

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO/A

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 2)

Advanced Medical Optics, Inc.

(Name of Issuer)

Rainforest Acquisition Inc.

a wholly-owned subsidiary of

Abbott Laboratories

(Name of Filing Persons, Offerors)

Common Stock, par value \$0.01 per share,
Associated Preferred Stock Purchase Rights
(Title of Class of Securities)

00763M108

(CUSIP Number of Class of Securities)

Laura J. Schumacher
Executive Vice President, General Counsel and Secretary
Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064
(847) 937-6100

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:
Elizabeth C. Kitslaar, Esq.
Jones Day
77 West Wacker
Chicago, Illinois 60601
Telephone: (312) 782-3939

Calculation of Filing Fee

Transaction Valuation(1)
\$1,356,814,206

Amount of Filing Fee(2)
\$53,323

(1) Estimated for purposes of calculating the amount of the filing fee only, in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Calculated by multiplying \$22.00, the per share tender offer price, by 61,673,373, the number of outstanding shares of common stock of Advanced Medical Optics, Inc. as of January 5, 2009.

(2) The filing fee was calculated in accordance with Rule 0-11 of the Exchange Act and Fee Rate Advisory #2 for fiscal year 2009, issued September 29, 2008, by multiplying the transaction value by .0000393.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and date of its filing.
Amount Previously Paid: \$53,323 Filing Party: Abbott Laboratories
Form or Registration No.: Schedule TO Date Filed: January 27, 2009

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

AMENDMENT NO. 2 TO SCHEDULE TO

This Amendment No. 2 further amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on January 27, 2009 (as amended or supplemented, the "Schedule TO"), as amended on February 6, 2009, by Rainforest Acquisition Inc., a Delaware corporation (the "Purchaser") and a wholly-owned subsidiary of Abbott Laboratories, an Illinois corporation ("Abbott"), and Abbott. The Schedule TO relates to the offer by the Purchaser to purchase all of the outstanding shares of common stock, par value \$0.01 per share (the "AMO Common Stock"), and the associated preferred stock purchase rights issued in connection with the Rights Agreement, dated June 24, 2002, by and between Advanced Medical Optics, Inc., a Delaware corporation ("AMO"), and Mellon Investor Services, LLC (together with the AMO Common Stock, the "Shares"), of AMO, at a price of \$22.00 per Share, net to the seller in cash, without interest and subject to any required withholding taxes, upon the terms and subject to the conditions set forth in the offer to purchase, dated January 27, 2009 (as it may be amended or supplemented, the "Offer to Purchase"), and the related letter of transmittal (as it may be amended or supplemented, the "Letter of Transmittal," and together with the Offer to Purchase, the "Offer"), copies of which were filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented to include the following:

(a)(5)(F) Frequently-Asked Questions provided to certain employees of AMO.

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SIGNATURE

After due 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: February 6, 2009

Rainforest Acquisition Inc.

By: /s/ Thomas C. Freyman
Thomas C. Freyman
President

Abbott Laboratories

By: /s/ Thomas C. Freyman
Thomas C. Freyman
Executive Vice President, Finance
and Chief Financial Officer

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EXHIBIT INDEX

- (a)(1)(A)* Offer to Purchase, dated January 27, 2009.
- (a)(1)(B)* Form of Letter of Transmittal.
- (a)(1)(C)* Notice of Guaranteed Delivery.
- (a)(1)(D)* Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(E)* Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(5)(A)* Press release issued by Abbott and AMO on January 12, 2009 (incorporated into this Schedule TO by reference to the Schedule TO-C filed by Abbott on January 12, 2009).
- (a)(5)(B)* Summary Advertisement as published in the Wall Street Journal on January 27, 2009.
- (a)(5)(C)* Press release issued by Abbott on January 26, 2009 (incorporated into this Schedule TO by reference to the Schedule TO-C filed by Abbott on January 26, 2009).
- (a)(5)(D)* Frequently-Asked Questions provided to certain employees of AMO (incorporated into this Schedule TO by reference to the Schedule TO-C filed by Abbott on January 12, 2009).
- (a)(5)(E)* Press release issued by Abbott on February 6, 2009.
- (a)(5)(F) Frequently-Asked Questions provided to certain employees of AMO.
- (b) Not applicable.
- (d)(1)* Agreement and Plan of Merger, dated as of January 11, 2009, by and among Abbott, the Purchaser and AMO (incorporated into this Schedule TO by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Abbott on January 15, 2009).
- (d)(2)* Support Agreement, dated as of January 11, 2009, by and among ValueAct Capital Master Fund, L.P., ValueAct Capital Master Fund III, L.P., G. Mason Morfit, Abbott and the Purchaser (incorporated into this Schedule TO by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by Abbott on January 15, 2009).
- (d)(3)* Support Agreement, dated as of January 11, 2009, by and among James V. Mazzo, Abbott and the Purchaser (incorporated into this Schedule

TO by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by Abbott on January 15, 2009).

Employment and Retention Agreement, dated as of January 11, 2009, by and among James V. Mazzo, Abbott and the Purchaser (incorporated into this Schedule TO by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by AMO on January 13, 2009).

(d)(4)*

(g)

Not applicable.

(h)

Not applicable.

* Filed previously



Frequently-Asked Questions and Answers about HR Programs

February 6, 2009

US Questions

Benefits

Will AMO employees receive three week's vacation?

We will provide details on Abbott's vacation policy during the benefits meetings in February.

Will AMO's floating holiday accruals be paid out or rolled over into Abbott?

The details on handling of holiday accruals have not been finalized. However, employees will not lose holiday accruals they have already earned.

What is Abbott's sick pay policy?

Abbott offers highly-competitive income protection benefits at no cost to employees, including both short and long-term programs. You will receive information about Abbott's sick pay policies during the benefits meetings in February. California employees will have the opportunity to participate in Abbott's programs by joining Abbott's Voluntary Plan.

I currently have the Kaiser HMO plan (spouse & child). Will my monthly payroll deduction increase or decrease?

Abbott does offer the Kaiser HMO option for California employees. While many features of the Abbott Kaiser HMO option will be the same, you will see some differences in coverage and copayments due to differences in the employer contracts with Kaiser. You will receive complete information about Abbott benefit options, including benefit summaries and employee contribution amounts, at the benefits meetings in February.

Will our 401k plan be transferred from JP Morgan?

Abbott and AMO integration team members are still working together to determine how to transition 401(k) benefits. We will explain the outcome during the benefits meetings in February. Thanks for your patience as we work through the issues.

At AMO we have CIGNA which is great for the west coast but a lot of us, in the field, find it difficult to find CIGNA professionals in our area. Can we expect a change to another, more diversified, health insurance provider?

Abbott offers four national PPO options with two different national networks. Most people find their preferred providers participate in at least one of these networks. You will receive complete information about Abbott benefit options, including benefit summaries and employee contribution amounts, at the benefits meetings in February.

