ADVANCED MEDICAL OPTICS INC
Form 10-12B
March 01, 2002

As filed with the Securities and Exchange Commission on March 1, 2002

File No. 001-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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	**33-098682**
(State or Other Jurisdiction of Incorporation or Organization)	*(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;	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 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*
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 March 1, 2002

* To be filed by amendment.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this 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: March 1, 2002

INDEX TO EXHIBITS

Exhibit 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*
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 March 1, 2002

* To be filed by amendment.