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ADVANCED MEDICAL OPTICS INC

Form 424B3

October 02, 2003

Prospectus Supplement
(to Prospectus dated September 24, 2003)

Filed Pursuant to Rule 424(b) (3)
Registration No. 333-108719

ADVANCED MEDICAL OPTICS, INC.

\$140,000,000

3 1/2% Convertible Senior Subordinated Notes due April 15, 2023
and
Shares of Common Stock Issuable Upon Conversion of the Notes

This prospectus supplement supplements the prospectus dated September 24, 2003 relating to the resale by certain of our securityholders of up to \$140,000,000 aggregate principal amount at maturity of our 3 1/2% Convertible Senior Subordinated Notes due April 15, 2023 and the shares of our common stock issuable upon conversion of the notes. You should read this prospectus supplement in conjunction with the prospectus. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus.

The information appearing under the heading "Selling Securityholders" in the prospectus is hereby amended by the addition or substitution, as applicable, of the following:

Name of Selling Securityholder	Aggregate Principal Amount At Maturity of Notes Owned	Amount of Notes Offered Hereby	Percentage of Aggregate Principal Amount of Notes Outstanding	Number of Shares of Common Stock Owned (1) (2)	Number of Shares of Common Stock Owned (1) (2)
Banc of America Securities, LLC*.....	\$4,045,000	\$4,045,000	2.89%	196,956	
Grace Convertible Arbitrage Fund, Ltd.....	2,750,000	2,750,000	1.96	133,901	
Polaris Vega Fund L.P.....	1,750,000	1,750,000	1.25	85,209	
Silverado Arbitrage Trading, LTD	250,000	250,000	0.18	12,172	
Sunrise Partners Limited Partnership.....	15,250,000	15,250,000	10.89	742,543	
All other holders of notes or future transferees, pledgees, donees, assignees, or successors of					

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any such holders (2) (4).....	31,605,000	31,605,000	22.58	1,560,187	1
Total.....	<u>\$140,000,000</u>	<u>\$140,000,000</u>	<u>100.00%</u>	<u>6,838,092</u>	<u>6</u>

 * Banc of America Securities, LLC acted as an initial purchaser in the initial private offering of the notes in June 2003 and received customary compensation in connection therewith.

** Represents less than 0.1%.

- (1) Assumes conversion of all of the holder's notes at a conversion rate of 48.6914 shares of common stock per \$1,000 principal amount at maturity of the notes. This conversion rate is subject to adjustment as described under "Description of the Notes--Conversion Rights" in the accompanying prospectus. The number of shares of common stock issuable upon conversion of the notes may increase or decrease.
- (2) Includes shares of common stock issuable upon conversion of the notes. Assumes that any holder of the notes or any future pledgees, donees, assignees, transferees or successors of or from any holder of the notes, do not beneficially own any shares of common stock other than the common stock issuable upon conversion of the notes at the initial conversion rate.
- (3) Calculated based on Rule 13d-3(d)(i) of the Exchange Act, using 29,067,538 common shares of common stock outstanding as of June 27, 2003. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all that holder's notes, but we did not assume conversion of the holder's notes.
- (4) Information about other selling securityholders will be set forth in prospectus supplement.
- (5) Represents the number of shares of common stock into which \$140.0 million aggregate principal amount of notes would be convertible at the conversion rate described in footnote 1 above.
- (6) Represents the amount which the selling securityholders may sell under this prospectus supplement of the common stock outstanding as of June 27, 2003, plus the 6,816,796 shares of common stock outstanding as of June 27, 2003, if the \$140.0 million aggregate principal amount of notes is convertible.

Investing in the notes and our common stock issuable upon conversion of the notes involves risks that are described in the "Risk Factors" section of the accompanying prospectus beginning on page 8.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is October 2, 2003.