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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): June 30, 2014**

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**THE COOPER COMPANIES, INC.**  
(Exact name of registrant as specified in its charter)

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**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)

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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))
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**Item 7.01. Regulation FD Disclosure.**

On June 30, 2014, The Cooper Companies, Inc. (the "Company") issued a press release announcing that it has entered into Sale and Purchase Agreements (the "Purchase Agreements") pursuant to which an indirect subsidiary of the Company will acquire the entire issued share capital of Sauflon Pharmaceuticals Limited ("Sauflon") (the "Acquisition"), subject to the terms and conditions of the Purchase Agreements. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference. The Company has also prepared an investor presentation with respect to the Acquisition, a copy of which is attached as Exhibit 99.2 hereto and is incorporated herein by reference. Internet addresses in the press release and investor presentation are for information purposes only and are not intended to be hyperlinks to other Company information.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated June 30, 2014, of The Cooper Companies, Inc.
99.2	Investor Presentation of The Cooper Companies, Inc.

**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/ Tina Maloney  
Tina Maloney  
Corporate Controller  
(Principal Accounting Officer)

Dated: June 30, 2014

**EXHIBIT INDEX**

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**NEWS RELEASE****CONTACT:**

Kim Duncan  
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**THE COOPER COMPANIES ANNOUNCES DEFINITIVE AGREEMENTS  
TO ACQUIRE SAUFLON PHARMACEUTICALS LTD**

**PLEASANTON, Calif., June 30, 2014** – The Cooper Companies, Inc. (NYSE: COO) today announced it has entered into definitive agreements to acquire Sauflon Pharmaceuticals Ltd, a European manufacturer and distributor of soft contact lenses and solutions, in a transaction valued at approximately \$1.2 billion. Sauflon forecasts revenue of approximately \$210 million for its fiscal year ending October 31, 2014, up approximately 22% year-over-year.

The transaction is subject to regulatory approval and is anticipated to close prior to fiscal year end, October 31, 2014. Excluding one-time charges and deal-related amortization, the transaction is expected to be accretive to earnings per share in fiscal 2015. The acquisition will be financed with off-shore cash and credit facilities.

Commenting on the transaction, Robert S. Weiss, Cooper’s president and chief executive officer said, “We are extremely pleased to announce this acquisition which gives CooperVision the world’s most comprehensive portfolio of daily disposable lenses. CooperVision will now be able to offer a multi-tier daily strategy that includes a full suite of silicone hydrogel and hydrogel lenses, including options within all categories – spheres, torics and multifocals. The daily segment is the fastest growing segment of the soft contact lens market and this transaction positions CooperVision as the premier company in this space.”

Additional details concerning the acquisition will be provided on a conference call (details below) and a presentation can be found on the Investor Relations section of Cooper’s website at <http://investor.coopercos.com> under the presentation titled “Acquisition of Sauflon Pharmaceuticals Ltd.”

## **Conference Call**

The Company will host a conference call and live webcast at 8:00 PM ET today, June 30, 2014, to discuss this transaction. The dial-in number in the United States is 1-866-700-5192 and outside the United States is +1-617-213-8833. The passcode is 11489755. There will be a replay available approximately two hours after the call ends until July 7, 2014. The replay number in the United States is 1-888-286-8010 and outside the United States is +1-617-801-6888. The replay passcode is 31559969. This call will also be broadcast live at <http://investor.coopercos.com> and a transcript will be available following the conference call.

## **About The Cooper Companies**

The Cooper Companies, Inc. ("Cooper") is a global medical device company publicly traded on the NYSE Euronext (NYSE:COO). Cooper is dedicated to being A Quality of Life Company™ with a focus on delivering shareholder value. Cooper operates through two business units, CooperVision and CooperSurgical. CooperVision brings a refreshing perspective on vision care with a commitment to crafting a wide range of high-quality products for contact lens wearers and providing focused practitioner support. CooperSurgical focuses on supplying women's health clinicians with market leading products and treatment options to improve the delivery of healthcare to women. Headquartered in Pleasanton, CA, Cooper has approximately 8,000 employees with products sold in over 100 countries. For more information, please visit [www.coopercos.com](http://www.coopercos.com).

