

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

ADVANCED MEDICAL OPTICS INC
Form SC 13G
December 24, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Under the Securities Exchange Act of 1934

SCHEDULE 13G

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Advanced Medical Optics Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

00763M108

(CUSIP Number)

December 17, 2003

(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)

Page 1 of 19 Pages

SCHEDULE 13G

CUSIP No. 00763M108

Page 2 of 19 Pages

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

Scoggin Capital Management, L.P. II

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

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

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5) SOLE VOTING POWER	
		627,150
NUMBER	6) SHARED VOTING POWER	
OF		0
SHARES	7) SOLE DISPOSITIVE POWER	
BENEFICIALLY		627,150
OWNED BY	8) SHARED DISPOSITIVE POWER	
EACH		0
REPORTING		
PERSON		
WITH		

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,150

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.1%

12) TYPE OF REPORTING PERSON

PN

CUSIP No. 00763M108

Page 3 of 19 Pages

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

Scoggin International Fund, Ltd.

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

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Commonwealth of the Bahamas

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

	5)	SOLE VOTING POWER	
			627,150
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6)	SHARED VOTING POWER	
			0
	7)	SOLE DISPOSITIVE POWER	
			627,150
	8)	SHARED DISPOSITIVE POWER	
			0

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,150

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.1%

12) TYPE OF REPORTING PERSON

CO

CUSIP No. 00763M108

Page 4 of 19 Pages

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

Scoggin Worldwide Fund, Ltd.

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

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	5)	SOLE VOTING POWER	
			150,000
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	6)	SHARED VOTING POWER	
			0
	7)	SOLE DISPOSITIVE POWER	

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

REPORTING
PERSON
WITH

150,000

8) SHARED DISPOSITIVE POWER

0

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

150,000

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

| - |

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

12) TYPE OF REPORTING PERSON

CO

CUSIP No. 00763M108

Page 5 of 19 Pages

1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Scoggin, LLC

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | _ |

(b) | X |

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5) SOLE VOTING POWER

777,150

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6) SHARED VOTING POWER

164,300

7) SOLE DISPOSITIVE POWER

777,150

8) SHARED DISPOSITIVE POWER

164,300

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

941,450

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

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

| - |

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.2%

12) TYPE OF REPORTING PERSON

OO

CUSIP No. 00763M108

Page 6 of 19 Pages

1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Carolyn Partners, L.P.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | _ |

(b) | X |

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5) SOLE VOTING POWER

7,400

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6) SHARED VOTING POWER

0

7) SOLE DISPOSITIVE POWER

7,400

8) SHARED DISPOSITIVE POWER

0

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,400

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

| - |

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12) TYPE OF REPORTING PERSON

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

PN

CUSIP No. 00763M108

Page 7 of 19 Pages

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

Craig Effron

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

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5) SOLE VOTING POWER

0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6) SHARED VOTING POWER

1,568,600

7) SOLE DISPOSITIVE POWER

0

8) SHARED DISPOSITIVE POWER

1,568,600

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,568,600

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.3%

12) TYPE OF REPORTING PERSON

IN

CUSIP No. 00763M108

Page 8 of 19 Pages

1) NAME OF REPORTING PERSON

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

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Curtis Schenker

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

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

USA

	5) SOLE VOTING POWER	17,500
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6) SHARED VOTING POWER	1,568,600
	7) SOLE DISPOSITIVE POWER	17,500
	8) SHARED DISPOSITIVE POWER	1,568,600

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,586,100

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.4%

12) TYPE OF REPORTING PERSON
IN

CUSIP No. 00763M108

Page 9 of 19 Pages

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

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

3) SEC USE ONLY

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

4) CITIZENSHIP OR PLACE OF ORGANIZATION

USA

	5)	SOLE VOTING POWER	
			3,000
NUMBER			
OF	6)	SHARED VOTING POWER	
SHARES			0
BENEFICIALLY			
OWNED BY			
EACH	7)	SOLE DISPOSITIVE POWER	
REPORTING			3,000
PERSON			
WITH	8)	SHARED DISPOSITIVE POWER	
			0

