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): May 27, 1999

THE COOPER COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	1-8597	94-2657368
(State or other jurisdiction of incorporation)	(Commission File Number)	(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)

ITEM 5. Other Events.

On May 27, 1999, The Cooper Companies, Inc. (the "Company") issued a press release announcing its second quarter fiscal year 1999 financial results. This release is filed as an exhibit hereto and is incorporated by reference herein.

ITEM 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No.	Description
99.1	Press Release dated May 27, 1999 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/ Stephen C. Whiteford

Stephen C. Whiteford
Vice President and
Corporate Controller
(Principal Accounting Officer)

Dated: June 3, 1999

EXHIBIT INDEX

Exhibit No.	Description	Sequentially Numbered Page
99.1	Press Release dated June 3, 1999 of The Cooper Companies, Inc.	

STATEMENT OF DIFFERENCES

The trademark symbol shall be expressed as.............................. 'TM'
The registered trademark symbol shall be expressed as................... 'r'

[THE COOPER COMPANIES NEWS RELEASE LOGO]

CONTACT:

Norris Battin
nbattin@usa.net

FOR IMMEDIATE RELEASE

THE COOPER COMPANIES REPORTS SECOND QUARTER 1999 RESULTS

Earnings Per Share up 41% on Strong Toric Lens Revenue Growth and Improved Gross Margins

IRVINE, Calif., May 27, 1999 -- The Cooper Companies, Inc. (NYSE/PCX: COO) today reported results for its second fiscal quarter ended April 30, 1999. Earnings per share from continuing operations increased 41% to 38 cents from the comparable fully taxed pro forma 27 cents for the same period in 1998, more than double the comparable 18 cents reported for the first quarter of 1999.

Revenue of $41.7 million was 11% ahead of the second quarter of 1998. Operating income from continuing operations was up 14% to $9.6 million.

The effective tax rate for the quarter, for accounting purposes, was 33%. Most of Cooper's pretax income, for cash flow purposes, is sheltered from U.S. federal income tax payments because of its $180 million in net operating loss (NOL) carry forwards. The tax rate used to compute the comparable fully taxed pro forma earnings per share for 1998 was 40%.

Cash flow per share from continuing operations was 70 cents for the second quarter, up 25% from 56 cents in the second quarter of 1998, and $1.09 per share for the first half of fiscal 1999, up 12% from 97 cents in the first half of 1998. Cooper defines cash flow for this purpose as pretax income from continuing operations plus depreciation and amortization.

Proceeds from the divestiture of Hospital Group of America received during the quarter were used to reduce long term debt by $25 million to $57.2 million, or 30% of total capitalization.

Second Quarter Operating Highlights

CooperVision Revenue and Market Share

"CooperVision's (CVI) 14% second quarter revenue increase was in line with our expectations," said A. Thomas Bender, Cooper's chief executive officer and CVI president. "I expect fiscal 1999 full year revenue growth in the 15% to 20% range as we continue to increase market share in the toric lens market in the U.S. and introduce new spherical and toric products in Europe and Japan."

CVI's disposable-planned replacement brands of toric contact lenses in the U.S., the largest segment of its business, grew 34% over last year's second quarter. In the latest market research auditing period, CVI's market share grew seven points over the same period in 1998 to 36%.

CVI's total U.S. toric lens business, which includes annual replacement products as well as disposable-planned replacement brands, grew 23% during the second quarter. CVI now holds 27% of the total toric market. "This puts us close to our goal of U.S. toric market leadership by the end of calendar 1999," said Bender.

"Toric lenses," he added, "continue to drive the growth of the U.S. contact lens market. The toric lens market segment now accounts for about 18% of all U.S. contact lens revenue versus 16% in the fourth quarter of 1998."

During the second quarter, CVI completed the rollout of the full range of parameters for its Frequency 55'TM' Toric, and can now offer more than 5,800 lens prescriptions in this brand, nearly twice as many as the nearest competitor and more than four times as many as the two newest competitors.

"It's clear," Bender added, "that these two new brands, which were introduced into the U.S. disposable toric segment over the last eighteen months, have not slowed CooperVision's toric revenue growth in any major way. Disposable torics--those recommended for wearing periods of two weeks or less--captured less than 10% of the combined disposable-planned replacement toric market during the latest auditing period.

During the second quarter, CooperVision, Ltd. (formerly Aspect Vision Care, Ltd., which Cooper acquired in December 1997), introduced CVI's toric lens products into five European markets. Its revenue grew 20%. In the second half of fiscal 1999, it expects to complete the European toric launch and begin the rollout of two new products: Frequency 55 AB'TM', a spherical lens with a new optical design that can enhance visual clarity in selected patients, and Frequency 55 UV'TM', which contains an ultra violet light blocking agent. CVI also expects to begin the launch of toric lenses in Australia as well as spherical and toric lenses in Japan during this period.