## **About Sauflon Pharmaceuticals Ltd**

Established in 1985, Sauflon is a privately-owned British company and a global manufacturer of contact lenses and aftercare solutions. It has three state-of-the-art manufacturing plants, sales offices in over 10 countries, and products sold in over 50 countries. Sauflon is recognized as a high-quality, award-winning global manufacturer of contact lenses and aftercare products. For more information, please visit [sauflon.co.uk](http://sauflon.co.uk).

## **Forward-Looking Statements**

This news release contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. Statements relating to guidance, plans, prospects, goals, strategies, future actions, events or performance and other statements which are other than statements of historical fact, including all statements regarding the proposed acquisition of Sauflon including Sauflon's financial position, market position, product development and business strategy, expected cost synergies, expected timing and benefits of the transaction, as well as estimates of our and Sauflon's future expenses, sales and earnings per share are forward-looking. To identify these statements look for words like "believes," "expects," "may," "will," "should," "could," "seeks," "intends," "plans," "estimates" or "anticipates" and similar words or phrases. Forward-looking statements necessarily depend on assumptions, data or methods that may be incorrect or imprecise and are subject to risks and uncertainties.

Among the factors that could cause our actual results and future actions to differ materially from those described in forward-looking statements are: acquisition-related adverse effects including the failure to close the Sauflon acquisition, the failure to successfully obtain anticipated revenues, margins and earnings benefits of the Sauflon acquisition, integration delays or costs and the requirement to record significant adjustments to the preliminary fair value of assets acquired and liabilities assumed within the measurement period, required regulatory approvals for the Sauflon acquisition not being obtained or being delayed or subject to conditions that are not anticipated, adverse impacts of contingent liabilities or indemnification obligations, increased leverage and lack of access to available financing (including financing for the acquisition or refinancing of debt owed by us or Sauflon on a timely basis and on reasonable terms); adverse changes in the global or regional general business, political and economic conditions due to the current global economic downturn, including the impact of continuing uncertainty and instability of certain European Union countries that could adversely affect our or Sauflon's global markets; foreign currency exchange rate and interest rate fluctuations including the risk of further declines in the value of the yen and the euro that would decrease our or Sauflon's revenues and earnings; a major disruption in the operations of our or Sauflon's manufacturing, research and development or distribution facilities due to technological problems, natural disasters or other causes; disruptions in supplies of raw materials, particularly components used to manufacture our or Sauflon's silicone hydrogel lenses; limitations on sales following product introductions due to poor market acceptance; new competitors, product innovations or technologies; reduced sales, loss of customers and costs and expenses related to recalls; new U.S. and foreign government laws and regulations, and changes in existing laws, regulations and enforcement guidance, which affect the medical device industry and the healthcare industry generally; failure to receive, or delays in receiving, U.S. or foreign regulatory approvals for products; failure to obtain adequate coverage and reimbursement from third party payors for our products; compliance costs and potential liability in connection with U.S. and foreign healthcare regulations, including product recalls, and potential losses resulting from sales of counterfeit and other infringing products; legal costs, insurance expenses, settlement costs and the risk of an adverse decision or settlement related to product liability, patent protection or other litigation; changes in tax laws or their interpretation and changes in statutory tax rates; the requirement to provide for a significant liability or to write off, or accelerate depreciation on, a significant asset, including goodwill; the success of our or Sauflon's research and development activities and other start-up projects; dilution to earnings per share from the Sauflon acquisition or other acquisitions or issuing stock; changes in accounting principles or estimates; environmental risks and other events described in our Securities and Exchange Commission filings, including the "Business" and "Risk Factors" sections in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2013, as such Risk Factors may be updated in quarterly filings.

