

ADVANCED MEDICAL OPTICS INC

Form 10-12B/A

April 18, 2002

As filed with the Securities and Exchange Commission on April 18, 2002

File No. 001-31257

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**AMENDMENT NO. 1 TO  
Form 10**

**GENERAL FORM FOR REGISTRATION OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**Advanced Medical Optics, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or Other Jurisdiction of  
Incorporation or Organization)*

**33-098682**

*(I.R.S. Employer Identification No.)*

**2525 Dupont Drive  
Irvine, California**

*(Address of Principal Executive Offices)*

**92612**

*(zip code)*

Registrant's telephone number, including area code:

**(714) 246-4500**

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each Class to be so Registered**

**Name of each Exchange on which each Class is to be Registered**

Common Stock, par value \$.01 per share;  
Preferred Stock Purchase Rights

New York Stock Exchange  
New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

**None**

## ADVANCED MEDICAL OPTICS, INC.

## I. INFORMATION INCLUDED IN INFORMATION STATEMENT

## AND INCORPORATED IN FORM 10 BY REFERENCE

## CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT

## AND ITEMS OF FORM 10

Our Information Statement may be found as Exhibit 99.1 to this Form 10. For your convenience, we have provided below a cross-reference sheet identifying where the items required by Form 10 can be found in the Information Statement.

| Item No. | Caption   | Location in Information Statement  |
|----------|---|--|
| 1.       | Business  | Summary; The Distribution; Risk Factors; Business; Management Discussion and Analysis of Financial Condition and Results of Operations; Arrangements Between Allergan and Advanced Medical Optics; Capitalization; and Where You Can Find More Information |
| 2.       | Financial Information   | Summary; Selected Financial Information; Unaudited Pro Forma Combined Financial Statements; and Management's Discussion and Analysis of Financial Condition and Results of Operations  |
| 3.       | Properties  | Business Properties  |
| 4.       | Securities Ownership of Certain Beneficial Owners and Management                                | The Distribution; Management; and Ownership of Our Stock   |
| 5.       | Directors and Officers  | Management   |
| 6.       | Executive Compensation  | Management; Ownership of Our Stock; and Arrangements Between Allergan and Advanced Medical Optics  |
| 7.       | Certain Relationships and Related Transactions  | Arrangements Between Allergan and Advanced Medical Optics; and Certain Relationships and Related Transactions  |
| 8.       | Legal Proceedings   | Business Legal Matters   |
| 9.       | Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters | Summary; The Distribution; Capitalization; Dividend Policy; and Description of Capital Stock   |
| 10.      | Recent Sales of Unregistered Securities   | Not Included (See Part II below)   |
| 11.      | Description of Registrant's Securities to be Registered   | The Distribution; Dividend Policy; and Description of Capital Stock  |
| 12.      | Indemnification of Directors and Officers   | Indemnification of Directors and Officers  |
| 13.      | Financial Statements and Supplementary Data   | Unaudited Pro Forma Combined Financial Statements; and Index to Combined Financial Statements and the statements referenced thereon  |
| 14.      | Changes In and Disagreements with Accountants on Accounting and Financial Matters               | Not Applicable   |
| 15.      | Financial Statements and Exhibits   | Unaudited Pro Forma Combined Financial Statements; and Index to Combined Financial Statements; (See also, Part II below)   |

**II. INFORMATION NOT INCLUDED IN INFORMATION STATEMENT****Item 10. Recent Sales of Unregistered Securities**

We were incorporated in Delaware on October 24, 2001 under the name Allergan Medical Technologies, Inc. We issued 100 shares of our common stock, par value \$0.01 per share, to Allergan, Inc., a Delaware corporation, in consideration of an aggregate capital contribution of \$1,000 by Allergan, Inc. This issuance was exempt from registration under the Securities Act of 1933, as amended, pursuant to Section 4(2) thereof because it did not involve any public offering of securities. As of January 24, 2002, we changed our name to Advanced Medical Optics, Inc.

