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VISX INC  
Form DEFA14A  
March 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  |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  
 Definitive Additional Materials  
 Soliciting Material Under Rule 14a-12

VISX, INCORPORATED

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(Name of Registrant as Specified In Its Charter)

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(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

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(2) Aggregate number of securities to which transaction applies:

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(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):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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 Fee paid previously with preliminary materials.

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registration statement number, or the Form or Schedule and the date of its filing.

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(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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### NEWS RELEASE

#### VISX OPPOSES ICAHN NOMINEES

SANTA CLARA, Calif. - March 27, 2001 - VISX, Incorporated (NYSE:EYE) today announced that it strongly opposes the efforts of Carl Icahn and his affiliates to elect Icahn's slate of directors at VISX's May 4, 2001 Annual Meeting. The Icahn group recently filed preliminary proxy materials with the Securities and Exchange Commission.

Elizabeth H. Davila, Chief Executive Officer of VISX, stated, "The Icahn proposal contains nothing new for VISX stockholders. Our Board of Directors has not only considered, but has also acted on, the measures the Icahn group says it would consider. Our experienced management team is committed to enhancing stockholder value through execution of our business plan, continuation of a significant stock repurchase program and willingness to review strategic transactions that recognize the value of VISX.

"In addition, we believe that the depth of experience and strategic vision of the Company's Board of Directors and management team is essential to the Company's success and makes us best suited to lead VISX into the future," Ms. Davila added.

The foregoing statements regarding execution of the Company's business plan, continuation of a stock repurchase program and review of strategic transactions are forward-looking statements within the meaning of the Private Securities Litigation Report Act of 1995. Such statements are based on management's current expectations and actual results could differ. Additional factors affecting the Company's business are 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.

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

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