We caution investors that forward-looking statements reflect our analysis only on their stated date. We disclaim any intent to update them except as required by law.

COO-G



Exhibit 99.2

*A Quality of Life Company™*

CooperVision®

CooperSurgical



## Acquisition of Sauflon Pharmaceuticals Ltd

*June 30, 2014*





# Forward-Looking Statements

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We caution investors that forward-looking statements reflect our analysis only on their stated date. We disclaim any intent to update them except as required by law.

## Sauflon Overview

### ➤ Company Description

- Manufactures and distributes soft contact lenses and solutions, including a full suite of 1-Day silicone hydrogel products (sphere, toric and multifocal)
- Forecasted 2014 revenue of \$210 million<sup>1</sup>, up 22% year-over-year

### ➤ Product / Geographic Portfolio

- Lead product: clariti® 1 day (sphere, toric and multifocal)
  - Received FDA clearance in August 2013; launched in the US in March 2014
- Global presence with sales offices in over 10 countries and products sold in over 50 countries
- Primary operations in UK and Hungary

### ➤ Other

- Privately-held in the UK with ~1,000 employees
- Company website: [sauflon.co.uk](http://sauflon.co.uk)



*Note: 1. Sauflon's forecasted revenue for fiscal year ending 10/31/14  
Source: Management estimates  
June 30, 2014*

## Strategic Rationale

- **Consistent with CooperVision's strategy to expand presence in underpenetrated areas – 1-Day silicone hydrogel lenses**
  - 1-Day silicone hydrogel lenses account for approximately \$400M of the global \$3.1B 1-Day market
- **Significantly accelerates CooperVision's 1-Day franchise**
  - Enables a multi-tier 1-Day strategy with a full suite of silicone hydrogel and hydrogel lenses available in all product categories (sphere, toric and multifocal)
- **Enhances position with key retailers**
- **Provides opportunities for synergy**
  - Halo effect – selling existing products into new accounts given demand for 1-Day silicone hydrogels
  - Capitalizes on CooperVision's global footprint to aggressively roll out clariti® 1day

Source: Management estimates

June 30, 2014

4

## Key Deal Terms

### ➤ Purchase Price

- Approximately \$1.2B<sup>1</sup>

### ➤ Financial Impact

- Accretive to earnings per share in fiscal 2015<sup>2</sup>
- Additional guidance to be provided on fiscal Q3 2014 earnings call and at 9/11/14 Analyst Day

### ➤ Process

- Subject to regulatory approval; closing anticipated prior to the end of fiscal 2014
- Financing with off-shore cash and credit facilities

Notes:

1. British Pound purchase price converted to US dollar at a rate of 1.70
2. Excludes one-time charges and deal-related amortization and assumes closing before end of fiscal year 2014; fiscal 2015 ending 10/31/15