**Item 15. Financial Statements And Exhibits**

(a) Financial Statements filed as part of this registration statement:

|   |      |
|---|------|
| Independent Auditors Report   | F-3  |
| Combined Balance Sheets as of December 31, 2001 and 2000  | F-4  |
| Combined Statements of Earnings for the Years Ended December 31, 2001, 2000 and 1999                        | F-5  |
| Combined Statements of Equity and Comprehensive Income for the Years Ended December 31, 2001, 2000 and 1999 | F-6  |
| Combined Statements of Cash Flows for the Years Ended December 31, 2001, 2000 and 1999                      | F-7  |
| Notes to Combined Financial Statements  | F-8  |
| Quarterly Results (Unaudited)   | F-24 |
| Schedule II Valuation and Qualifying Accounts   | S-1  |

All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

(b) Exhibits:

| Exhibit<br>No. | Description   |
|----------------|---|
| 2              | Form of Contribution and Distribution Agreement between Allergan, Inc. and Advanced Medical Optics, Inc.  |
| 3.1            | Form of Restated Certificate of Incorporation of Advanced Medical Optics, Inc.*   |
| 3.2            | Form of Restated By-laws of Advanced Medical Optics, Inc.*  |
| 4.1            | Specimen Common Stock certificate*  |
| 4.2            | Form of Rights Agreement between Advanced Medical Optics, Inc. and _____, as Rights Agent*  |
| 4.3            | Form of Certificate of Designations of Series A Participating Cumulative Preferred Stock (attached as Exhibit A to the Rights Agreement filed as Exhibit 4.2 hereto)* |
| 4.4            | Form of Right Certificate (attached as Exhibit B to the Rights Agreement filed as Exhibit 4.2 hereto)*  |
| 10.1           | Form of Contribution and Distribution Agreement between Allergan, Inc. and Advanced Medical Optics, Inc. (filed as Exhibit 2 hereto).                                 |
| 10.2           | Form of Transitional Services Agreement between Allergan, Inc. and Advanced Medical Optics, Inc.  |
| 10.3           | Form of Employee Matters Agreement between Allergan, Inc. and Advanced Medical Optics, Inc.   |
| 10.4           | Form of Tax Sharing Agreement between Allergan, Inc. and Advanced Medical Optics, Inc.*   |
| 10.5           | Form of Manufacturing Agreement between Allergan, Inc. and Advanced Medical Optics, Inc.*   |
| 10.8           | Employment Agreement between Advanced Medical Optics, Inc. and James Mazzo  |
| 10.9           | Form of Employment Agreement between Advanced Medical Optics, Inc. and Aimee Weisner  |
| 21             | List of Subsidiaries of Advanced Medical Optics, Inc.*  |
| 99.1           | Advanced Medical Optics, Inc. Preliminary Information Statement dated April 18, 2002  |

\* To be filed by amendment.

Previously filed.

---

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to Form 10 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

ADVANCED MEDICAL OPTICS, INC.  
(Registrant)

By: /s/ JAMES MAZZO

---

Name: James Mazzo  
Title: President and Chief Executive Officer

Date: April 17, 2002

---

**INDEX TO EXHIBITS**

| Exhibit<br>No. | Description   |
|----------------|---|
| 2              | Form of Contribution and Distribution Agreement between Allergan, Inc. and Advanced Medical Optics, Inc.  |
| 3.1            | Form of Restated Certificate of Incorporation of Advanced Medical Optics, Inc.*   |
| 3.2            | Form of Restated By-laws of Advanced Medical Optics, Inc.*  |
| 4.1            | Specimen Common Stock certificate*  |
| 4.2            | Form of Rights Agreement between Advanced Medical Optics, Inc. and _____, as Rights Agent*  |
| 4.3            | Form of Certificate of Designations of Series A Participating Cumulative Preferred Stock (attached as Exhibit A to the Rights Agreement filed as Exhibit 4.2 hereto)* |
| 4.4            | Form of Right Certificate (attached as Exhibit B to the Rights Agreement filed as Exhibit 4.2 hereto)*  |
| 10.1           | Form of Contribution and Distribution Agreement between Allergan, Inc. and Advanced Medical Optics, Inc. (filed as Exhibit 2 hereto).                                 |
| 10.2           | Form of Transitional Services Agreement between Allergan, Inc. and Advanced Medical Optics, Inc.  |
| 10.3           | Form of Employee Matters Agreement between Allergan, Inc. and Advanced Medical Optics, Inc.   |
| 10.4           | Form of Tax Sharing Agreement between Allergan, Inc. and Advanced Medical Optics, Inc.*   |
| 10.5           | Form of Manufacturing Agreement between Allergan, Inc. and Advanced Medical Optics, Inc.*   |
| 10.8           | Employment Agreement between Advanced Medical Optics, Inc. and James Mazzo  |
| 10.9           | Form of Employment Agreement between Advanced Medical Optics, Inc. and Aimee Weisner  |
| 21             | List of Subsidiaries of Advanced Medical Optics, Inc.*  |
| 99.1           | Advanced Medical Optics, Inc. Preliminary Information Statement dated April 18, 2002  |

\* To be filed by amendment.

Previously filed.