CooperVision Gross Margin

CVI's gross margin in the second quarter was 65%, up from 63% in the first quarter and 60% in the fourth quarter of fiscal 1998. Unit manufacturing costs for both toric and spherical lenses continue to decline and are expected to trend even lower during the balance of fiscal 1999. Gross margin improved due to cost reductions at CooperVision, Ltd. where, over the past six months, the cost per lens has declined more than 25% as unit volume grew close to 44%, and through improved toric lens manufacturing yields in the U.S.

CooperSurgical

CooperSurgical (CSI) second quarter revenue was flat compared with 1998's second quarter. Year to date revenue is up 5%. During the second quarter, CSI gross margins improved to 56% from 55% last year and operating income rose 9%.

"While our existing in-line products continue to perform as expected," said Bender, "acceptance of the new products we introduced during 1998 - the Cerveillance'TM' digital colposcope, the CooperSurgical Infrared Coagulator'TM' and the FemExam'R' TestCard System'TM' - is slower than expected. Although results to date are disappointing, I continue to believe in the ultimate success of these products because of the persuasive clinical and economic data that supports them. But it's going to take longer than we first thought to modify practitioners' purchasing habits.

"With FemExam, we are close to announcing a new commercialization strategy and have made good progress toward establishing a unique CPT reimbursement code. We will continue to focus on our long-term goal of consolidating the in-office women's healthcare market by acquiring complementary products or businesses."

Business Unit P&L Highlights ($'s in millions)

Three Months Ended April 30, 1999

	Revenue			Operating Income				
	1999	1998	% Inc.	1999	1998	% Inc.	%Revenue 1999	%Revenue 1998
CVI	$34.7	$30.4	14%	$10.3	$9.5	8%	30%	31%
CSI	7.0	7.0	-	.9	.8	9%	13%	12%
Subtotal	41.7	37.4	11%	11.2	10.3	8%	27%	28%
HQ Expense	-	-		(1.6)	(1.9)			
TOTAL	$41.7	$37.4	11%	$9.6	$8.4	14%	23%	23%

Six Months Ended April 30, 1999

	Revenue			Operating Income				
	1999	1998	% Inc.	1999	1998	% Inc.	%Revenue 1999	%Revenue 1998
CVI	$62.5	$53.3	17%	$16.5	$15.5	7%	26%	29%
CSI	14.2	13.5	5%	1.7	1.6	9%	12%	12%
Subtotal	76.7	66.8	15%	18.2	17.1	7%	24%	26%
HQ Expense	-	-		(2.7)	(3.4)			
TOTAL	$76.7	$66.8	15%	$15.5	$13.7	14%	20%	20%

Discontinued Operations

In April, the Company completed the sale of Hospital Group of America (HGA), its psychiatric services business. During the second quarter of fiscal 1999, Cooper recorded income from discontinued operations of $1.7 million primarily reflecting the reversal of deferred tax liabilities no longer required net of adjustments to the estimated loss on disposition recorded in 1998.

Global Tax Plan

In the fourth quarter of fiscal 1998, Cooper recorded a large tax benefit, reflecting the remaining anticipated value of its $184 million of NOLs. As a result, the Company now reports earnings as if it were a taxpayer with no NOLs. Cooper is currently developing a global tax plan to minimize both the taxes reported in its income statement and the cash taxes paid once the benefits of the NOLs are fully utilized. Based on a preliminary assessment, Cooper expects to reduce its effective tax rate to approximately 30% over the next several years compared with approximately 34% used in the first half of 1999. By executing this tax plan, the cash flow benefits of the NOLs should extend, perhaps through 2003, assuming no acquisitions or stock issuances. Cooper expects that cash payments for taxes will be approximately 10% of pretax profits throughout this period.

Earnings Per Share

All per share amounts mentioned in this report refer to diluted per share amounts.

Forward-Looking Statements

Statements in this press release that are not based on historical fact may be "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. They include words like "may," "will," "expect," "estimate," "anticipate," "continue" or similar terms and reflect Cooper's current analysis of existing trends. Actual results could differ materially from those indicated due to: major changes in business conditions and the economy, loss of key senior Management, major disruptions in the operations of Cooper's manufacturing facilities, new competitors or technologies, significant disruptions caused by the failure of third parties to address the Year 2000 issue or by unforeseen delays in completing Cooper's Year 2000 compliance program, acquisition integration costs, foreign currency exchange exposure including the potential impact of the Euro, investments in research and development and other start-up projects, dilution to earnings per share from acquisitions or issuing stock, regulatory issues, significant environmental clean-up costs above those already accrued, litigation costs, costs of business divestitures and items listed in the Company's SEC reports, including the section entitled "Business " in its Annual Report on Form 10-K for the year ended October 31, 1998.

The Cooper Companies, Inc. and its subsidiaries develop, manufacture and market specialty healthcare products. CooperVision, Inc., headquartered in Irvine, Calif., with manufacturing facilities in Huntington Beach, Calif., Rochester, N.Y., Toronto, Canada and Hamble, England, markets a broad range of contact lenses for the vision care market. CooperSurgical, Inc., headquartered in Shelton, Conn., markets diagnostic products and surgical instruments, and accessories for the gynecological market. Corporate offices are located in Irvine and Pleasanton, Calif.

