

Edgar Filing: ADVANCED MEDICAL OPTICS INC - Form 424B3

ADVANCED MEDICAL OPTICS INC

Form 424B3

November 10, 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, as supplemented by prospectus supplements dated October 19, 2004 and November 4, 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 OUTSTANDING (2)
UBS O'Connor LLC f/b/o O'Connor Global Convertible Bond Master Ltd.....	1,250,000	0.36%	24,881	*
UBS O'Connor LLC f/b/o O'Connor Global Convertible Portfolio.....	750,000	0.21%	14,928	*
Total.....	\$350,000,000	100.00%	6,966,575(3)	16.0%

* Represents less than 0.1%.

(1)

Assumes conversion of all of the holder's notes at a conversion rate of 19.9045 shares of 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." the number of shares of common stock issuable upon conversion of the notes may increase in the future.

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- (2) Calculated based on Rule 13d-3(d)(i) of the Exchange Act, using 36,714,366 common shares as of October 27, 2004. In calculating this amount for each holder, we treated as outstanding number of shares of common stock issuable upon conversion of all that holder's notes, but 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.
- (4) Represents the amount which the selling securityholders may sell under this prospectus plus the sum of the common stock outstanding as of October 27, 2004, plus the 6,966,575 shares of common stock into which the \$350,000,000 aggregate principal amount of notes is convertible.

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 November 10, 2004.