

COOPER COMPANIES INC  
Form 8-K  
March 18, 2015

**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, 2015**

**THE COOPER COMPANIES, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**1-8597**  
**(Commission**

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

**of incorporation)**

**File Number)**

**Identification No.)**

**6140 Stoneridge Mall Road, Suite 590, Pleasanton, California 94588**

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**(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 (17CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On March 16, 2015, 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 definitive Proxy Statement filed with the Securities and Exchange Commission ( SEC ) on January 30, 2015. Each of the proposals was approved by the stockholders as set forth below.

**Proposal 1 Election of Directors**

The following individuals were elected to serve as directors of Cooper until the 2016 Annual Meeting of Stockholders and until their successors have been duly elected and qualified. The voting results were as follows:

Nominee	For	Against	Abstain	Broker Non-Vote
A. Thomas Bender (Chairman)	41,668,648	354,832	44,481	1,843,499
Michael H. Kalkstein	41,490,375	533,265	44,320	1,843,500
Jody S. Lindell	41,761,192	262,301	44,469	1,843,498
Gary S. Petersmeyer	41,925,338	99,249	43,373	1,843,500
Steven Rosenberg	41,450,095	573,281	44,585	1,843,499
Allan E. Rubenstein, M.D. (Vice-Chairman and Lead Director)	40,506,243	1,516,149	45,569	1,843,499
Robert S. Weiss	41,789,305	235,143	43,513	1,843,499
Stanley Zinberg, M.D.	41,488,676	535,855	43,431	1,843,498

**Proposal 2 Ratification of Appointment of Independent Registered Public Accounting Firm**

The appointment of KPMG LLP to serve as Cooper's independent registered public accounting firm for the fiscal year ending October 31, 2015 was ratified. The voting results were as follows:

For	Against	Abstain	Broker Non-Vote
43,537,376	328,957	45,127	-0-

**Proposal 3 Advisory Vote on Executive Compensation**

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

For	Against	Abstain	Broker Non-Vote
41,152,611	859,518	55,829	1,843,502

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Description

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Exhibit  
No.

99.1 Press Release dated March 16, 2015 regarding the Cooper Annual Meeting of Stockholders

**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: March 18, 2015

**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Press Release dated March 16, 2015 regarding the Cooper Annual Meeting of Stockholders