

ADVANCED MEDICAL OPTICS INC  
Form 8-K  
April 18, 2005

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

**Washington, D.C. 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): April 18, 2005 (April 14, 2005)

**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 (see General Instruction A.2. below):

- .. 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)
  - .. 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))
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**Item 3.02 Unregistered Sales of Equity Securities.**

On April 14, 2005, Advanced Medical Optics, Inc. issued an aggregate of 160,695 shares of its common stock to a holder of its 3½% Convertible Senior Subordinated Notes due 2023 (the 3½% convertible notes ) in exchange for \$3,000,000 aggregate principal amount of the 3½% convertible notes in a privately negotiated transaction. The issuance of the shares of common stock was made in reliance on Section 3(a)(9) of the Securities Act of 1933, as amended.

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**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: April 18, 2005

By: /s/ Aimee S. Weisner

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Aimee S. Weisner  
Corporate Vice President,  
General Counsel and Secretary