

LORD JONATHAN T MD
 Form 4
 May 14, 2018

FORM 4

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

OMB APPROVAL

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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 *
 LORD JONATHAN T MD

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/11/2018

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

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 05/11/2018 | | M | 7,042 A | 100,470 | D | |

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

SEC 1474 (9-02)

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

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Restricted Stock Unit | <u>(1)</u> | 05/11/2018 | | M | 7,042 | <u>(2)</u> <u>(2)</u> | Common Stock 7,042 |
| Restricted Stock Unit | <u>(1)</u> | 05/14/2018 | | A | 27,312 | <u>(3)</u> <u>(3)</u> | Common Stock 27,312 |
| Restricted Stock Unit | <u>(1)</u> | 05/14/2018 | | A | 144,828 | <u>(4)</u> <u>(4)</u> | Common Stock 144,828 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LORD JONATHAN T MD 4 CROMWELL IRVINE, CA 92618 | | X | | |

Signatures

/s/ Michael C. Carroll, attorney-in-fact for Jonathan T. Lord 05/14/2018

__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.

On May 10, 2017, the reporting person was granted 35,211 restricted stock units, which vested on May 11, 2018. On May 10, 2018, the Company issued a press release announcing that, at the Annual Meeting, the Company's stockholders approved a proposal to amend the

(2) Company's Restated Certificate of Incorporation to effect a reverse stock split of Company common stock at a ratio of not less than 1-for-5 and not more than 1-for-15, with the final ratio to be determined by the Board. Immediately after the Annual Meeting, the Board approved the reverse stock split at a ratio of one post-split share for every five pre-split shares.

(3) The restricted stock units vest as follows: (i) two-fifths of the restricted stock units vest on December 31, 2018, and (ii) three-fifths of the restricted stock units vest on December 31, 2019.

(4) The restricted stock unit award fully vests and is immediately exercisable on the first anniversary of the date of the award.

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.