

ADVANCED MEDICAL OPTICS INC  
Form 8-K  
November 07, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

November 7, 2008 (November 5, 2008)

**ADVANCED MEDICAL OPTICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**01-31257**  
(Commission  
File Number)

**33-0986820**  
(IRS Employer  
Identification No.)

**1700 E. St. Andrew Place**  
**Santa Ana, CA**  
(Address of principal executive offices)

**92705**  
(Zip Code)

Registrant's telephone number, including area code: (714) 247-8200

**Not applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03. Amendment of Articles of Incorporation or Bylaws; Change in Fiscal Year**

On November 5, 2008, the Board of Directors of Advanced Medical Optics, Inc. approved amendments to Articles II, III and VI of the corporation's Bylaws. Sections of Article II, Meetings of Stockholders, were amended in order to:

Provide that notice may be given electronically, with the consent of a stockholder, and that a single notice may be sent to multiple stockholders sharing the same address;

Clarify that advance notice bylaw provisions apply to all stockholder proposals;

Provide that the advance notice bylaw provisions apply to both annual and special meetings of stockholders; and

Outline the information that a stockholder is required to submit with a proposal or nomination.

Article III, Directors, was amended to provide that directors may give written consent without a meeting by facsimile, e-mail or other electronic means. Article VI, General Provisions, was amended to clarify that, in addition to traditional means, notice may be given to directors personally, or by telephone, voicemail, e-mail or other electronic means.

The Bylaws, as so amended, are attached hereto as Exhibit 3.1 and are incorporated herein by this reference.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Amended and Restated Bylaws of Advanced Medical Optics, Inc.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ADVANCED MEDICAL OPTICS, INC.**  
(Registrant)

Date: November 7, 2008

By: /s/ AIMEE S. WEISNER  
Aimee S. Weisner,  
Executive Vice President, Administration, and Secretary

**EXHIBIT INDEX**

**Exhibit No.**

3.1 Amended and Restated Bylaws of Advanced Medical Optics, Inc.