

IRIDEX CORP  
Form SC 13D/A  
November 05, 2013

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13D**

**(Rule 13d-101)**

**(Amendment No. 2)**

**Under the Securities Exchange Act of 1934**

**Iridex Corporation**

**(NAME OF ISSUER)**

**Shares of Common Stock, \$0.01 par value**

**(Title of Class of Securities)**

**462684101**

**(CUSIP NUMBER)**

**Paragon Associates and Paragon Associates II Joint Venture**

**500 Crescent Court, Suite 260**

**Dallas, Texas 75201**

**Tel. No.: (214) 871-3700**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**- with copies to -**

**Eliot D. Raffkind**

**Akin, Gump, Strauss, Hauer & Feld, L.L.P.**

**1700 Pacific Avenue, Suite 4100**

**Dallas, Texas 75201-4618**

**(214) 969-2800**

**November 1, 2013**

**(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(e), 13d-1(f) or 13d-1(g) check the following box "

The information required in 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, as amended (the Act ), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP NO. 462684101

13D/A

1 NAME OF REPORTING PERSONS

2 Paragon Associates and Paragon Associates II Joint Venture  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

5 WC  
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER

NUMBER OF

SHARES

925,000

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

0

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

925,000

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

925,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* "

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

9.5%\*\*

14 TYPE OF REPORTING PERSON\*

OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT

\*\* SEE ITEM 5(a).

CUSIP NO. 462684101

13D/A

1 NAME OF REPORTING PERSONS

Paragon JV Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER

NUMBER OF

SHARES

925,000

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

0

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

925,000

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

925,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* "

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

9.5%\*\*

14 TYPE OF REPORTING PERSON\*

OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT

\*\* SEE ITEM 5(a).

CUSIP NO. 462684101

13D/A

1 NAME OF REPORTING PERSONS

Bradbury Dyer III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF

SHARES

925,000

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

0

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

925,000

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

925,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* "

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

9.5%\*\*

14 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT

\*\* SEE ITEM 5(a).

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**AMENDMENT NO. 2 TO SCHEDULE 13D**

This Amendment No. 2 to Schedule 13D (the Amendment ) is being filed on behalf of (i) Paragon Associates and Paragon Associates II Joint Venture, a joint venture ( Paragon JV ) formed by Paragon Associates, Ltd., a Texas limited partnership ( Paragon ) and Paragon Associates II, Ltd. a Texas limited partnership ( Paragon II ), (ii) Paragon JV Partners, LLC, a Texas limited liability company ( Paragon GP ), and (iii) Bradbury Dyer III ( Mr. Dyer , and together with Paragon JV and Paragon GP, the Reporting Persons ). This Amendment further modifies the original Schedule 13D filed with the Securities and Exchange Commission on January 8, 2009 (the Original 13D), as amended by the Amendment No. 1 to Schedule 13D filed with the Securities and Exchange Commission on February 10, 2009 (the Original 13D, as so amended, the Schedule 13D ), relating to shares of common stock, \$0.01 par value (the Common Stock ) of Iridex Corporation, a Delaware corporation (the Issuer ).

This Amendment relates to Common Stock purchased by Mr. Dyer for the account of Paragon JV on behalf of Paragon and Paragon II. Paragon GP serves as the general partner of each of Paragon and Paragon II and the investment advisor of Paragon JV and may direct the vote and disposition of the 925,000 shares of Common Stock held by Paragon JV. As the sole and managing member of Paragon GP, Mr. Dyer may direct Paragon GP to direct, and, as the authorized agent to Paragon JV, may direct, the vote and disposition of the 925,000 shares of Common Stock held by Paragon JV.

**Item 2. Identity and Background**

Item 2 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

- (a) This statement is filed by: (i) Paragon JV, (ii) Paragon GP and (iii) Mr. Dyer.
- (b) The business address of the Reporting Persons is 500 Crescent Court, Suite 260, Dallas, Texas 75201.
- (c) The principal business of Paragon JV is the joint management of the assets and activities of Paragon and Paragon II. The principal business of Paragon and Paragon II is investment in and trading of capital stocks, warrants, bonds, notes, debentures and other securities. The principal business of Paragon GP is acting as the general partner of each of Paragon and Paragon II and the investment advisor of Paragon JV. The present principal occupations or employments of Mr. Dyer are management of his personal investments, serving as the sole and managing member of Paragon GP and the authorized agent for Paragon JV.
- (d) None of the Reporting Persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) Paragon JV is a joint venture formed under the laws of the State of Texas. Paragon GP is a limited liability company formed under the laws of the State of Texas. Mr. Dyer is a United States citizen.

**Item 3. Source and Amount of Funds**

Item 3 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

The net investment costs (including commissions, if any) of the shares of Common Stock purchased by the Reporting Persons is \$1,834,956.55. The source of these funds was the working capital of the Reporting Persons.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

(a) As of November 4, 2013, Paragon JV, by virtue of carrying out the purposes of Paragon and Paragon II per the joint venture agreement of Paragon JV, a copy of which was filed as Exhibit 2 to the Original 13D and is incorporated herein by reference, beneficially owns 925,000 shares of Common Stock, which represents 9.5% of the Issuer's outstanding shares of Common Stock.

The percentage of ownership of the Reporting Persons, as reported in this Schedule 13D was calculated by dividing (i) 925,000 shares of Common Stock owned by Paragon JV, by (ii) 9,774,512 shares of Common Stock outstanding as of July 19, 2013 based upon the Form 10-Q filed with the Securities and Exchange Commission on August 5, 2013.

Paragon GP does not have direct beneficial ownership of the 925,000 shares of the Issuer's Common Stock; however, Paragon GP, as the general partner of each of Paragon and Paragon II, may be deemed, for purposes of determining beneficial ownership pursuant to Rule 13d-3, to have indirect beneficial ownership of such shares.

Mr. Dyer does not have direct beneficial ownership of the 925,000 shares of the Issuer's Common Stock; however, Mr. Dyer, as sole and managing member of Paragon GP, and as agent for Paragon JV, may be deemed, for purposes of determining beneficial ownership pursuant to Rule 13d-3, to have indirect beneficial ownership of such shares.

(b) Paragon JV has the power to vote and dispose of the 925,000 shares of Common Stock it holds; Paragon GP, as the general partner of each of Paragon and Paragon II, has the power to vote and dispose of the 925,000 shares of Common Stock held by Paragon JV; and Mr. Dyer, as the sole and managing member of Paragon JV and the authorized agent of Paragon JV, has the power to vote and dispose of the 925,000 shares of Common Stock held by Paragon JV.

(c) On October 30, 2013, the Reporting Persons purchased 17,000 shares of Common Stock at a price of \$6.05 per share. On November 1, 2013, the Reporting Persons purchased 78,000 shares of Common Stock at a price of \$7.04 per share. All of the purchases were effected through open market transactions.

(d) Not Applicable.

(e) Not Applicable.

**Item 7. Material to be Filed as Exhibits**

Exhibit 99.1. Joint filing agreement by and among the Reporting Persons.

**SIGNATURES**

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

Date: November 4, 2013

PARAGON ASSOCIATES AND PARAGON

ASSOCIATES II JOINT VENTURE

By: /s/ Bradbury Dyer III

Name: Bradbury Dyer III

Title: Authorized Agent

PARAGON JV PARTNERS, LLC

By: /s/ Bradbury Dyer III

Name: Bradbury Dyer III

Title: Sole and Managing Member

BRADBURY DYER III

By: /s/ Bradbury Dyer III