

BIOLASE, INC
Form 4
April 19, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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)
04/18/2017

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 Reported (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Transaction(s) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Series D Participating Convertible Preferred Stock ⁽¹⁾	<u>(2)</u>	04/18/2017	P	307	<u>(2)</u>	<u>(2)</u>	Common Stock	30,7	
Warrants (right to buy) ⁽¹⁾	\$ 1.8	04/18/2017	P	14,945	10/18/2017	04/18/2022	Common Stock	14,9	

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.

04/19/2017

_____*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) These shares of Series D Participating Convertible Preferred Stock ("Preferred Stock") and Warrants were acquired by the Flynn Living Trust (the "Trust") in a private placement with the Issuer that closed on April 18, 2017 (the "Closing").

Each share of Preferred Stock will initially be convertible into 100 shares of Common Stock ("Shares"), reflecting a conversion price equal to \$1.24 per Share. The conversion of the Preferred Stock will occur automatically upon the Requisite Stockholder Approval

(2) (defined and described further in the Securities Purchase Agreement dated April 11, 2017 and filed as Exhibit 99.1 to the Current Report on Form 8-K filed by the Issuer on April 14, 2017), which is expected to occur after the Closing. The Preferred Stock has no expiration date.

(3) The Preferred Stock and Warrants are held directly by the Trust. Mr. Flynn serves as a co-trustee to the Trust and his daughter is the beneficiary of the Trust.

(4) The Reporting Person disclaims beneficial ownership of the Preferred Stock and Warrants except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the Preferred Stock or Warrants 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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