

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1998-01-05**
SEC Accession No. **0001017062-98-000018**

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SUBJECT COMPANY

OPHTHALMIC IMAGING SYSTEMS INC

CIK: **885317** | IRS No.: **943035367** | State of Incorpor.: **CA** | Fiscal Year End: **0831**
Type: **SC 13D/A** | Act: **34** | File No.: **005-43000** | Film No.: **98500992**
SIC: **3841** Surgical & medical instruments & apparatus

Business Address
221 LATHROP WAY STE 1
SACRAMENTO CA 95815
9166462020

FILED BY

PREMIER LASER SYSTEMS INC

CIK: **878543** | IRS No.: **330476284** | State of Incorpor.: **CA** | Fiscal Year End: **0331**
Type: **SC 13D/A**
SIC: **3845** Electromedical & electrotherapeutic apparatus

Mailing Address
3 MORGAN
IRVINE CA 92677

Business Address
3 MORGAN
IRVINE CA 92618
7148590656

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)

OPHTHALMIC IMAGING SYSTEMS, INC.
(Name of Issuer)

COMMON STOCK, NO PAR VALUE
(Title of Class of Securities)

683737
(CUSIP Number)

Premier Laser Systems, Inc.
Attn: Colette Cozean
3 Morgan Avenue
Irvine, CA 92718

with a copy to:

Peter J. Tennyson, Esq.
William J. Simpson, Esq.
Paul, Hastings, Janofsky & Walker LLP
695 Town Center Drive, 17/th/ Floor
Costa Mesa, California 92626
(714) 668-6200

(Name, address and telephone number of person
authorized to receive notices and communications)

December 30, 1997
(Date of Event Which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* 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).

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(Continued on following pages)

CUSIP No. 683737

13D

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1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

PREMIER LASER SYSTEMS, INC.
33-0472684
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

a[]
b[X]
 3. SEC USE ONLY
 4. SOURCE OF FUNDS*

WC
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
 6. CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA
 7. SOLE VOTING POWER

1,151,398
 8. SHARED VOTING POWER

0
 9. SOLE DISPOSITIVE POWER

1,151,398
 10. SHARED DISPOSITIVE POWER
- NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,151,398

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [_]

N/A

*SEE INSTRUCTIONS BEFORE FILLING OUT

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.5%, BASED ON 3,905,428 SHARES OF COMMON STOCK REPORTED AS OUTSTANDING AS OF OCTOBER 31, 1997.

14. TYPE OF PERSON REPORTING

CO

OPHTHALMIC IMAGING SYSTEMS

Common Stock

SCHEDULE 13D

This Amendment No. 1 (the "Amendment") amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on December 29, 1997 (the "Schedule 13D") with respect to the purchase of shares of common stock, no par value per share (the "Shares"), of OPTHALMIC IMAGING SYSTEMS, INC., a California corporation. Capitalized terms used but not defined herein shall have the meanings given to such terms in the Schedule 13D.

Item 3. Sources and Amount of Funds or Other Consideration.

The response set forth in Item 3 of the Schedule 13D is hereby amended by replacing "\$1,527,067" in the first sentence with "\$1,648,297".

Item 5. Interest in Securities of the Issuer.

The response set forth in Item 5(a) of the Schedule 13D is hereby amended by replacing "1,095,500" and "28.0%" in the first sentence with "1,151,398" and "29.5%", respectively.

The response set forth in Item 5(b) of the Schedule 13D is hereby amended by replacing "1,095,500" in the first sentence with "1,151,398".

The response set forth in Item 5(c) of the Schedule 13D is hereby amended to add the following transactions, all of which involved open market purchases:

<TABLE>

<CAPTION>

Date of Transaction	Number of Shares Purchased	Aggregate Price Per Share	Purchase Price
12/29/97	10,000	1.6563	\$16,562.50
12/29/97	15,200	1.625	24,700.00
12/30/97	3,000	1.6563	4,968.90
12/30/97	8,865	1.6875	14,959.69
12/30/97	15,500	1.75	27,125.00
12/31/97	3,333	1.75	5,832.75

</TABLE>

Other than the transactions described above, as of the date this filing was executed, no transactions in the Shares have been effected since the filing of the Schedule 13D.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 3, 1998

PREMIER LASER SYSTEMS, INC.

By: /s/ Michael L. Hiebert

Name: Michael L. Hiebert

Title: Chief Financial Officer

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