

Edgar Filing: ADVANCED MEDICAL OPTICS INC - Form SC 13G/A

ADVANCED MEDICAL OPTICS INC  
Form SC 13G/A  
November 14, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)

ADVANCED MEDICAL OPTICS, INC.

-----  
(Name of Issuer)

Shares of Common Stock, par value \$.01 per share

-----  
(Title of Class of Securities)

00763M108

-----  
(CUSIP Number)

October 9, 2002

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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CUSIP No. 00763M108  
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13G/A  
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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Greenlight Capital, L.L.C.  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

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(b) [ ]

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3	SEC USE ONLY	
-----		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
-----		
	5	SOLE VOTING POWER
		3,120,000
-----		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		0
-----		
	7	SOLE DISPOSITIVE POWER
		3,120,000
-----		
	8	SHARED DISPOSITIVE POWER
		0
-----		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		3,120,000
-----		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [ ]	
-----		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
		10.9% **
-----		
12	TYPE OF REPORTING PERSON*	
		CO

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\*SEE INSTRUCTIONS BEFORE FILLING OUT

\*\*SEE ITEM 4 (b) .

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CUSIP No. 00763M108  
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13G

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	David Einhorn	
-----		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [ ] (b) [ ]

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-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

-----  
5 SOLE VOTING POWER  
3,120,000

-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH  
6 SHARED VOTING POWER  
0

-----  
7 SOLE DISPOSITIVE POWER  
3,120,000

-----  
8 SHARED DISPOSITIVE POWER  
0

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,120,000

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\* [ ]

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.9% \*\*

-----  
12 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT  
\*\*SEE ITEM 4(b).

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CUSIP No. 00763M108

13G

-----  
1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Jeffrey A. Keswin

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

-----  
3 SEC USE ONLY

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4	CITIZENSHIP OR PLACE OF ORGANIZATION
	U.S. Citizen
-----	
	5 SOLE VOTING POWER
	3,120,000
-----	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER
	0
-----	
	7 SOLE DISPOSITIVE POWER
	3,120,000
-----	
	8 SHARED DISPOSITIVE POWER
	0
-----	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	3,120,000
-----	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [ ]
-----	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	10.9% **
-----	
12	TYPE OF REPORTING PERSON*
	IN
-----	

\*SEE INSTRUCTIONS BEFORE FILLING OUT  
 \*\*SEE ITEM 4(b).

AMENDMENT NO. 1 TO SCHEDULE 13G

This Amendment No. 1 to Schedule 13G (the "Schedule 13G"), relating to shares of common stock of Advanced Medical Optics, Inc., a Delaware corporation (the "Issuer"), is being filed with the Securities and Exchange Commission (the "Commission") as an amendment to Schedule 13G filed with the Commission on August 16, 2002. This Schedule 13G is being filed on behalf of Greenlight Capital, L.L.C., a Delaware limited liability company ("Greenlight"), and Mr. David Einhorn and Mr. Jeffrey A. Keswin, the principals of Greenlight,.

This Schedule 13G relates to shares of Common Stock of the Issuer purchased by Greenlight for the account of (i) Greenlight Capital, L.P. ("Greenlight Fund"), of which Greenlight is the general partner, (ii) Greenlight Capital Qualified, L.P. ("Greenlight Qualified"), of which Greenlight is the general partner and (iii) Greenlight Capital Offshore, Ltd. ("Greenlight

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Offshore"), to which Greenlight acts as investment advisor.

ITEM 4 OWNERSHIP.

- (a) Greenlight and Messrs. Einhorn and Keswin are the beneficial owners of 3,120,000 shares of Common Stock.
- (b) Greenlight and Messrs. Einhorn and Keswin are the beneficial owners of 10.9% of the outstanding shares of Common Stock. This percentage is determined by dividing 3,120,000 by 28,723,512, the number of shares of Common Stock issued and outstanding as of November 1, 2002, as reported in the Issuer's quarterly report on Form 10-Q filed on November 8, 2002.
- (c) Greenlight has the sole power to vote and dispose of the 3,120,000 shares of Common Stock beneficially owned by it. As the principals of Greenlight, Messrs. Einhorn and Keswin may direct the vote and disposition of the 3,120,000 shares of Common Stock beneficially owned by Greenlight.

ITEM 10 CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

EXHIBITS EXHIBIT 1

Joint Filing Agreement dated August 13, 2002, between Greenlight, David Einhorn and Jeffrey A. Keswin.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 14, 2002

Greenlight Capital, L.L.C.

By: /s/ JEFFREY A. KESWIN

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JEFFREY A. KESWIN, Managing Member

/s/ DAVID EINHORN

-----  
David Einhorn

/s/ JEFFREY A. KESWIN

-----  
Jeffrey A. Keswin

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EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, par value \$.01 per share, of Advanced Medical Optics, Inc., and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of November 14, 2002.

Greenlight Capital, L.L.C.

By: /s/ JEFFREY A. KESWIN

-----  
JEFFREY A. KESWIN, Managing Member

/s/ DAVID EINHORN

-----  
David Einhorn

/s/ JEFFREY A. KESWIN

-----  
Jeffrey A. Keswin

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