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VISX INC
Form DEFA14A
May 02, 2001

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.

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| | Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a) (2) and identify the filing for which the offsetting fee was 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:

[VISX Logo]

NEWS RELEASE
For Immediate Distribution

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VISX PLEASED THAT ICAHN ENDS PROXY CONTEST AND
WITHDRAWS PROPOSED SLATE OF DIRECTOR NOMINEES

SANTA CLARA, CALIFORNIA (May 1, 2001) - VISX, INCORPORATED (NYSE Symbol: EYE) today issued the following statement in response to Carl Icahn's announcement that he has ended his proxy contest and withdrawn his proposed slate of nominees to the VISX Board of Directors:

Elizabeth Davila, Chief Executive Officer of VISX said, "We are pleased that Mr. Icahn has recognized our commitment to enhancing stockholder value and has ended his proxy contest and withdrawn his proposed slate of director nominees. As we have stated, we are prepared to permit Mr. Icahn to commence due diligence in order to formulate a definitive all-cash proposal at \$32 per share or higher following his signing of a customary confidentiality agreement."

Ms. Davila added, "VISX remains focused aggressively on stimulating growth in laser vision correction procedures and increasing VISX revenues and earnings."

VISX is the worldwide leader in the development of refractive laser technology. VISX systems are commercially available in the United States and markets worldwide.

The foregoing statements are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements

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are based on management's current expectations and actual results could differ materially. Additional discussion of factors affecting the Company's business is contained in the Company's most recent filings with the Securities and Exchange Commission, including VISX's Annual Report and Form 10-K for the year ended December 31, 2000.

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