

Edgar Filing: STAAR SURGICAL CO - Form SC 13G

STAAR SURGICAL CO  
Form SC 13G  
February 14, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. )

STAAR SURGICAL COMPANY

-----  
(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE

-----  
(Title of Class of Securities)

852312305

-----  
(CUSIP Number)

December 31, 2005

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 852312305

-----  
1) Names of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (entities only)

HALSEY ADVISORY AND MANAGEMENT, LLC

-----  
2) Check the Appropriate Box if a Member of a Group (a) [ ]

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(See Instructions)

(b) [ ]

3) SEC Use Only

4) Citizenship or Place of Organization NEW YORK, UNITED STATES

Number of Shares	5)	Sole Voting Power	0
Beneficially			
Owned by Each	6)	Shared Voting Power	0
Reporting			
Person With	7)	Sole Dispositive Power	0
	8)	Shared Dispositive Power	1,493,486

9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,493,486

10) Check if the Aggregate Amount in Row (9) Excludes  
Certain Shares (See Instructions) [ ]

11) Percent of Class Represented by Amount in Item 9 6%

12) Type of Reporting Person (See Instructions) IA, CO

CUSIP No. 852312305

1) Names of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (entities only)

TYSON HALSEY

2) Check the Appropriate Box if a Member of a Group (a) [ ]  
(See Instructions) (b) [ ]

3) SEC Use Only

4) Citizenship or Place of Organization NEW YORK

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Number of Shares	5)	Sole Voting Power	221,400
Beneficially			
Owned by Each	6)	Shared Voting Power	0
Reporting			
Person With	7)	Sole Dispositive Power	221,400
	8)	Shared Dispositive Power	1,493,486

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9) Aggregate Amount Beneficially Owned by Each Reporting Person  
1,714,886

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10) Check if the Aggregate Amount in Row (9) Excludes  
Certain Shares (See Instructions) [ ]

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11) Percent of Class Represented by Amount in Item 9 6.9%

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12) Type of Reporting Person (See Instructions) IN, HC

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ITEM 1.

(A) NAME OF ISSUER STAAR SURGICAL COMPANY

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE

1911 WALKER AVENUE  
MONROVIA, CA 91016

ITEM 2.

(A) NAME OF PERSONS FILING HALSEY ADVISORY & MANAGEMENT, LLC;  
TYSON HALSEY

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR IF NONE, RESIDENCE

45 ROCKEFELLER

(C) CITIZENSHIP NEW YORK, UNITED STATES

(D) TITLE OF CLASS OF SECURITIES

COMMON STOCK, \$0.01 PAR VALUE

(E) CUSIP NUMBER

852312305

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### ITEM 3.

If this statement is filed pursuant to rule 240.13d- 1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with 240.13d- 1(b)(1)(ii)(E)
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G)
- (h)  A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

### ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: See Item 9 of cover pages
- (b) Percent of class: See Item 11 of cover pages
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
See Item 5 of cover pages
  - (ii) Shared power to vote or to direct the vote:  
See Item 6 of cover pages
  - (iii) Sole power to dispose or to direct the disposition of:  
See Item 7 of cover pages
  - (iv) Shared power to dispose or to direct the disposition of:

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See Item 8 of cover pages

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following /\_/.

N/A

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N/A

ITEM 10. CERTIFICATION.

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Dated: February 8, 2005

By: HALSEY ADVISORY & MANAGEMENT, LLC

/s/ TYSON HALSEY

-----  
Name: Tyson Halsey  
Title: Managing Member

/s/ TYSON HALSEY

-----  
Name: Tyson Halsey

Exhibit A

JOINT FILING AGREEMENT

This will confirm the agreement by and between the undersigned that the Schedule 13G (the "Statement") to which this Agreement is attached is being filed on

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behalf of the persons listed below. Each of the persons listed hereby acknowledges that pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, each person on whose behalf the Statement is filed is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein, and that such person is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is accurate.

By: HALSEY ADVISORY & MANAGEMENT, LLC

/s/ TYSON HALSEY

-----  
Name: Tyson Halsey  
Title: Managing Member

/s/ TYSON HALSEY

-----  
Name: Tyson Halsey

Exhibit B

DISCLAIMER OF BENEFICIAL OWNERSHIP

Tyson Halsey disclaims beneficial ownership as to all shares beneficially owned for Section 13(G) filing purposes by Halsey Advisory & Management, LLC as Investment Adviser.