
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 9, 2006

THE COOPER COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-8597
(Commission File Number)

94-2657368
(IRS Employer
Identification No.)

6140 Stoneridge Mall Road, Suite 590, Pleasanton, California 94588
(Address of principal executive offices)

(925) 460-3600
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

ITEM 7.01.	Regulation FD Disclosure	3
ITEM 9.01.	Financial Statements and Exhibits	3
	SIGNATURE	4
	EXHIBIT INDEX	5
	EX-99.1 (Exhibits not specifically designated by another number and by investment companies)	

ITEM 7.01. Regulation FD Disclosure.

On January 9, 2006, The Cooper Companies, Inc., made a presentation at an investor meeting that included additional non-public information. A copy of the presentation is furnished as Exhibit 99.1 to this Current Report and shall not be deemed "filed" under the Securities Exchange Act of 1934, as amended.

Internet addresses in this release are for information purposes only and are not intended to be hyperlinks to other Cooper information.

ITEM 9.01. Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor presentation dated January 9, 2006

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE COOPER COMPANIES, INC.

By _____ /s/ RODNEY E. FOLDEN
Rodney E. Folden
Corporate Controller
(Principal Accounting Officer)

Dated: January 9, 2006

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Sequentially Numbered Page</u>
99.1	Investor presentation dated January 9, 2006	



NYSE: COO

FORWARD-LOOKING STATEMENTS

This presentation contains forward-looking projections of Cooper's results. Actual results could differ materially from these projections. Additional information concerning factors that could cause material differences can be found in Cooper's periodic filings with the Securities and Exchange Commission. They are available publicly and on request from Cooper's investor relations department.

THE COMPANY

Medical devices

- Vision care
- Women's healthcare

Market leadership

Favorable demographics

Consistent long-term performance

CONSISTENT PERFORMANCE (CAGR Ex NRI)

	<u>2000-2005 5 Year</u>	<u>Fiscal 2005</u>
Revenue	32%	65%
Operating Income	32%	62%
EPS - Continuing Operations	21%	22%
Cash Flow Per Share	20%	32%

INVESTOR QUESTIONS

- What are your plans to “stop the bleeding” in your U.S. sphere business?
- Does silicone hydrogel pose a threat to your toric business?
- Will you meet scheduled new product introduction dates and capacity ramp up?
- Will you deliver the synergies you promised?
- Is your 2006 revenue forecast realistic?
- Why are you investing in CooperSurgical?

Market Background

MARKET SEGMENTS

(worldwide, millions of \$'s)

	<u>2005</u>	<u>2008</u>	<u>CGR</u>
Spheres	\$2,200	\$2,600	6%
<i>Silicone</i>	\$ 565	\$1,180	28%
Daily Disposable Spheres	\$1,225	\$1,850	14%
<i>Silicone</i>	none	none	
Torics	\$ 660	\$ 900	11%
<i>Silicone</i>	\$ 30	\$ 100	49%
Multifocal	\$ 150	\$ 240	17%
<i>Silicone</i>	none	\$ 10	
Cosmetic	\$ 300	\$320	2%
<i>Silicone</i>	none	none	
Hydrogel Materials	\$3,940	\$4,620	6%
<i>Silicone Material</i>	\$ 595	\$1,290	29%
Total Market	\$4,535	\$5,910	9%

GEOGRAPHIC MARKET SEGMENTS

(millions of \$'s)	<u>2005</u>	<u>2008</u>	<u>CGR</u>
Americas	\$1,860	\$2,360	8%
Europe*	\$1,260	\$1,450	5%
Asia/Pacific	\$1,415	\$2,100	14%
Total Market	\$4,535	\$5,910	9%

*Includes Mideast and Africa

Source: company reported data and independent market audit

Stop the Bleeding...

...in the U.S. Sphere Market

Soft Spot: One product line; one market

Response:

- **Proclear®**
- **PC Hydrogels -- Biomedics® XC**
- **Biofinity® SiH in U.S. 2H06**
- **Daily disposable capacity**

Toric Threat?

