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VISX INC  
Form DEFA14A  
April 23, 2001

SCHEDULE 14A  
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

- Filed by the Registrant  [X]  
Filed by a Party other than the Registrant  [ ]  
Check the appropriate box:  
 [ ] Preliminary Proxy Statement  
 [ ] Confidential, for Use of the Commission Only (as permitted by Rule  
14a-6(e)(2))  
 [ ] Definitive Proxy Statement  
 [X] Definitive Additional Materials  
 [ ] Soliciting Material Under Rule 14a-12

VISX, INCORPORATED

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:  
common stock, \$.01 par value per share  
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- (2) Aggregate number of securities to which transaction applies:  
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- (3) Per unit price or other underlying value of transaction  
computed pursuant to Exchange Act Rule 0-11 (set forth the  
amount on which the filing fee is calculated and state how it  
was determined):  
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- (4) Proposed maximum aggregate value of transaction:  
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- (5) Total fee paid:  
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- [ ] Fee paid previously with preliminary materials.
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(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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[VISX Logo]

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For Immediate Distribution

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VISX INVITES ICAHN TO SUBMIT DEFINITIVE ACQUISITION PROPOSAL

Company Remains Skeptical Of Icahn's Intentions

SANTA CLARA, CALIFORNIA, (April 23, 2001) - VISX, INCORPORATED (NYSE Symbol: EYE) announced today that its advisors have contacted Carl Icahn and invited Mr. Icahn to present for the Board's consideration a fully defined offer to acquire the Santa Clara based company. VISX has agreed to provide Mr. Icahn with confidential information following execution of a customary confidentiality agreement with no standstill provision.

VISX stated that it remains skeptical of Mr. Icahn's proposal and his willingness to provide the necessary funding. "We are concerned that this proposal may be in fact a ploy to garner votes for his hand-picked slate of directors, but we intend to treat Mr. Icahn as we would any other interested party," said Elizabeth Davila, Chief Executive Officer of VISX.

"We encourage Mr. Icahn to make a proposal with definitive terms that can be evaluated by VISX's Board of Directors. Only upon the receipt of a definitive proposal can any responsible board seriously evaluate and recommend a transaction to stockholders," said Ms. Davila. VISX stated that its nominees are best positioned to provide an independent and objective evaluation of any definitive proposal ultimately made by Mr. Icahn.

Ms. Davila reiterated that the Board nominees reflected on management's GOLD proxy card are looking out for the interests of all stockholders, not just Mr. Icahn.

VISX is the worldwide leader in the development of refractive laser

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technology. VISX systems are commercially available in the United States and markets worldwide.

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