
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 16, 2011

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))
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ITEM 5.07. Submission of Matters to a Vote of Security Holders.

On March 16, 2011, The Cooper Companies, Inc. (“Cooper”) held its Annual Meeting of Stockholders. The matters listed below were submitted to a vote of the stockholders through the solicitation of proxies, and the proposals are described in detail in Cooper’s revised Proxy Statement filed with the SEC on February 3, 2011. Each of the proposals was approved by the stockholders as set forth below.

Proposal 1 – Election of a Board of Eight Directors

The following individuals were elected to serve as directors of Cooper until the 2012 Annual Meeting of Stockholders and until their successors have been duly elected and qualified. The voting results were as follows:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>
A. Thomas Bender (Chairman)	39,558,593	2,355,809
Michael H. Kalkstein	39,419,125	2,495,676
Jody S. Lindell	40,361,503	1,553,957
Donald Press	39,420,089	2,497,691
Steven Rosenberg	39,684,331	2,233,216
Allan E. Rubenstein, M.D. (Vice-Chair & Lead Director)	39,419,458	2,495,527
Robert S. Weiss	39,773,255	2,144,048
Stanley Zinberg, M.D.	39,687,662	2,229,699

Proposal 2 – Ratification of KPMG LLP as Independent Registered Public Accounting Firm for the Fiscal Year Ending October 31, 2011

The appointment of KPMG LLP to serve as Cooper’s independent registered public accounting firm for the fiscal year ending October 31, 2011 was ratified. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
42,563,644	963,502	25,137	10

Proposal 3 – Approval of the Amendment and Restatement of the 2007 Long-Term Incentive Plan

The amendment and restatement of the 2007 Long-Term Incentive Plan to add 1,530,000 shares to the total shares reserved for grant was adopted. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
33,811,022	8,167,188	16,837	1,557,246

Proposal 4 – Approval of the Amendment and Restatement of the 2006 Director’s Plan

The amendment and restatement of the 2006 Directors’ Plan to add 300,000 shares to the total shares reserved for grant was adopted. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
34,527,312	7,449,886	17,848	1,557,247

Proposal 5 – Advisory Vote on the Compensation of Named Executive Officers

The stockholders adopted, on an advisory basis, a resolution approving the Company’s compensation of the Named Executive Officers as presented in the Proxy Statement. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
41,571,614	231,877	191,555	1,557,247

Proposal 6 – Advisory Vote on the Frequency With Which Compensation of Named Executive Officers Will be Subject to an Advisory Vote

The stockholders approved, on an advisory basis, the annual presentation of a vote on the compensation of the Company's Named Executive Officers as presented in the Proxy Statement. The voting results were as follows:

<u>Annual</u>	<u>Biennial</u>	<u>Triennial</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
38,272,368	147,449	3,367,332	92,989	1,672,155

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated March 16, 2011 regarding Cooper Annual Stockholder Meeting

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/ Carol R. Kaufman

Carol R. Kaufman
Senior Vice President of Legal Affairs,
Secretary and Chief Administrative Officer

Dated: March 21, 2011

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated March 16, 2011 regarding Cooper Annual Stockholder Meeting

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

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Director, Investor Relations
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FOR IMMEDIATE RELEASE

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THE COOPER COMPANIES HOLDS ANNUAL MEETING OF STOCKHOLDERS

PLEASANTON, Calif., March 16, 2011 – At its annual meeting held today in San Juan, Puerto Rico, the stockholders of The Cooper Companies, Inc. (NYSE:COO) elected eight directors, ratified the appointment of KPMG LLP as the Company's auditors for fiscal 2011 and amended the Company's equity incentive plans. Stockholders also approved, on an advisory basis, the Company's compensation practices for its executive officers and selected, on an advisory basis, annual advisory votes on the Company's compensation practices.

BOARD OF DIRECTORS AND OFFICERS

Cooper's stockholders elected the following as members of the board of directors: A. Thomas Bender, chairman of the board of the Company; Allan E. Rubenstein, M.D., vice-chairman of the board and lead director of the Company, chief executive officer of NexGenix Pharmaceuticals, LLC and Clinical Professor of Neurology and Pediatrics at New York University Langone Medical Center; Michael H. Kalkstein, of counsel of Dechert, LLP; Jody S. Lindell, President and CEO of S.G. Management, Inc.; Donald Press, executive vice president of Broadway Management Company, Inc., and principal in the firm of Donald Press, P.C.; Steven Rosenberg, president, chief executive officer and chief financial officer of Berkshire Bancorp, Inc.; Robert S. Weiss, president and chief executive officer of the Company; and Stanley Zinberg, M.D.

Following the stockholders' meeting, the board elected: A. Thomas Bender, chairman of the board and Allan E. Rubenstein, M.D., vice-chairman of the board and lead director. The board also elected as officers of the Company: Robert S. Weiss, president and chief executive officer; Eugene J. Midlock, senior vice president and chief financial officer; Carol R. Kaufman, senior vice president of legal affairs, secretary and chief administrative officer; Daniel G. McBride, Esq., vice president and general counsel; Albert G. White III, vice president, investor relations and treasurer; and Rodney E. Folden, vice president and corporate controller.

About The Cooper Companies

The Cooper Companies, Inc. (www.coopercos.com) is a global medical products company that serves the specialty healthcare market through its CooperVision and CooperSurgical business units. Corporate offices are in Pleasanton, CA.

CooperVision (www.coopervision.com) develops, manufactures and markets a broad range of contact lenses for the worldwide vision correction market. Dedicated to enhancing the contact lens experience for practitioners and patients, CooperVision specializes in lenses for astigmatism, presbyopia and ocular dryness. Headquartered in Pleasanton, CA, it manufactures in: Hamble and Hampshire, UK; Juana Diaz, Puerto Rico; and Scottsville, NY.

CooperSurgical (www.coopersurgical.com) develops, manufactures and markets medical devices, diagnostic products and surgical instruments and accessories used primarily by gynecologists and obstetricians. CooperSurgical is a leader in the U.S. OB-GYN market, and its major manufacturing and distribution facilities are located in Trumbull, CT; Pasadena, CA; and Stafford, TX.

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