

ADVANCED MEDICAL OPTICS INC
Form 8-K
January 27, 2009

**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):
January 27, 2009 (January 27, 2009)

ADVANCED MEDICAL OPTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-31257
(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)

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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):

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

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

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 7.01. Regulation FD.

On January 27, 2009, Advanced Medical Optics, Inc., a Delaware corporation (AMO), announced that it commenced a cash tender offer for its outstanding 7½% Senior Subordinated Notes due 2017 (the Notes) and a related consent solicitation to amend the indenture governing the Notes. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein. The tender offer is being conducted in connection with, and is conditioned on, among other things, the consummation of the pending acquisition of AMO by Abbott Laboratories.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|-----------------------------------------------------------------------|
| 99.1 | Press Release dated January 27, 2009 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.

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

Date: January 27, 2009

EXHIBIT INDEX

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