

COOPER COMPANIES INC  
Form 8-K  
December 16, 2013

**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): December 11, 2013**

**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)**  
**6140 Stoneridge Mall Road, Suite 590,**

**94-2657368**  
**(IRS Employer**

**Identification No.)**

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**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 1.01. Entry Into a Material Definitive Agreement.****2014 Incentive Payment Plan**

On December 11, 2013, the Organization and Compensation Committee (the **Committee**) of the Board of Directors of The Cooper Companies, Inc. (**Cooper**) approved the 2014 Incentive Payment Plan (the **2014 Plan**) for Cooper and its subsidiaries (collectively with Cooper, the **Company**), a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

The 2014 Plan provides incentives to officers and key employees of the Company who are expected to contribute significantly to increasing the Company's revenue, income, earnings per share and cash flow. Participation levels under the 2014 Plan are set at percentages of base salaries previously assigned to designated positions within the Company. Awards will be paid under the 2014 Plan with respect to the Company's 2014 fiscal year, ending October 31, 2014, if the operating business (CooperVision's or CooperSurgical's) or the Company's consolidated results (depending upon the named participant's employer) meet specified performance targets. Performance targets for named participants employed by an operating business are tied to the attainment by that business of specified levels of revenue, operating income, earnings per share and cash flow as defined in the 2014 Plan. For named participants employed by Cooper, performance targets are tied to the attainment of certain levels of consolidated revenue, operating income, earnings per share and cash flow as defined in the 2014 Plan. In addition, a component of the participants' awards may be granted on a discretionary basis by each participant's division head or the Chief Executive Officer, or in the case of the five most highly paid executive officers and named Section 16(b) officers, by the Committee, following an assessment of each participant's performance.

**Item 8.01. Other Events.**

On December 12, 2013, The Cooper Companies, Inc. (**Company**) announced that its Board of Directors amended the 2012 Share Repurchase Program (**Program**). The amendment increased the total authorized repurchase amount to \$500.0 million from \$300.0 million of the Company's outstanding common stock. The Program has no expiration date. With this amendment, the remaining amount available for the repurchase of the Company's common stock under the Program is \$261.5 million. Purchases may be made from time-to-time on open market at prevailing market prices or in privately negotiated transactions. The amount and timing of the share repurchase will depend on business and market conditions, stock price, trading restrictions, acquisition activity and other factors. The share repurchase program does not obligate the Company to acquire any particular amount of common stock, and the repurchase program may be suspended or discontinued at any time at the Company's discretion.

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

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
10.1	The Cooper Companies, Inc. 2014 Incentive Payment Plan
99.1	Press Release dated December 12, 2013 regarding expansion of Share Repurchase Program

**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  
Executive Vice President, Secretary,  
Chief Administrative Officer & Chief  
Governance Officer

Dated: December 16, 2013

**INDEX TO EXHIBITS**

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