

ADVANCED MEDICAL OPTICS INC
Form SC 14D9/A
February 24, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

**Solicitation/Recommendation Statement under Section 14(d)(4)
of the Securities Exchange Act of 1934**

(Amendment No. 3)

ADVANCED MEDICAL OPTICS, INC.

(Name of Subject Company)

ADVANCED MEDICAL OPTICS, INC.

(Names of Persons Filing Statement)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

00763M108
(CUSIP Number of Class of Securities)

James V. Mazzo
Chairman and Chief Executive Officer
Advanced Medical Optics, Inc.
1700 E. St. Andrew Place
Santa Ana, California 92705
(714) 247-8200

(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of the persons filing statement)

Copy to:

Brian J. McCarthy, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
300 South Grand Avenue, Suite 3400
Los Angeles, California 90071
(213) 687-5000

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 3 further amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 of Advanced Medical Optics, Inc. (the Company) filed with the Securities and Exchange Commission on January 27, 2009 (as amended or supplemented from time to time, the Statement). The Statement relates to the tender offer by Rainforest Acquisition Inc., a Delaware corporation and a wholly owned subsidiary of Abbott Laboratories, an Illinois corporation (Parent), disclosed in a Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on January 27, 2009, to purchase all of the outstanding shares of common stock of the Company, par value \$0.01 per share (the Company Common Stock), and the associated preferred stock purchase rights of the Company (collectively, the Rights) and, together with the shares of Company Common Stock, the Shares) at a purchase price of \$22.00 per Share, net to the seller in cash without interest and subject to any required withholding taxes, upon the terms and subject to the conditions set forth in the offer to purchase, dated January 27, 2009 (as amended or supplemented from time to time, the Offer to Purchase), and in the related letter of transmittal (as amended or supplemented from time to time, the Letter of Transmittal). Copies of the Offer to Purchase and the Letter of Transmittal were filed with the Statement as Exhibits (a)(1) and (a)(2), respectively.

Item 3. Past Contacts, Transactions, Negotiations and Agreements.

Subsection (a) of Item 3 entitled "Arrangements with Current Executive Officers and Directors of the Company Board of Director Fees" is hereby amended and supplemented by inserting the following at the end of such section:

As reported on a Current Report on Form 8-K filed with the SEC on February 24, 2009, the Board approved a further payment of \$20,000 in compensation to Mr. Rollans, effective as of February 23, 2009, in light of the amount of time devoted by Mr. Rollans to the duties of presiding director.

Item 5. Person/Assets, Retained, Employed, Compensated or Used.

Item 5, "Board of Director Fees," is hereby amended and supplemented by inserting the following at the end of such section:

As reported on a Current Report on Form 8-K filed with the SEC on February 24, 2009, the Board approved a further payment of \$20,000 in compensation to Mr. Rollans, effective as of February 23, 2009, in light of the amount of time devoted by Mr. Rollans to the duties of presiding director.

Item 8. Additional Information.

Item 8, Section (d), Regulatory Approvals, is hereby amended and supplemented to include the following:

On February 20, 2009, Parent received merger control clearance from the Commission of the European Communities for its acquisition of the Company through the Offer. The approval by the Commission of the European Communities is the last regulatory approval that is a condition to the Offer.

SIGNATURE

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

ADVANCED MEDICAL OPTICS, INC.

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

Dated: February 24, 2009