

VISION SCIENCES INC /DE/
Form 3
December 31, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â UROPLASTY INC | | | (Month/Day/Year) | | VISION SCIENCES INC /DE/ [VSCI] | |
| (Last) | (First) | (Middle) | 12/21/2014 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 5420 FELTL RD | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| MINNETONKA,Â MNÂ 55343 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, par value \$0.01 per share | 0 | I <u>(1)</u> <u>(2)</u> | See footnote 1 & 2. |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| UROPLASTY INC 5420 FELTL RD MINNETONKA, MN 55343 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Brett Reynolds, Senior Vice President, Chief Financial Officer and Corporate Secretary

12/31/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Uroplasty, Inc. ("Uroplasty") is reporting beneficial ownership of the shares of common stock of Vision-Sciences, Inc. ("Vision-Sciences") held by certain shareholders of Vision-Sciences (the "Shareholders") solely because Uroplasty holds a limited proxy to vote (i) 18,853,543 shares of common stock, \$0.01 par value per share, of Vision-Sciences (the "Common Stock"), owned by the Shareholders and (ii) up to an additional 27,442,430 shares of Common Stock which may be acquired by the Shareholders pursuant to stock options, convertible promissory notes and warrants that are exercisable or will become exercisable within 60 days hereafter in favor of the proposed merger between Vision-Sciences, Visor Merger Sub LLC and Uroplasty pursuant to the Voting Agreement, dated December 21, 2014, between Uroplasty and the Shareholders. A copy of the Voting Agreement was filed with Uroplasty's Current Report on Form 8-K on December 22, 2014.

(2) Uroplasty may be deemed to be the beneficial owner due to its limited voting rights in the Common Stock held or which may be acquired by the Shareholders for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Uroplasty does not have any pecuniary interest (as defined in Rule 16a-1(a)(2) of the Exchange Act) in any of the Common Stock held or which may be acquired by the Shareholders and expressly disclaims any beneficial ownership in such Common Stock and reported herein. The filing of this Form 3 shall not be construed as an admission that Uroplasty is the beneficial owner of any of the securities reported herein.

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.