

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

ADVANCED MEDICAL OPTICS INC
Form SC 13G
November 17, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Advanced Medical Optics, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

00763M108

(CUSIP Number)

November 10, 2004

(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)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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

CUSIP No. 00763M108

SCHEDULE 13G

Page 2 of 5 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

North Sound Capital LLC (1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,300,000
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,300,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,300,000

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.3%

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

12 TYPE OF REPORTING PERSON*

00

(1) The ultimate managing member of North Sound Capital LLC is Thomas McAuley. The Reporting Person may be deemed the beneficial owner of the shares in its capacity as the managing member of North Sound Legacy Fund LLC and North Sound Legacy Institutional Fund LLC and the investment advisor of North Sound Legacy International Ltd. (the "Funds"), who are the holders of such shares. As the managing member or investment advisor, respectively, of the Funds, the Reporting Person has voting and investment control with respect to the shares of common stock held by the Funds.

CUSIP No. 00763M108

SCHEDULE 13G

Page 3 of 5 Pages

Item 1(a). Name of Issuer:

Advanced Medical Optics, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1700 E. St. Andrew Place
PO Box 25162
Santa Ana, CA 92705

Item 2(a). Name of Person Filing.

Item 2(b). Address of Principal Business Office or, if None, Residence.

Item 2(c). Citizenship.

North Sound Capital LLC
53 Forest Avenue, Suite 202
Old Greenwich, CT 06870
Delaware limited liability company

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2(e). CUSIP Number:

00763M108

Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

Item 4. Ownership.

The following is information regarding the aggregate number and percentage of the class of securities of the issuer identified in

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

Item 1 as of November 16, 2004:

- Stock
- (a) Amount beneficially owned: 2,300,000 shares of Common
 - (b) Percent of Class:6.3%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or direct the vote: 0
 - (ii) shared power to vote or direct the vote:
2,300,000

CUSIP No. 00763M108 SCHEDULE 13G Page 4 of 5 Pages

- (iii) sole power to dispose or direct the disposition of: 0
- (iv) shared power to dispose or direct the disposition of: 2,300,000

- Item 5. Ownership of Five Percent or Less of a Class.

 Not Applicable
- Item 6. Ownership of More than Five Percent on Behalf of Another Person.

 Not Applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

 Not Applicable
- Item 8. Identification and Classification of Members of the Group.

 Not Applicable
- Item 9. Notice of Dissolution of Group.

 Not Applicable
- Item 10. Certification.

 Certification pursuant to ss.240.13d-1(c):

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

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

that purpose or effect.

CUSIP No. 00763M108

SCHEDULE 13G

Page 5 of 5 Pages

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.

Dated: November 17, 2004

NORTH SOUND CAPITAL LLC

By: /a/Thomas McAuley

Name: Thomas McAuley

Title: Chief Investment Officer