

Edgar Filing: ADVANCED MEDICAL OPTICS INC - Form 8-K

ADVANCED MEDICAL OPTICS INC

Form 8-K

November 23, 2004

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):
November 18, 2004

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
(Former name or former address, if changed since last report)

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):

- Written communications pursuant to Rule 425 under the Securities Act
(17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
(17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under
the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under
the Exchange Act (17 CFR 240.13e-4(c))

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Item 1.01. Entry into a Material Definitive Agreements.

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On November 18, 2004, the Board of Directors of Advanced Medical Optics, Inc. ("AMO") approved an amendment to the Advanced Medical Optics, Inc. 2002 Incentive Compensation Plan (the "Plan") to remove the automatic grant of options to Independent Directors. Independent Directors are members of our Board of Directors who are not also employees of AMO or any of our U.S. subsidiaries. Independent Directors continue to remain eligible for grants of discretionary awards under the Plan. It is our intention to compensate our Independent Directors with restricted stock in lieu of stock options in 2005.

The description of the foregoing amendment is qualified in its entirety by reference to the First Amendment to the Advanced Medical Optics, Inc. 2002 Incentive Compensation Plan, as amended and restated, which is included as Exhibit 10.1 to this Report, and is incorporated herein by reference.

Section 885 of the American Jobs Creation Act of 2004 (the "Jobs Act") significantly altered the tax treatment of nonqualified deferred compensation plans, such as the Advanced Medical Optics, Inc. 2002 Executive Deferred Compensation Plan (the "Deferred Compensation Plan"). On November 18, 2004, the Board of Directors of AMO approved an amendment to the Deferred Compensation Plan to provide that no additional amounts of base salary or bonuses may be deferred thereunder by Eligible Employees after December 31, 2004. Eligible Employees are generally those employees in executive or management positions as approved by the committee authorized to administer the Deferred Compensation Plan.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| ----- | ----- |
| 10.1 | First Amendment to Advanced Medical Optics, Inc. 2002 Incentive Compensation Plan, as amended and restated, dated November 18, 2004. |

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
Corporate Vice President, General Counsel
and Secretary

Date: November 23, 2004

EXHIBIT INDEX

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