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VISX INC
Form DEFA14A
April 20, 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 [X]
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
 [X] 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):
 [X] 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.

[] 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

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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 RESPONDS TO ICAHN

SANTA CLARA, CALIFORNIA, (April, 20, 2001) - VISX, INCORPORATED (NYSE Symbol: EYE) announced today that in response to Carl Icahn's letter of April 20, 2001, Ms. Elizabeth Davila, Chief Executive Officer of VISX, stated:

"VISX and its Board of Directors remain committed to discussing the potential acquisition of VISX with credible buyers. VISX has not been recently contacted by an ophthalmic or non-ophthalmic company expressing interest in purchasing VISX, including any company Mr. Icahn may have been referring to in his letter dated April 18, 2001. VISX is skeptical of Mr. Icahn's proposal to buy all of VISX for \$32 per share in cash. The Company is concerned that this is just another ploy by Carl Icahn to garner votes on the eve of the May 4th Annual Meeting. However, consistent with the VISX Board's desire to explore possible business combinations, VISX management and its financial advisor, Goldman, Sachs & Co., are prepared to promptly meet with Mr. Icahn concerning his proposal and its conditions and contingencies. VISX continues to urge all stockholders to vote for the VISX Board on the GOLD proxy card. An independent and objective board is essential in evaluating any proposal put forth by Mr. Icahn or his affiliates."

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

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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 discussions 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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