Toric Market Assumptions

- A more difficult fit than spheres
- Financial motivation lower
- Trade-up potential *within* brands
- Proclear® toric experience
- CVI 2006 revenue growth worldwide = market growth ~ 12%; US lower

New Product Schedule 2006-2007

Date	Product Description	Market	Comments
1H06	<i>Biomedics</i> mid-water aspheric single-use	Worldwide	Improved lens design and packaging
	<i>Biomedics</i> XC: 2 week disposable sphere with PC technology	United States	Favorable clinical profile vs. competitive silicone hydrogels
	<i>Biomedics</i> Multifocal EP (Emerging Presbyope)	United States	Disposable 2 week product
	Second base curve of <i>Proclear</i> toric	United States then worldwide	Allows more patients to wear the <i>Proclear</i> toric lens
	Single-use toric	Japan	First single-use toric in Japan with wide range of parameters
2H06	Silicone Hydrogel sphere	United States	Second generation monthly product
	<i>Proclear</i> disposable toric multifocal	United States	First disposable product in its class
	Single-use sphere with <i>Proclear</i> technology	United States	Premium single-use lens enhances wearer comfort
	<i>Proclear</i> disposable toric XR	United States	Expands parameters of <i>Proclear</i> toric

Date	Product Description	Market	Comments
1H07	Single-use sphere with <i>Proclear</i> technology	Europe	Premium single-use lens enhances wearer comfort
	Silicone Hydrogel plus PC sphere	United States	Third generation silicone hydrogel using PC technology
	Single-use multifocal with <i>Proclear</i> technology	United States	First premium single-use multifocal
	Silicone Hydrogel Toric	United States Europe	Third generation silicone hydrogel using PC technology
2H08	Single-use sphere with <i>Proclear</i> technology	Japan	Premium single-use lens enhances wearer comfort

Capacity Ramp Up

Capacity Increments

- **Single use +60% (FY06)**
- **Total molding capacity +40% (FY06)**
- **SH about 10M lenses FY06; increase 5X in '07**

Synergies

- **\$50 million by the end of 2007**
- **\$25M so far -- \$25M to go**
- **Remaining savings from:**
 - **Distribution facility consolidation**
 - **Conversion to Gen II manufacturing**

Is the 2006 Forecast Realistic?

Assumptions

- Forecast base* = \$720M
- New Products = \$44M
- Growth ex new products = 6%
- Market growth = 8%

* adjusted for \$30M currency and \$50M million
“stub” period

CVI 2006 REVENUE ESTIMATE

(worldwide, millions of \$'s)	<u>2005</u> <u>Proforma</u>	<u>2006</u>	<u>% chg</u>
Spheres (ex single use)	\$ 359	\$ 365	+2
<i>Silicone</i>	\$ ---	\$ 8	
Single Use Spheres	\$ 74	\$ 120	+62
Torics	\$ 241	\$ 270	+12
Multifocal	\$ 31	\$ 40	+29
Cosmetic	\$ 15	\$ 15	flat
Total CVI	\$ 720	\$810-\$820	+12 - +14

Why CooperSurgical?

COOPERSURGICAL STRATEGY

- Baby boomers drive the market
- Consolidate a fragmented market
 - In-office market
 - Surgical market
 - Fertility
- Disposable/reusable components
- Operating margins mid 20's
- Low capital spend

CSI OBJECTIVES

- \$100M CY2004 – \$200M CY 2008
- 25% operating margin 2008
- Expand in hospital segment
- 20% ROI M&A hurdle
- Accelerate organic growth
- Expand geographically

COOPERSURGICAL

- Continue to build value
- Assess strategic alternatives as NOL's expire



NYSE:COO

Financial Highlights

CONSISTENT PERFORMANCE (CAGR Ex NRI)

	<u>2000-2005 5-Year</u>	<u>Fiscal 2005</u>
Revenue	32%	65%
Operating Income*	32%	62%
EPS - Continuing Operations*	26%	22%
Cash Flow Per Share*	21%	32%

* Excludes nonrecurring acquisition and restructuring costs

ASSUMPTIONS

	<u>2005</u>	<u>2006</u>	<u>2007</u>
Gross Profit	64.4%	65%	65.5%
Operating Expense	41%	41%	40%
Operating Income	23.4%	24%	25.5%
ETR	12.5%	15%	15%
Shares Outstanding	46M	48.5M	49M

(Effective 12-28-05)

GUIDANCE

(Revenue \$'s in Millions)

	<u>2006</u>	<u>2007</u>
CVI	\$810-\$820	\$910-\$920
CSI	\$123-\$126	\$135-\$140
COO	\$933-\$946	\$1045-\$1060
EPS*	\$3.34-\$3.44	\$4.04-\$4.14

- Excludes nonrecurring items and accounting change

(Effective 12-28-05)

CAPITAL STRUCTURE 10-31-05

(\$'s in Millions)

Total Debt	\$710
Stockholders' Equity	\$1272
Total Capitalization	\$1982
Total Debt /Capitalization	36%

COO CONSOLIDATED REVENUE

(\$ in millions)



