

COOPER COMPANIES INC  
Form 8-K  
March 19, 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): March 17, 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**

Edgar Filing: COOPER COMPANIES INC - Form 8-K

**(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 17, 2014, 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 SEC on January 31, 2014. 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 2015 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)	41,379,884	879,632	32,880	1,783,951
Michael H. Kalkstein	41,395,719	863,868	32,808	1,783,952
Jody S. Lindell	41,780,379	479,461	32,556	1,783,951
Gary S. Petersmeyer	41,825,111	433,312	33,973	1,783,951
Steven Rosenberg	41,370,383	888,021	33,991	1,783,952
Allan E. Rubenstein, M.D. (Vice-Chair & Lead Director)	41,390,101	867,903	34,391	1,783,952
Robert S. Weiss	41,492,408	766,719	33,268	1,783,952
Stanley Zinberg, M.D.	41,381,392	876,397	34,607	1,783,951

**Proposal 2 Ratification of KPMG LLP as Independent Registered Public Accounting Firm for the Fiscal Year Ending October 31, 2014**

The appointment of KPMG LLP to serve as Cooper s independent registered public accounting firm for the fiscal year ending October 31, 2014 was ratified. The voting results were as follows:

For	Against	Abstain	Broker Non-Vote
43,494,290	532,416	49,610	31

**Proposal 3 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:

For	Against	Abstain	Broker Non-Vote
41,875,090	263,876	153,460	1,783,921

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

(d) Exhibits.

Exhibit

No.	Description
99.1	Press Release dated March 17, 2014 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  
Executive Vice President, Secretary,  
Chief Administrative Officer & Chief  
Governance Officer

Dated: March 19, 2014

**EXHIBIT INDEX**

Exhibit

No.	Description
99.1	Press Release dated March 17, 2014 regarding Cooper Annual Stockholder Meeting