

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-10** | Period of Report: **2013-01-01**
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REPORTING OWNER

KenKnight Bruce H

CIK: **1566143**

Type: **3** | Act: **34** | File No.: **000-19806** | Film No.: **13521642**

Mailing Address

7300 HOLLY LN N

MAPLE GROVE MN 55311

ISSUER

CYBERONICS INC

CIK: **864683** | IRS No.: **760236465** | State of Incorporation: **DE** | Fiscal Year End: **0430**

SIC: **3845** Electromedical & electrotherapeutic apparatus

Mailing Address

100 CYBERONICS BLVD

HOUSTON TX 77058

Business Address

100 CYBERONICS BLVD

HOUSTON TX 77058

(281) 228-7200

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

1. Name and Address of Reporting Person <u>KenKnight Bruce H</u> _____ (Last) (First) (Middle) <u>100 CYBERONICS BLVD</u> _____ (Street) <u>HOUSTON, TX 77058</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>CYBERONICS INC [CYBX]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>VP, Emerging Therapies</u>	5. If Amendment, Date Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
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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)
<u>Common Stock ⁽¹⁾</u>	<u>29,250</u>	<u>D</u>	
<u>Common Stock ⁽²⁾</u>	<u>3,330</u>	<u>D</u>	

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 (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Option to purchase common stock</u>	<u>(3)</u>	<u>12/15/2022</u>	<u>Common Stock</u>	<u>7,326</u>	<u>\$50.9</u>	<u>D</u>	

Explanation of Responses:

1. On September 15, 2011, Reporting Person was granted 39,000 shares of restricted stock subject to performance-based forfeiture conditions, of which 9,750 shares have vested to date based on achievement of the underlying performance conditions, leaving Reporting Person with 29,250 shares of restricted stock subject to forfeiture prior to vesting in accordance with the terms of the Restricted Stock Agreement.
2. Reporting person was granted 3,330 restricted shares of common stock, 25% of the shares to vest on each of the first four anniversaries of December 15, 2012. The award is subject to forfeiture prior to vesting in accordance with the terms of the Restricted Stock Agreement.
3. Reporting person was granted an option to purchase 7,326 shares of common stock, 25% of the shares under such option to vest on each of the first four anniversaries of December 15, 2012. The option to purchase such shares is subject to forfeiture prior to vesting in accordance with the terms of the Stock Option Agreement.

Signatures

/s/ Bruce H KenKnight

** Signature of Reporting Person

01/10/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.