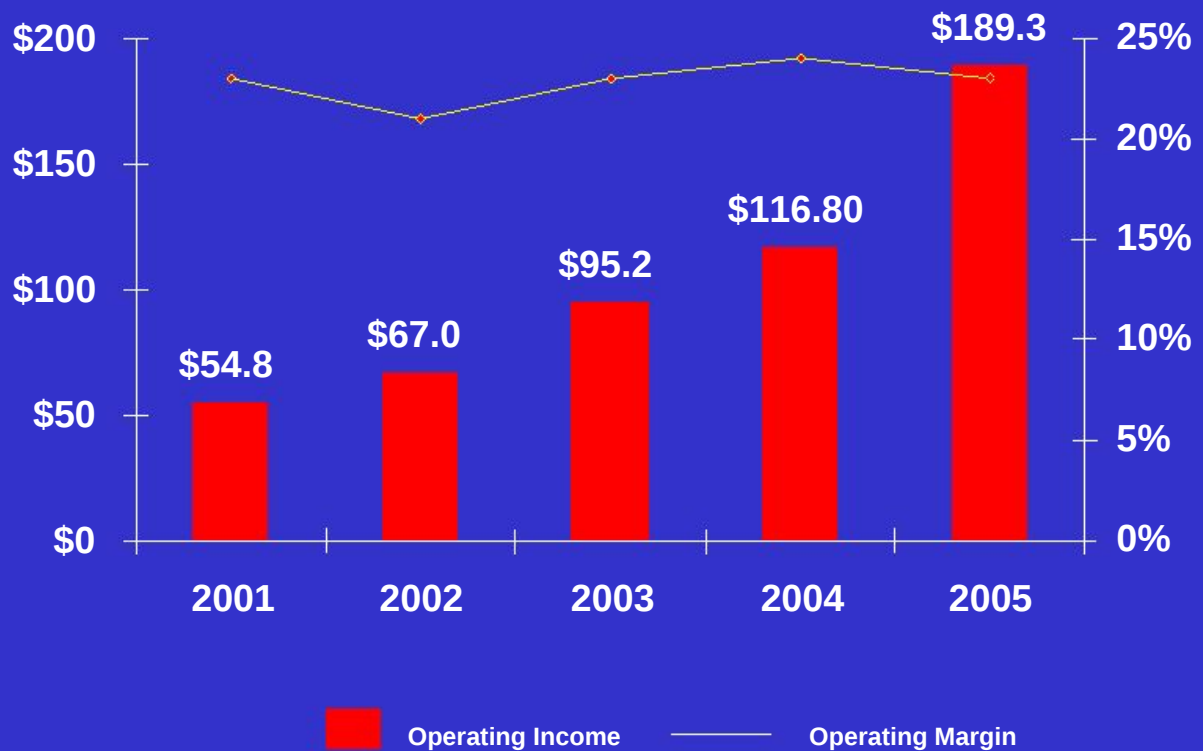
CVI CSI

1/6/2006



CONSOLIDATED OPERATING INCOME (Ex NRI)

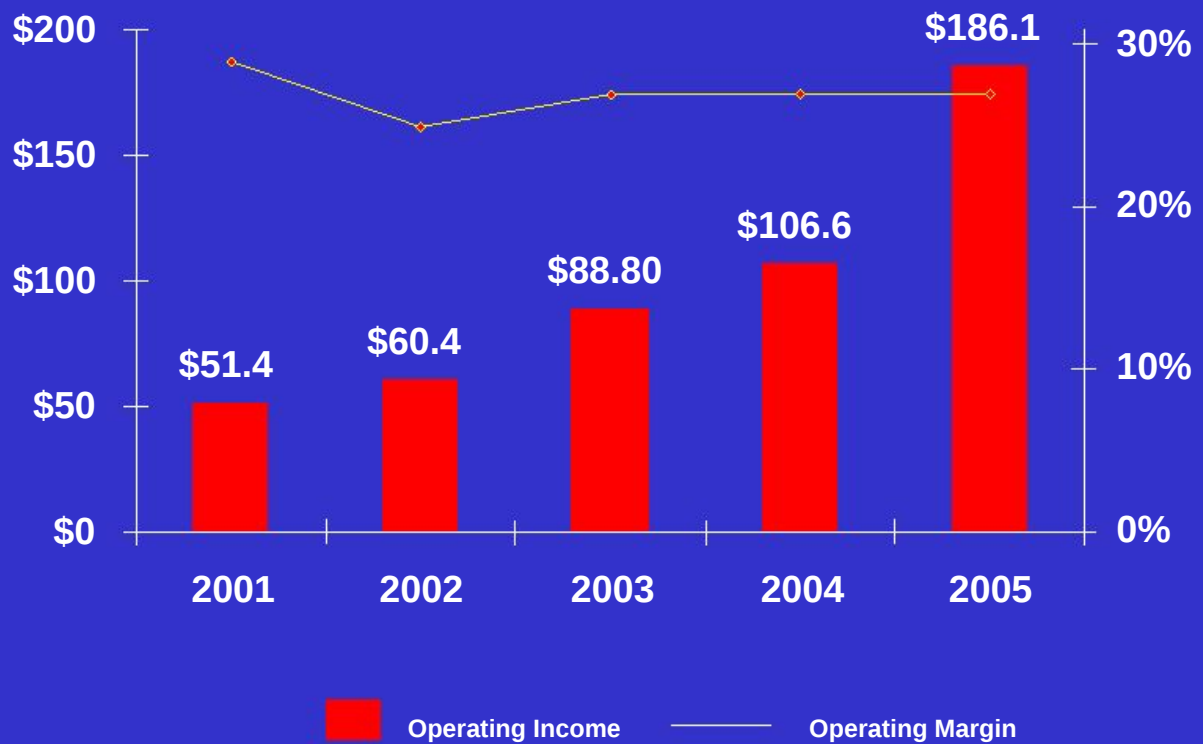
(\$ in millions)



