
**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): March 7, 2011

THE COOPER COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-8597
(Commission
File Number)

94-2657368
(IRS Employer
Identification Number)

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

94588
(Zip Code)

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

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing 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))
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Item 7.01. Regulation FD Disclosure

On February 23, 2011, the United States District Court for the Central District of California (the “Court”) entered an order providing for preliminary approval of a settlement (the “Settlement”) in connection with the consolidated shareholder derivative action captioned *In re Cooper Companies, Inc. Derivative Litigation*, Case No. SACV 06 00300 CJC (RNB), and a parallel consolidated shareholder derivative action pending in the Superior Court for the State of California for the County of Alameda. In its order, the Court also approved the form of notice relating to the Settlement, and set a hearing date of May 2, 2011 at 1:30 p.m. to consider whether to grant final approval of the Settlement.

As required by the Court’s order, a copy of the Notice of Settlement is attached hereto as Exhibit 99.1 and incorporated herein by reference. The notice can also be viewed on The Cooper Companies, Inc.’s website (www.coopercos.com) in the investor relations section (<http://investor.coopercos.com/index.cfm>).

Item 9.01. Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Notice of Settlement

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.

Dated: March 7, 2011

By: /s/ Rodney E. Folden

Name: Rodney E. Folden

Title: Vice President and Corporate Controller,
(Principal Accounting Officer)

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Document Description</u>
99.1	Notice of Settlement

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
SOUTHERN DIVISION

IN RE: COOPER COMPANIES, INC.
DERIVATIVE LITIGATION

Master File:
Case No. SACV 06 00300 CJC (RNB)
[This Document Relates to All Actions]

NOTICE OF SETTLEMENT

TO: ALL CURRENT RECORD HOLDERS AND BENEFICIAL OWNERS OF COMMON STOCK OF THE COOPER COMPANIES, INC. (“COOPER” OR THE “COMPANY”) AS OF DECEMBER 6, 2010

PLEASE TAKE NOTICE that the above-captioned shareholder derivative litigation (the “Federal Action”), as well as the consolidated shareholder derivative action in Alameda County Superior Court entitled *In re Cooper Companies, Inc. Shareholder Derivative Litigation*, Case No. RG06260748 (the “State Action”) (collectively, the “Actions”), are being settled on the terms set forth in a Stipulation of Settlement dated December 6, 2010 (the “Stipulation”).¹

In the Actions, plaintiffs allege that certain officers and/or directors of The Cooper Companies, Inc. (“Cooper” or “the Company”) breached their fiduciary duties to the Company by making material misstatements regarding the Company’s product lines and financial projections, failing to establish adequate internal controls, and engaging in impermissible insider trading. The terms of the settlement set forth in the Stipulation (the “Settlement”) include: (1) the adoption, implementation, amendments, and/or maintenance of enhanced corporate governance measures at the Company relating to board membership, corporate disclosures, internal audit, and the Company’s insider trading policy; and (2) Cooper’s agreement to pay an amount not to exceed \$750,000 in cash for Plaintiffs’ Counsel’s attorneys’ fees and expenses.

IF YOU ARE A CURRENT RECORD OR BENEFICIAL OWNER OF COOPER COMMON STOCK AS OF DECEMBER 6, 2010, PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY AS YOUR RIGHTS MAY BE AFFECTED BY PROCEEDINGS IN THE LITIGATION.

¹ This notice should be read in conjunction with, and is qualified in its entirety by reference to, the text of the Stipulation, which has been filed with the Federal Court and posted at <http://investor.coopercos.com>. All capitalized terms herein have the same meanings as set forth in the Stipulation (in addition to those capitalized terms defined herein).

On May 2, 2011, at 1:30 p.m., a hearing (the "Settlement Hearing") will be held before the United States District Court for the Central District of California, Santa Ana Division, 411 Fourth Street, Santa Ana, CA 92701, to determine: (1) whether the terms of the Settlement, including the requested attorneys' fees and expenses, should be approved as fair, reasonable, and adequate; and (2) whether the Actions should be dismissed on the merits and with prejudice.

Any shareholder of Cooper that objects to the Settlement of the Actions shall have a right to appear and to be heard at the Settlement Hearing, provided that he or she was a shareholder of record or beneficial owner as of December 6, 2010. Any shareholder of Cooper who satisfies this requirement may enter an appearance through counsel of such shareholder's own choosing and at such member's own expense or may appear on their own. However, no shareholder of Cooper shall be heard at the Settlement Hearing unless no later than fourteen (14) days prior to the date of the Settlement Hearing, such shareholder has filed with the Court and delivered to Plaintiffs' Counsel, and Cooper's counsel, a written notice of objection, their ground for opposing the Settlement, and proof of both their status as a shareholder and the dates of stock ownership in Cooper. Only shareholders who have filed and delivered valid and timely written notices of objection will be entitled to be heard at the Settlement Hearing unless the Court orders otherwise.

If you wish to object to the Settlement, you must file a written objection setting forth the grounds for such an objection with the Court on or before April 18, 2011 with service on the following parties:

Co-Lead Plaintiffs Counsel

Robert C. Schubert
SCHUBERT JONCKHEER & KOLBE LLP
Three Embarcadero Center, Suite 1650
San Francisco, CA 94111

Co-Lead Counsel for State Plaintiffs

Blake Harper
HULETT HARPER STEWART LLP
525 B Street, Suite 760
San Diego, CA 92101

Counsel for The Cooper Companies, Inc.

David M. Friedman
LATHAM & WATKINS LLP
505 Montgomery Street, Suite 2000
San Francisco, CA 94111

Any current Cooper shareholder as of December 6, 2010 who does not make his, her or its objection in the manner provided herein shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness, reasonableness or adequacy of the Settlement as incorporated in the Stipulation and to the award of attorneys' fees and expenses to Plaintiffs' Counsel, unless otherwise ordered by the Court, but shall otherwise be bound by the Judgment to be entered and the releases to be given.

Inquiries regarding the Settlement may be made to counsel for the Federal Plaintiffs: Robert C. Schubert, Schubert Jonckheer & Kolbe LLP, Three Embarcadero Center, Suite 1650, San Francisco, CA 94111; telephone 415-788-4220.

PLEASE DO NOT CONTACT THE COURT REGARDING THIS NOTICE

DATED March 7, 2011

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA