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LASERSIGHT INC /DE
 Form S-8
 December 14, 2001

Reg. No. 333-_____

As filed with the Securities and Exchange Commission on December 14, 2001

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

Form S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

LaserSight Incorporated

(Exact Name of Registrant as Specified in its Charter)

Delaware

65-0273162

(State of Incorporation)

(I.R.S. Employer Identification No.)

3300 University Boulevard, Suite 140
 Winter Park, Florida 32792

(Address and Zip Code of Principal Executive Offices)

LaserSight Incorporated Amended and Restated 1996 Equity Incentive Plan

(Full Title of the Plan)

Gregory L. Wilson
 Chief Financial Officer
 3300 University Boulevard, Suite 140
 Winter Park, Florida 32792
 (407) 678-9900

(Name, Address, and Telephone Number of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Title of Securities to be Registered (1)	Amount Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Proposed Maximum Amount of Registration F
Common Stock, par value \$.001 per share(3)	1,500,000 shares	\$0.65	\$975,000	\$234.00

(1) Consists of 1,500,000 additional shares of Common Stock, including the associated preferred stock purchase rights described in note 3 below ("Common Stock"), issuable pursuant to the LaserSight Incorporated Amended and Restated 1996 Equity Incentive Plan. In the event of a stock split, stock dividend, or similar transaction involving the Common Stock, in order to prevent dilution, the number of shares of Common Stock registered hereby shall be automatically increased to cover the additional shares of Common

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Stock in accordance with Rule 416 under the Securities Act of 1933, as amended ("Securities Act").

- (2) Calculated pursuant to Rules 457(h)(1) and 457(c) based on the average of the high and low prices reported for the Registrant's common stock on the Nasdaq National Market on December 12, 2001. Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act.
- (3) Includes the associated preferred stock purchase rights (the "Rights") to purchase one one-thousandth of a share of Series E Junior Participating Preferred Stock. The Rights initially are attached to and trade with the Common Stock of the Registrant. The value attributable to such Rights, if any, is reflected in the offering price of the Common Stock.

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers an aggregate of 1,500,000 additional shares of Common Stock of LaserSight Incorporated issuable pursuant to awards granted under the LaserSight Incorporated Amended and Restated 1996 Equity Incentive Plan. As permitted by General Instruction E to Form S-8, the contents of earlier Registration Statements on Form S-8 in respect of the 1996 Equity Incentive Plan, as filed with the Securities and Exchange Commission (the "Commission") on November 26, 1996 (Reg. No. 333-16823), August 31, 1998 (Reg. No. 333-62591), July 30, 1999 (Reg. No. 333-84075) and July 31, 2000 (Reg. No. 333-42662) are hereby incorporated herein by reference, except as otherwise updated or modified by this Registration Statement.

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Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3: Incorporation of Documents by Reference

The following documents filed with the Commission by LaserSight Incorporated are incorporated in this Registration Statement on Form S-8 (the "Registration Statement") by reference:

- (a) LaserSight's Annual Report on Form 10-K with respect to the fiscal year ended December 31, 2000 filed by LaserSight with the Commission on March 30, 2001, as amended by Form 10-K/A filed on April 18, 2001;
- (b) All other reports filed by LaserSight with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of

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1934, as amended (the "Exchange Act") since December 31, 2000.

- (c) The description of LaserSight's Common Stock contained in LaserSight's Form 8-A/A (Amendment No. 6) filed with the Commission on August 10, 2001.

All documents subsequently filed by LaserSight pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities registered hereunder have been sold or which deregisters all of the securities offered then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part hereof from the date of filing of such documents.

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Item 8: Exhibits

Exhibit Number	Description of Exhibit
4.1	Certificate of Incorporation, as amended (incorporated by reference to Exhibit 1 to the Form 8-A/A (Amendment No. 6) filed by LaserSight on August 10, 2001).
4.2	Bylaws, as amended (filed as Exhibit 3.2 to the Company's Form 8-K filed on December 20, 1999).
4.3	Rights Agreement, dated as of July 2, 1998, between LaserSight Incorporated and American Stock Transfer & Trust Company, as Rights Agent, which includes (i) as Exhibit A thereto the form of Certificate of Designation of the Series E Junior Participating Preferred Stock, (ii) as Exhibit B thereto the form of Right certificate (separate certificates for the Rights will not be issued until after the Distribution Date) and (iii) as Exhibit C thereto the Summary of Stockholder Rights Agreement (incorporated by reference to Exhibit 99.1 to the Form 8-K filed by LaserSight on July 8, 1998).
4.4	First Amendment to Rights Agreement, dated as of March 22, 1999, between LaserSight Incorporated and American Stock Transfer & Trust Company, as Rights Agent (incorporated by reference to Exhibit 2 to Form 8-A/A filed by LaserSight on March 29, 1999).
4.5	Second Amendment to Rights Agreement, dated as of January 28, 2000, between LaserSight Incorporated and American Stock Transfer & Trust Company, as Rights Agent (incorporated by reference to Exhibit 99.9 to the Form 8-K filed by the Company on February 8, 2000).
4.6	Third Amendment to Rights Agreement, dated as of June 29, 2001, between LaserSight Incorporated and American Stock Transfer & Trust Company, as Rights Agent (incorporated by reference to Exhibit 99.5 to the Form 8-K filed by the Company on July 18, 2001).
5.1	Opinion of Sonnenschein Nath & Rosenthal

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- 23.1 Consent of Sonnenschein Nath & Rosenthal (included in Exhibit 5.1)
- 23.2 Consent of KPMG LLP
- 24.1 Powers of Attorney (on signature page)

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, LaserSight certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Winter Park, Florida on December 14, 2001.

LASERSIGHT INCORPORATED

By: /s/ Michael R. Farris

Michael R. Farris
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael R. Farris and Gregory L. Wilson and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, and each of them, and agents or their substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities on the dates indicated.

/s/ Michael R. Farris December 14, 2001

Michael R. Farris, President, Chief Executive Officer and Director

/s/ Francis E. O'Donnell, Jr., M.D. December 14, 2001

Francis E. O'Donnell, Jr., M.D., Chairman of the Board and Director

/s/ Terry A. Fuller, Ph.D. December 14, 2001

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Terry A. Fuller, Ph.D., Director

/s/ D. Michael Litscher December 14, 2001

D. Michael Litscher, Chief Operating Officer and Director

/s/ Guy W. Numann December 14, 2001

Guy W. Numann, Director

/s/ David T. Pieroni December 14, 2001

David T. Pieroni, Director

/s/ Gregory L. Wilson December 14, 2001

Gregory L. Wilson, Chief Financial Officer (Principal Accounting Officer)

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INDEX TO EXHIBITS

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