

COOPER COMPANIES INC  
Form 8-K  
July 25, 2014

**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): July 10, 2014**

**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 (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 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On July 10, 2014, the Board of Directors of The Cooper Companies, Inc. (the Company) approved and adopted an amended and restated Ethics and Business Conduct Policy (the Code of Ethics). The Code of Ethics applies to all directors, officers and employees of the Company and its subsidiaries. The Code of Ethics includes provisions relating to conflicts of interest; the protection and proper use of Company assets; relationships with customers, suppliers, competitors and associates; government relations; and compliance with laws and regulations, including laws and regulations relating to insider trading, equal employment opportunity, harassment, health and safety laws. The Code of Ethics, as amended and restated, supersedes the Company's prior Code of Ethics (the Prior Code). The Code of Ethics updates the Prior Code to enhance readability, to provide additional detail regarding the Company's expectations regarding the conduct of its employees, officers and directors and reporting of violations under the Code.

The amendment and restatement of the Code of Ethics did not relate to or result in any waiver, explicit or implicit, of any provision of the Prior Code. Any waivers under the Code of Ethics will be disclosed on a Current Report on Form 8-K or as otherwise permitted by the rules of the Securities and Exchange Commission and any stock exchange on which the Company's securities are then listed.

The foregoing summary is qualified in its entirety by reference to the Code, a copy of which is attached hereto as Exhibit 14.1 to this report and is hereby incorporated by reference into this Item 5.05. A copy of the Code will also be posted on the Company's website at [www.coopercos.com](http://www.coopercos.com).

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

(d) Exhibits:

**Exhibit**

<b>No.</b>	<b>Description</b>
14.1	The Cooper Companies, Inc. Ethics and Business Conduct Policy

**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: July 25, 2014

**INDEX TO EXHIBITS**

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