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,000

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

| - |

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12) TYPE OF REPORTING PERSON

IN

Schedule 13G

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
Santa Ana, California 92705

Item 2(a). Name of Persons Filing:

- (i) Scoggin Capital Management, L.P. II
- (ii) Scoggin International Fund, Ltd.
- (iii) Scoggin Worldwide Fund, Ltd.
- (iv) Scoggin, LLC
- (v) Carolyn Partners, L.P.
- (vi) Craig Effron
- (vii) Curtis Schenker
- (viii) I. Alex Schmelzer

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

(collectively, the "Reporting Persons" and each a "Reporting Person")

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

Each of the Reporting Persons has a business address at 660 Madison Avenue, New York, NY 10021.

Item 2(c). Citizenship or Place of Organization:

(i) Scoggin Capital Management, L.P. II
Delaware

(ii) Scoggin International Fund, Ltd.
Commonwealth of the Bahamas

(iii) Scoggin Worldwide Fund, Ltd.
Cayman Islands

(iv) Scoggin LLC
New York

(v) Carolyn Partners, L.P.
Delaware

(vi) Craig Effron
USA

(vii) Curtis Schenker
USA

(viii) I. Alex Schmelzer
USA

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

Common Stock, \$0.01 par value 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:

(a) Broker or Dealer Registered Under Section 15 of the Act (15 U.S.C. 78o)

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)

(c) Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)

(d) Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)

(e) Investment Adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E)

(f) Employee benefit plan or endowment fund in accordance with

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

ss. 240.13d-1(b) (1) (ii) (F)

- (g) Parent Holding Company or control person in accordance with ss.240.13d-1(b) (ii) (G)
- (h) Savings Association as defined in ss.3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) Church plan that is excluded from the definition of an investment company under ss.3(c) (15) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) Group, in accordance with ss.240.13d-1(b) (ii) (J)

Item 4. Ownership.

(i) Scoggin Capital Management, L.P. II(1)

(a) Amount beneficially owned: 627,150

(b) Percent of class: 2.1%

1 The general partner of Scoggin Capital Management, L.P. II is S&E Partners, L.P., a limited partnership organized under the laws of Delaware. Scoggin, Inc., a corporation organized under the laws of Delaware, is the sole general partner of S&E Partners, L.P. Craig Effron and Curtis Schenker are the stockholders of Scoggin, Inc.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote: 627,150
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of:
627,150
- (iv) Shared power to dispose or to direct the disposition of:
0

(ii) Scoggin International Fund, Ltd.(2)

(a) Amount beneficially owned: 627,150

(b) Percent of class: 2.1%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote: 627,150
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of:
627,150
- (iv) Shared power to dispose or to direct the disposition of:
0

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

(iii) Scoggin Worldwide Fund, Ltd.(3)

(a) Amount beneficially owned: 150,000

(b) Percent of class: 0.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 150,000

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of:
150,000

(iv) Shared power to dispose or to direct the disposition of:
0

2 The investment advisor of Scoggin International Fund, Ltd. is Scoggin, LLC. Craig Effron and Curtis Schenker are the managing members of Scoggin, LLC.

3 The investment advisor of Scoggin Worldwide Fund, Ltd. is Scoggin, LLC. Craig Effron and Curtis Schenker are the managing members of Scoggin, LLC.

(iv) Scoggin, LLC(4)

(a) Amount beneficially owned: 941,450

(b) Percent of class: 3.2%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 777,150

(ii) Shared power to vote or to direct the vote: 164,300

(iii) Sole power to dispose or to direct the disposition of:
777,150

(iv) Shared power to dispose or to direct the disposition of:
164,300

(v) Carolyn Partners, L.P.(5)

(a) Amount beneficially owned: 7,400

(b) Percent of class: 0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 7,400

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of:
7,400

(iv) Shared power to dispose or to direct the disposition of:

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

0

(vi) Craig Effron

(a) Amount beneficially owned: 1,568,600

(b) Percent of class: 5.3%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 1,568,600

(iii) Sole power to dispose or to direct the disposition
of: 0

4 Scoggin, LLC is the investment advisor of Scoggin International Fund, Ltd., Scoggin Worldwide Fund, Ltd. and the investment manager for certain discretionary managed accounts. Craig Effron and Curtis Schenker are the managing members of Scoggin, LLC.

