroll, attorney-in-fact for Harold C. Flynn, Jr. 10/04/2016

**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) On September 30, 2016, as a result of receipt of the Requisite Stockholder Approval (defined and described further in the Securities Purchase Agreement dated August 1, 2016 and filed as Exhibit 99.1 to the Current Report on Form 8-K filed by the Issuer on August 2, 2016), each share of Preferred Stock (as defined below) automatically converted into 100 shares of Common Stock, reflecting a conversion price equal to \$1.13 per share.
 - (2) The Common Stock is held directly by the Flynn Living Trust (the "Trust"). Mr. Flynn serves as a co-trustee to the Trust and his daughter is the beneficiary of the Trust.
 - (3) These shares of Series C Participating Convertible Preferred Stock ("Preferred Stock") were acquired by the Trust in a private placement with the Issuer, which closed on August 8, 2016.
 - (4) The Preferred Stock had no expiration date.
 - (5) The Preferred Stock was held directly by the Trust. Mr. Flynn serves as a co-trustee to the Trust and his daughter is the beneficiary of the Trust.

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- The Reporting Person disclaims beneficial ownership of the Preferred Stock except to the extent of his pecuniary interest therein, and this
- (6) report shall not be deemed an admission that the Reporting Person is the beneficial owner of the Preferred Stock for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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

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