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VISX INC
Form DEFA14A
May 16, 2003

SCHEDULE 14A
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant |
Filed by a Party other than the Registrant |
Check the appropriate box:
 Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by
Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Under Rule 14a-12

VISX, INCORPORATED

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction
applies: common stock, \$.01 par value per share

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (set forth the amount on which
the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

 Fee paid previously with preliminary materials.

 Check box if any part of the fee is offset as provided by Exchange Act
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paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

CONFIDENTIAL DRAFT
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May 16, 2003
1:00 pm ET

For Immediate Release

VISX AMENDS STOCKHOLDER RIGHTS AGREEMENT

SANTA CLARA, CALIFORNIA (May 16, 2003) - VISX, INCORPORATED (NYSE Symbol: EYE) announced today that its Board of Directors adopted an amendment to the Company's Stockholder Rights Agreement. Under the amended agreement, the rights issued under the Stockholders Rights Agreement would be redeemed immediately prior to the consummation of certain qualifying tender offers, unless stockholders vote to keep the rights outstanding.

Liz Davila, Chairman and Chief Executive Officer of VISX said, "Our Board of Directors has always been receptive to reviewing any bona fide offer for VISX. This amendment to the rights plan underscores our commitment to VISX stockholders."

Further details regarding this amendment, as well as a copy of the amendment, are being filed with the Securities and Exchange Commission on Form 8-K.

VISX is a worldwide market leader in the design, manufacture, and sale of laser vision correction systems. Ophthalmologists have performed over 5 million procedures using VISX Systems, reducing or eliminating completely the need for contacts or glasses. Additional information on VISX and VISX trained and certified ophthalmologists can be found on the worldwide web at www.VISX.com.

This press release contains certain forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, which are based on current expectations, forecasts, and assumptions of the Company that involve risks and uncertainties. The Company's actual results could differ materially from those stated or implied in such forward-looking statements, due to risks and uncertainties associated with the Company's business, which include the risk factors disclosed in the Company's most recent filings with the Securities and Exchange Commission, including VISX's Form 10-Q for the three months ended March 31, 2003. The Company assumes no obligation to update the information included in this press release, whether as a result of new information, future events or otherwise.

Contacts:

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