5 Curtis Schenker is the sole general partner of Carolyn Partners, L.P.

(iv) Shared power to dispose or to direct the disposition of:
1,568,600

(vii) Curtis Schenker

(a) Amount beneficially owned: 1,586,100

(b) Percent of class: 5.4%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 17,500

(ii) Shared power to vote or to direct the vote: 1,568,600

(iii) Sole power to dispose or to direct the disposition of:
17,500

(iv) Shared power to dispose or to direct the disposition of:
1,568,600

(viii) I. Alex Schmelzer(6)

(a) Amount beneficially owned: 3,000

(b) Percent of class: 0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 3,000

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of:
3,000

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

(iv) Shared power to dispose or to direct the disposition of:
0

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.

A person other than such Reporting Person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities with respect to the 164,300 shares held in certain discretionary managed accounts to which Scoggin, LLC is the investment manager.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable

6 I. Alex Schmelzer performs analytic and advisory services for Scoggin Capital Management, L.P. II.

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

By signing below the undersigned certifies 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.

SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Scoggin Capital Management, L.P. II
By: S&E Partners, L.P., its General Partner
By: Scoggin, Inc., its General Partner

By: /s/ Curtis Schenker

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

Curtis Schenker, its Chief
Executive Officer

Dated as of December 24, 2003

Scoggin International Fund, Ltd.
By: Scoggin, LLC, its Investment Advisor

By: /s/ Curtis Schenker

Curtis Schenker, its Managing Member

Dated as of December 24, 2003

Scoggin Worldwide Fund, Ltd.
By: Scoggin, LLC, its Investment Advisor

By: /s/ Curtis Schenker

Curtis Schenker, its Managing Member

Dated as of December 24, 2003

Scoggin, LLC

By: /s/ Curtis Schenker

Curtis Schenker, its Managing Member

Dated as of December 24, 2003

Carolyn Partners, L.P.

By: /s/ Curtis Schenker

Curtis Schenker, its General Partner

Dated as of December 24, 2003

By: /s/ Craig Effron

Craig Effron

Dated as of December 24, 2003

By: /s/ Curtis Schenker

Curtis Schenker

Dated as of December 24, 2003

By: /s/ I. Alex Schmelzer

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

I. Alex Schmelzer

Dated as of December 24, 2003

Exhibit A

Agreement of Joint Filing

Pursuant to 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby confirm the agreement by and among them to join in the filing on behalf of each of them of a Statement on Schedule 13G and any and all amendments thereto, and that this Agreement be included as an Exhibit to such filing.

This Agreement may be executed in any number of counterparts each of which shall be deemed to be an original and all of which together shall be deemed to constitute one and the same Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Agreement.

Scoggin Capital Management, L.P. II
By: S&E Partners, L.P., its General
Partner

By: Scoggin, Inc., its General Partner

By: /s/ Curtis Schenker

Curtis Schenker, its Chief
Executive Officer

Dated as of December 24, 2003

Scoggin International Fund, Ltd.
By: Scoggin, LLC, its Investment Advisor

By: /s/ Curtis Schenker

Curtis Schenker, its Managing Member

Dated as of December 24, 2003

Scoggin Worldwide Fund, Ltd.
By: Scoggin, LLC, its Investment Advisor

By: /s/ Curtis Schenker

Curtis Schenker, its Managing Member

Dated as of December 24, 2003

Scoggin, LLC

By: /s/ Curtis Schenker

Curtis Schenker, its Managing Member

Dated as of December 24, 2003

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

Carolyn Partners, L.P.

By: /s/ Curtis Schenker

Curtis Schenker, its General Partner

Dated as of December 24, 2003

By: /s/ Craig Effron

Craig Effron

Dated as of December 24, 2003

By: /s/ Curtis Schenker

Curtis Schenker

Dated as of December 24, 2003

By: /s/ I. Alex Schmelzer

I. Alex Schmelzer

Dated as of December 24, 2003