June 30, 2014

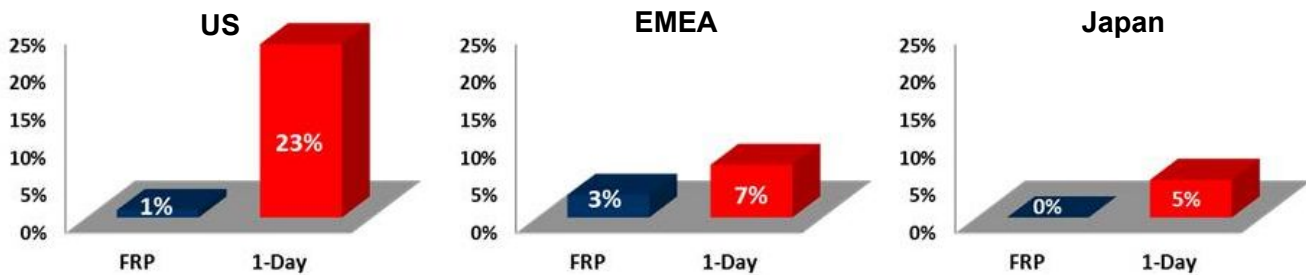
5

## Fastest Growing Modality in the Global SCL Market

### ➤ 1-Day continues to be the fastest growing modality

- 10% global growth in calendar 2012 and 2013; 2% growth in FRP<sup>B</sup> during 2012 and 2013
  - 25% growth in 2013 for 1-Day silicone hydrogel; anticipated to grow over 20% per year to 2018
- Today only 13% of 1-Day sales are silicone versus 71% of FRP sales

### Market Growth by Geography in Calendar 2013



Note:

1. SCL refers to Soft Contact Lenses

2. FRP refers to Frequent Replacement which includes two-week and monthly lenses

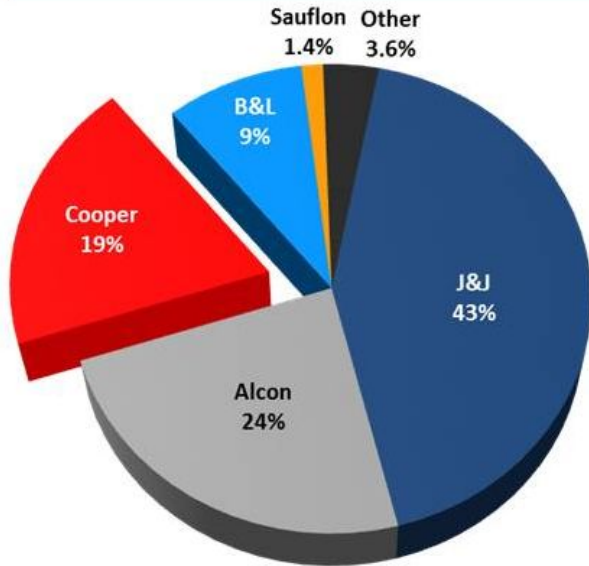
Source: Management estimates

June 30, 2014

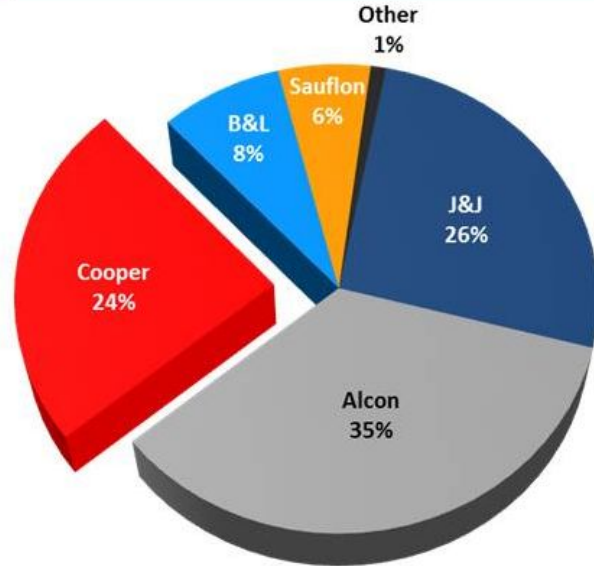
6

## Cooper vs. Its Peers

### Global SCL Market By Competitor



### EMEA SCL Market By Competitor



Source: Management estimates

June 30, 2014

7

## Cooper and Sauflon

- **Sauflon has great momentum in 1-Day silicone hydrogel**
  - Forecasted revenue in fiscal 2014 of \$85 million, up 43% year-over-year
  - Strong European presence and recent entry into the US
  - Proven technology with strong brand recognition
- **Once integrated into CooperVision, we expect to accelerate Sauflon's growth**
  - Ability to more aggressively roll out clariti® in the US and Asia Pacific utilizing existing infrastructure
  - Ability to support a more aggressive CapEx program to support multi-year growth