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ADVANCED MEDICAL OPTICS INC

Form 424B3

October 19, 2004

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED OCTOBER 5, 2004)

FILED PURSUANT TO RULE 424(b)(3)
REGISTRATION NO. 333-118922

ADVANCED MEDICAL OPTICS, INC.

\$350,000,000

2.50% CONVERTIBLE SENIOR SUBORDINATED NOTES DUE 2024
AND
SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES

This prospectus supplement supplements the prospectus dated October 5, 2004 relating to the resale by certain of our securityholders of up to \$350,000,000 aggregate principal amount at maturity of our 2.50% Convertible Senior Subordinated Notes due 2024 and the shares of our common stock issuable upon conversion of the notes. You should read this prospectus supplement in conjunction with the prospectus. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus.

The information appearing under the heading "Selling Securityholders" in the prospectus is hereby amended by the addition or substitution, as applicable, of the following:

NAME OF SELLING SECURITYHOLDER	AGGREGATE PRINCIPAL AMOUNT OF NOTES THAT MAY BE SOLD	PERCENTAGE OF AGGREGATE PRINCIPAL AMOUNT OF NOTES OUTSTANDING	NUMBER OF SHARES OF COMMON STOCK THAT MAY BE SOLD (1)	PERCENTAGE OF COMMON STOCK OUT- STANDING
1976 Distribution Trust FBO A.R.				
Lauder/Zinterhofer.....	8,000	*	159	
2000 Revocable Trust FBO A.R.				
Lauder/Zinterhofer.....	8,000	*	159	
Advent Convertible Master (Cayman) L.P...	12,265,000	3.50%	244,129	0.6
Alcon Laboratories.....	441,000	0.13%	8,778	
Alpha US Sub Fund 4 LLC.....	390,000	0.11%	7,763	
Arlington County Employees Retirement System.....	769,000	0.22%	15,307	
Asante Health Systems.....	146,000	*	2,906	
Baptist Health of South Florida**.....	740,000	0.21%	14,729	
British Virgin Islands Social Security Board.....	144,000	*	2,866	
Castlerigg Master Investments Ltd.	5,000,000	1.43%	99,523	0.2
Citadel Credit Trading Ltd. (5).....	1,625,000	0.46%	32,345	
Citadel Equity Fund Ltd. (5).....	9,225,000	2.64%	183,619	0.5

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City and County of San Francisco				
Retirement System.....	1,693,000	0.48%	33,698	
City of New Orleans.....	232,000	*	4,618	
City University of New York.....	172,000	*	3,424	
Delaware Public Employees Retirement System.....				
System.....	1,374,000	0.39%	27,349	
Grady Hospital Foundation.....	149,000	*	2,966	
HFR Arbitrage Fund.....	795,000	0.23%	15,824	
Independence Blue Cross.....	422,000	0.12%	8,400	
Lehman Brothers, Inc. (6)***.....	13,000,000	3.71%	258,759	0.7
Lyxor.....	1,450,000	0.41%	28,862	
Merrill Lynch Insurance Group.....	364,000	0.10%	7,245	
Municipal Employees.....	292,000	*	5,812	
New Orleans Firefighters Pension/Relief Fund.....				
Relief Fund.....	94,000	*	1,871	
North Pole Capital Master Fund.....	6,500,000	1.86%	129,379	0.3
Occidental Petroleum Corporation.....	323,000	*	6,429	
Ohio Bureau of Workers Compensation.....	130,000	*	2,588	
Pacific Life Insurance Company.....	500,000	0.14%	9,952	
Piper Jaffray & Co. (6).....	2,000,000	0.57%	39,809	0.1
Policeman and Fireman Retirement System of the City of Detroit.....				
System of the City of Detroit.....	403,000	0.12%	8,022	
Pro-Mutual.....	1,003,000	0.29%	19,964	
Salomon Brothers Asset Management, Inc.(5)	8,500,000	2.43%	169,188	0.4
State of Maryland Retirement Agency.....	3,668,000	1.05%	73,010	0.2
Tag Associates.....	100,000	*	1,990	
The Grable Foundation.....	94,000	*	1,871	
Trustmark Insurance.....	264,000	*	5,255	
Total.....	\$350,000,000	100.00%	6,966,575 (3)	16.

* Represents less than 0.1%.

** Includes \$680,000 aggregate principal amount of notes previously reflected in the prospectus dated October 5, 2004, plus an additional \$60,000 aggregate principal amount of notes acquired subsequent to the date thereof pursuant to Rule 144A of the Securities Act.

*** Lehman Brothers, Inc. acted as an initial purchaser in the initial private offering of the notes in June 2004 and received customary compensation in connection therewith.

(1) Assumes conversion of all of the holder's notes at a conversion rate of 19.9045 shares of common stock per \$1,000 principal amount at maturity of the notes. This conversion rate is subject to adjustment, however, as described under "Description of the Notes -- Conversion Rights." As a result, the number of shares of common stock issuable upon conversion of the notes may increase or decrease in the future.

(2) Calculated based on Rule 13d-3(d)(i) of the Exchange Act, using 36,604,214 common shares outstanding as of October 13, 2004. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all that holder's notes, but we did not assume conversion of any other holder's notes.

(3) Represents the number of shares of common stock into which \$350,000,000 aggregate principal amount of notes would be convertible at the conversion rate described in footnote 1 above.

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- (4) Represents the amount which the selling securityholders may sell under this prospectus divided by the sum of the common stock outstanding as of October 13, 2004, plus the 6,966,575 shares of common stock into which the \$350,000,000 aggregate principal amount of notes is convertible.
- (5) Selling securityholder has identified itself as an affiliate of a broker-dealer. Each such selling securityholder has informed us that: (1) such selling securityholder purchased its notes in the ordinary course of business, and (2) at the time that the notes were purchased, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the notes.
- (6) Selling securityholder has identified itself as a broker-dealer. Each such selling securityholder has informed us that: (1) such selling securityholder purchased its notes in the ordinary course of business, and (2) at the time that the notes were purchased, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the notes.

INVESTING IN THE NOTES AND OUR COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES INVOLVES RISKS THAT ARE DESCRIBED IN THE "RISK FACTORS" SECTION OF THE ACCOMPANYING PROSPECTUS BEGINNING ON PAGE 13.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is October 19, 2004