

S-1/A 1 d502777ds1a.htm AMENDMENT NO. 1 TO FORM S-1

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As filed with the Securities and Exchange Commission on April 26, 2013

Registration No. 333-187455

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Amendment No. 1
to
FORM S-1
REGISTRATION STATEMENT**

UNDER
THE SECURITIES ACT OF 1933

WP PRISM INC.*

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3851
(Primary Standard Industrial
Classification Code Number)
Global Eye Health Center
1400 North Goodman Street
Rochester, NY 14609
(585) 338-6000

26-1188111
(I.R.S. Employer
Identification No.)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

A. Robert D. Bailey, Esq.
Executive Vice President, General Counsel and Secretary
WP Prism Inc.
Global Eye Health Center
1400 North Goodman Street
Rochester, NY 14609
(585) 338-6247

(Name, address, including zip code, and telephone number, including area code, of agent for service)

(Copies of all communications, including communications sent to agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer

Accelerated filer

<https://www.sec.gov/Archives/edgar/data/1416436/000119312513178062/d502777ds1a.htm> 4/10/2015

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

* WP Prism Inc is the registrant filing this Registration Statement with the Securities and Exchange Commission Prior to the date of the effectiveness of the Registration Statement, WP Prism Inc will be renamed Bausch & Lomb Holdings Incorporated The securities issued to investors in connection with this offering will be shares of common stock in Bausch & Lomb Holdings Incorporated

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The information in this prospectus is not complete and may be changed. Neither we nor the selling stockholders may sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion
Preliminary Prospectus dated April 26, 2013

PROSPECTUS

Shares



Bausch & Lomb Holdings Incorporated

Common Stock

This is an initial public offering of common stock of Bausch & Lomb Holdings Incorporated. We are selling shares of our common stock. After this offering, affiliates of Warburg Pincus LLC and certain other investors, including members of our management, will own approximately % of our common stock, or % if the underwriters' overallotment option is fully exercised.

No public market currently exists for our common stock. The estimated initial public offering price is between \$ and \$ per share. We intend to apply to list our common stock on the under the symbol “ ”.

Investing in our common stock involves risks. See “[Risk Factors](#)” beginning on page 13.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public offering price	\$	\$
Underwriting discount	\$	\$
Proceeds to us (before expenses) ⁽¹⁾	\$	\$

(1) See “Underwriting (Conflicts of Interest)” for a description of compensation payable to the underwriters in connection with this offering.

The selling stockholders identified in this prospectus have granted the underwriters the right to purchase for a period of 30 days up to additional shares of our common stock at the public offering price, less the underwriting discount, for the purpose of covering overallotments, if any. We will not receive any proceeds from the sale of shares by the selling stockholders.

The underwriters expect to deliver the shares of common stock to investors on or about , 2013.

J.P. Morgan

BofA Merrill Lynch

Citigroup

Barclays

Credit Suisse

Goldman, Sachs & Co.

Morgan Stanley

UBS Investment Bank

The date of this prospectus is _____, 2013.

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We are responsible for the information contained in this prospectus and in any related free-writing prospectus we may prepare or authorize to be delivered to you. Neither we, the selling stockholders nor the underwriters have authorized anyone to give you any other information, and neither we, the selling stockholders nor the underwriters take any responsibility for any other information that others may give you. Neither we, the selling stockholders nor the underwriters are making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front of this prospectus, regardless of the time of delivery of this prospectus or any sale of our common stock.

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We have a number of registered marks in various jurisdictions (including the United States), and we have applied to register a number of other marks in various jurisdictions. The trademarks of Bausch & Lomb Holdings Incorporated and its subsidiary companies are italicized throughout this prospectus. See “Business—Intellectual Property.” All other brands or product names are trademarks of their respective owners.

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