A toll free interactive telephone system at 1-800-334-1986 provides stock quotes, recent press releases and financial data. Cooper's Internet address is www.coopercos.com.

Note: Consistency in Reporting Cooper's Comparative Earnings Per Share Data

In fiscal 1998, Cooper declared its mental health services business, Hospital Group of America, a discontinued operation. It also accounted for the remaining tax benefits that it expects from its existing net operating loss carryforwards and will, going forward, provide for income taxes rather than receive tax benefits. To avoid confusion, comparisons of Cooper's results from fiscal 1998 to fiscal 1999 and comparisons versus published estimates must be reported on a consistent basis. The table below shows diluted earnings per share from continuing operations on both a pretax and after-tax basis (pro forma after-tax basis for 1998) for the first quarter of fiscal 1999, the second quarter of fiscal 1999 and the second quarter of fiscal 1998.

The Cooper Companies, Inc.
EPS Comparisons
From Continuing Operations

	1Q 1999	2Q 1999	2Q 1998
Reporting Basis	Actual	Actual	Actual
Pre-tax	$.28	$.56	$.45
After-tax	$.18	$.38	$.27*(1)

*Pro forma

(1) Income from continuing operations has been tax effected at 40% as if the Company could not benefit from its net operating loss carry forwards. The 40% tax rate was applied to the 1998 periods' income from continuing operations before income taxes to arrive at pro forma net income. No adjustments to 1999 actual figures were required.

[FINANCIAL STATEMENTS FOLLOW]

THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Consolidated Condensed Statements of Income

(In thousands, except per share figures)
(Unaudited)

	Three Months Ended April 30, 1999	Three Months Ended April 30, 1998	Six Months Ended April 30, 1999	Six Months Ended April 30, 1998
Net sales	$ 41,743	$ 37,450	$ 76,702	$ 66,834
Cost of sales	15,174	13,027	28,590	24,304
Gross profit	26,569	24,423	48,112	42,530
Selling, general and administrative expense	15,549	14,544	29,771	26,258
Research and development expense	442	543	903	999
Amortization of intangibles	955	894	1,912	1,612
Operating income from continuing operations	9,623	8,442	15,526	13,661
Interest expense	1,762	1,813	3,611	2,922
Other income, net	37	244	71	1,028
Income from continuing operations before income taxes	7,898	6,873	11,986	11,767
Provision for (benefit of) income taxes	2,604	(505)	4,051	(954)
Income from continuing operations	5,294	7,378	7,935	12,721
Discontinued operations:				
Net income (loss)	150	1,105	129	1,755
Gain on disposal	1,691	-	2,970	-
	1,841	1,105	3,099	1,755
Net income	$ 7,135	$ 8,483	$ 11,034	$ 14,476
Earnings per share:				
Basic:				
Continuing operations	$ 0.38	$ 0.50	$ 0.56	$ 0.86
Discontinued operations	0.13	0.07	0.22	0.12
Earnings per share	$ 0.51	$ 0.57	$ 0.78	$ 0.98
Diluted:				
Continuing operations	$ 0.38	$ 0.48	$ 0.55	$ 0.83
Discontinued operations	0.13	0.07	0.22	0.11
Earnings per share	$ 0.51	$ 0.55	$ 0.77	$ 0.94
Number of shares used to compute earnings per share:				
Basic	13,946	14,872	14,191	14,840
Diluted	14,071	15,443	14,378	15,398
Memo diluted earnings per share from continuing operations data:				
Income before income taxes	$ 0.56	$ 0.45	$ 0.83	$ 0.76
Net income (1998 is pro forma)	$ 0.38	$ 0.27(1)	$ 0.55	$ 0.46(1)

Cash flow per share (2)	$ 0.70	$ 0.56	$ 1.09	$ 0.97

(1) Income from continuing operations has been tax effected at 40% as if the Company could not benefit from its net operating loss carry forwards. The 40% tax rate was applied to the 1998 periods' income from continuing operations before income taxes to arrive at pro forma net income. No adjustments to 1999 figures were required.

(2) Cash flow is defined as pretax income from continuing operations plus depreciation and amortization for purposes of this calculation.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Consolidated Condensed Balance Sheets

(In thousands)
(Unaudited)

	April 30, 1999	October 31, 1998
ASSETS		
Current assets:		
Cash and cash equivalents	$ 5,441	$ 7,333
Trade receivables, net	24,663	24,426
Inventories	35,509	30,349
Deferred tax asset	13,549	15,057
Net assets of discontinued operations	-	29,206
Other current assets	7,260	9,706
Total current assets	86,422	116,077
Property, plant and equipment, net	37,202	34,234
Intangibles, net	82,466	84,308
Deferred tax asset	60,791	52,754
Other assets	7,926	8,668
	$ 274,807	$ 296,041
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term debt	$ 5,792	$ 11,570
Other current liabilities	40,389	35,131
Total current liabilities	46,181	46,701
Long-term debt	57,167	78,677
Other liabilities	22,817	25,410
Total liabilities	126,165	150,788
Stockholders' equity	148,642	145,253
	$ 274,807	$ 296,041

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