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VISX INC
Form DEFA14A
April 27, 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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ISS RECOMMENDS VOTE FOR VISX DIRECTORS OVER ICAHN NOMINEES

SANTA CLARA, CALIFORNIA (April 26, 2001) - VISX, INCORPORATED (NYSE Symbol: EYE) announced today that Institutional Shareholder Services (ISS) recommended that VISX stockholders vote FOR the Company's slate of director nominees at VISX's Annual Meeting scheduled to be held on May 4, 2001.

ISS is widely recognized as the leading independent proxy advisory firm in the nation. Their work is relied upon by hundreds of major institutional investment firms, mutual funds, and other fiduciaries throughout the country.

In reaching its decision to recommend a vote FOR the five VISX directors over Carl Icahn and his slate, ISS noted that "[T]he incumbent directors would be in a far better position to evaluate the terms of an Icahn offer than the dissident nominees, most of whom have ties to Mr. Icahn or his companies." ISS went on to point out that "The incumbent board appears to be fully willing and able to fairly evaluate Mr. Icahn's offer, as well as any other bids that may arise in competition with the Icahn bid."

In conclusion, ISS stated, "We believe that shareholders would be best served by the retention of the incumbent directors over the dissident slate."

Elizabeth Davila, chief executive officer of VISX said, "We are very pleased that ISS recognizes our efforts to enhance stockholder value and has recommended that stockholders vote for VISX's director nominees. Like ISS, we see no benefit to stockholders in electing Carl Icahn and his nominees."

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VISX continues to urge all stockholders to vote for the VISX Board on the GOLD proxy card. To support the VISX directors, stockholders should vote their GOLD cards in favor of the VISX slate and discard any proxy card mailed by the Icahn group. For more information about how to vote for VISX's slate of director nominees, stockholders can call the Company's proxy solicitor, MacKenzie Partners, Inc. toll-free at 800-322-2885 or collect at 212-929-5500.

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 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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