Operating Income Operating Margin

CVI CONSOLIDATED OPERATING INCOME (Ex NRI)

(\$ in millions)



CSI CONSOLIDATED OPERATING INCOME (Ex NRI)

(\$ in millions)



EPS FROM CONTINUING OPERATIONS (Ex NRI)



Pre stock option expensing and revised OCLR amortization of intangibles

CASH FLOW PER SHARE



Pretax income from continuing operations plus depreciation and amortization

LIQUIDITY

- **Cash Flow from Operations**
- **NOL's**
- **Free Cash Flow**

TAXES

- **Net Operating Loss
Carryforwards \$146 million**
- **Global Tax Arrangement**
- **Effective Tax Rates**

CASH FLOW FROM OPERATING ACTIVITIES

(\$ in millions)



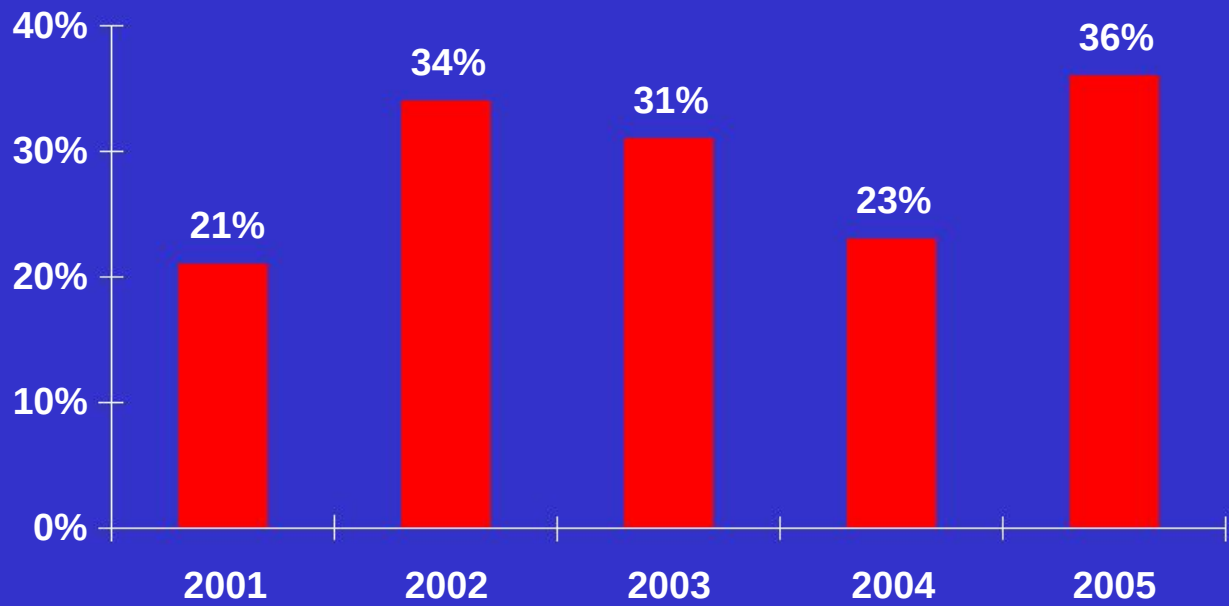
CAPITAL STRUCTURE

(\$ in millions)

	October 31,		
	<u>2003</u>	<u>2004</u>	<u>2005</u>
Total Debt	\$186	\$166	\$710
Stockholders' Equity	\$422	\$544	\$1272
Total Capitalization	\$608	\$710	\$1982
Total Debt/Capitalization	31%	23%	36%

DEBT % OF TOTAL CAPITALIZATION

(\$ in millions)





NYSE: COO

