

# 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. 5)**

**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.

- x 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      |

- o 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:

- x third-party tender offer subject to Rule 14d-1.  
o issuer tender offer subject to Rule 13e-4.  
o going-private transaction subject to Rule 13e-3.  
o 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: o

AMENDMENT NO. 5 TO SCHEDULE TO

This Amendment No. 5 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, February 13, 2009 and February 17, 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 11. Additional Information.**

Item 11 is hereby amended and supplemented to include the following:

"On February 20, 2009, Abbott received merger control clearance from the Commission of the European Communities for its acquisition of AMO through the Offer. The approval by the Commission of the European Communities is the last regulatory approval that is a condition to the Offer."

**Item 12. Exhibits.**

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

(a)(5)(G) Press release issued by Abbott on February 20, 2009.

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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 20, 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.
(a)(5)(G)	Press release issued by Abbott on February 20, 2009.
(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).
- (d)(4)\* 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)(5)\* Amendment No. 1 to the Merger Agreement, dated as of February 17, 2009, by and among Abbott, the Purchaser and AMO.
- (g) Not applicable.
- (h) Not applicable.

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\* Filed previously

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For Immediate Release



### Abbott Receives European Commission Clearance on Acquisition of Advanced Medical Optics

ABBOTT PARK, Ill., Feb. 20, 2009 — Abbott today announced that it has received merger control clearance from the European Commission for its acquisition of Advanced Medical Optics (AMO) through a cash tender offer for the outstanding shares of common stock of AMO. The European Commission approved the transaction without conditions.

Media:  
**Scott Stoffel**  
 (847) 936-9502

This satisfies the condition to the tender offer related to European Commission regulatory approval and is the last regulatory approval that is a condition to the tender offer. As previously announced, the tender offer is scheduled to expire at midnight Eastern time on Tuesday, Feb. 24, 2009, unless the tender offer is extended. Consummation of the tender offer remains subject to other customary conditions, including the tender of a majority of the outstanding shares of AMO's common stock on a fully diluted basis.

Financial:  
**Tina Ventura**  
 (847) 935-9390

As previously announced, Abbott commenced the tender offer on Jan. 27, 2009, for all of the outstanding shares of AMO common stock for \$22 per share in cash. The tender offer is being made pursuant to an Offer to Purchase, dated Jan. 27, 2009, and in connection with the Agreement and Plan of Merger, dated Jan. 11, 2009, entered into by and among Abbott, Rainforest Acquisition Inc., a wholly owned subsidiary of Abbott, and AMO, which Abbott and AMO announced on Jan. 12, 2009.

#### About Abbott

Abbott is a global, broad-based health care company devoted to the discovery, development, manufacture and marketing of pharmaceuticals and medical products, including nutritionals, devices and diagnostics. The company employs approximately 69,000 people and markets its products in more than 130 countries.

Abbott's news releases and other information are available on the company's Web site at [www.abbott.com](http://www.abbott.com).



#### Additional Information

This press release is neither an offer to purchase nor a solicitation of an offer to sell securities. The tender offer is being made pursuant to a tender offer statement and related materials. Investors and AMO securities holders are strongly advised to read the tender offer statement (including an offer to purchase, letter of transmittal and related tender offer documents) and related solicitation/recommendation statement filed by AMO with the U.S. Securities and Exchange Commission (SEC), because they contain important information. These documents are available at no charge at the SEC's Web site at <http://www.sec.gov>.

The tender offer statement and related materials may be obtained for free by directing a request by mail to Georgeson Inc., 199 Water Street, 26th Floor, New York, NY 10038, or by calling toll-free (866) 873-6989.

#### — Private Securities Litigation Reform Act of 1995 — A Caution Concerning Forward-Looking Statements

*Some statements in this news release may be forward-looking statements for purposes of the Private Securities Litigation Reform Act of 1995. Abbott cautions that these forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those indicated in the forward-looking statements, including the tender offer may not be completed or the merger may not be consummated for reasons including because conditions precedent to the completion of the acquisition may not be satisfied. Economic, competitive, governmental, technological and other factors that may affect Abbott's operations are discussed in Item 1A, "Risk Factors," to our Annual Report on Securities and Exchange Commission Form 10-K for the year ended Dec. 31, 2008, and are incorporated by reference. Abbott undertakes no obligation to release publicly any revisions to forward-looking statements as a result of subsequent events or developments.*

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