

Edgar Filing: 1 800 CONTACTS INC - Form SC 13G/A

1 800 CONTACTS INC
Form SC 13G/A
January 27, 2006

SCHEDULE 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rule 13d-1(b), (c)
and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

1-800 Contacts, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

681977104

(CUSIP Number)

December 31, 2005

(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)

* The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

Page 1 of 12 pages

Edgar Filing: 1 800 CONTACTS INC - Form SC 13G/A

CUSIP No. 681977104

13G

Page 2 of 13 Pages

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

Artisan Partners Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions)

Not Applicable

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH

6 SHARED VOTING POWER

1,288,200

REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

1,288,200

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,288,200

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

Not Applicable

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

9.7%

12 TYPE OF REPORTING PERSON
(see Instructions)

IA

Page 2 of 12

CUSIP No. 681977104

13G

Page 3 of 12 Pages

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

Artisan Investment Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions)

Not Applicable

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Wisconsin

5 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,288,200

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

1,288,200

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,288,200

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

Not Applicable

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

9.7%

12 TYPE OF REPORTING PERSON
(see Instructions)

CO

Page 3 of 12

CUSIP No. 681977104

13G

Page 4 of 12 Pages

1 NAME OF REPORTING PERSON

Edgar Filing: 1 800 CONTACTS INC - Form SC 13G/A

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

Andrew A. Ziegler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions)

Not Applicable

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY
EACH

1,288,200

REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

1,288,200

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,288,200

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

Not Applicable

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

9.7%

12 TYPE OF REPORTING PERSON
(see Instructions)

IN

Page 4 of 12

CUSIP No. 681977104

13G

Page 5 of 12 Pages

1 NAME OF REPORTING PERSON

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

Edgar Filing: 1 800 CONTACTS INC - Form SC 13G/A

Carlene Murphy Ziegler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions)

Not Applicable

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,288,200

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

1,288,200

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,288,200

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

Not Applicable

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

9.7%

12 TYPE OF REPORTING PERSON
(see Instructions)

IN

Page 5 of 12

Item 1(a) Name of Issuer:

1-800 Contacts, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

66 E. Wadsworth Park Drive
Draper, Utah 84020

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- Item 2(a) Name of Person Filing:
- Artisan Partners Limited Partnership ("Artisan Partners")
Artisan Investment Corporation, the general partner of Artisan Partners ("Artisan Corp.")
Andrew A. Ziegler
Carlene Murphy Ziegler
- Item 2(b) Address of Principal Business Office:
- Artisan Partners, Artisan Corp., Mr. Ziegler and Ms. Ziegler are all located at:
- 875 East Wisconsin Avenue, Suite 800
Milwaukee, WI 53202
- Item 2(c) Citizenship:
- Artisan Partners is a Delaware limited partnership
Artisan Corp. is a Wisconsin corporation
Mr. Ziegler and Ms. Ziegler are U.S. citizens
- Item 2(d) Title of Class of Securities:
- Common Stock
- Item 2(e) CUSIP Number:
- 681977104
- Item 3 Type of Person:
- (e) Artisan Partners is an investment adviser registered under section 203 of the Investment Advisers Act of 1940; Artisan Corp. is the General Partner of Artisan Partners; Mr. Ziegler and Ms. Ziegler are the principal stockholders of Artisan Corp.

Page 6 of 12

- Item 4 Ownership (at December 31, 2005):
- (a) Amount owned "beneficially" within the meaning of rule 13d-3:
- 1,288,200
- (b) Percent of class:
- 9.7% (based on 13,339,557 shares outstanding as of November 7, 2005)
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: None
- (ii) shared power to vote or to direct the

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vote: 1,288,200

- (iii) sole power to dispose or to direct the disposition of: None
- (iv) shared power to dispose or to direct disposition of: 1,288,200

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:

The shares reported herein have been acquired on behalf of discretionary clients of Artisan Partners. Persons other than Artisan Partners are entitled to receive all dividends from, and proceeds from the sale of, those shares. None of those persons, to the knowledge of Artisan Partners, Artisan Corp., Mr. Ziegler or Ms. Ziegler, has an economic interest in more than 5% of the class.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable

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 I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

Page 7 of 12

Signature

After reasonable 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.

Date: January 27, 2006

ARTISAN INVESTMENT CORPORATION
for itself and as general partner of

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ARTISAN PARTNERS LIMITED PARTNERSHIP

By: Lawrence A. Totsky*

ANDREW A. ZIEGLER

Andrew A. Ziegler*

CARLENE MURPHY ZIEGLER

Carlene Murphy Ziegler*

*By: /s/ Lawrence A. Totsky

Lawrence A. Totsky
Chief Financial Officer of Artisan
Investment Corporation
Attorney-in-Fact for Andrew A. Ziegler
Attorney-in-Fact for Carlene Murphy Ziegler

Page 8 of 12

Exhibit Index

- | | |
|-----------|--|
| Exhibit 1 | Joint Filing Agreement dated as of January 27, 2006 by and among Artisan Partners Limited Partnership, Artisan Investment Corporation, Andrew A. Ziegler, and Carlene Murphy Ziegler |
| Exhibit 2 | Power of Attorney of Andrew A. Ziegler dated as of April 2, 2002 |
| Exhibit 3 | Power of Attorney of Carlene M. Ziegler dated as of April 2, 2002 |

Page 9 of 12

EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned hereby agree to the joint filing of the Schedule 13G to which this Agreement is attached.

Dated: January 27, 2006

ARTISAN INVESTMENT CORPORATION
for itself and as general partner of
ARTISAN PARTNERS LIMITED PARTNERSHIP

By: Lawrence A. Totsky*

ANDREW A. ZIEGLER

Andrew A. Ziegler*

