

=====

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): June 2, 1997

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)

(510) 460-3600
(Registrant's telephone number, including area code)

=====

ITEM 5. OTHER EVENTS.

On June 2, 1997, The Cooper Companies, Inc. (the "Company") issued a press release announcing it has signed a commitment letter with Key Bank National Association to provide a \$50 million credit facility. This release is filed as an exhibit hereto and is incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

Exhibit

No.	Description
99.1	Press Release dated June 2, 1997 of The Cooper Companies, Inc.

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/ Stephen C. Whiteford

Stephen C. Whiteford
Vice President and
Corporate Controller
(Principal Accounting Officer)

Dated: June 4, 1997

EXHIBIT INDEX

Exhibit No.	Description	Sequentially Numbered Page
99.1	Press Release dated June 2, 1997 of The Cooper Companies, Inc.	

CONTACT:

NORRIS BATTIN
THE COOPER COMPANIES, INC.
714-597-4700
714-673-4299

FOR IMMEDIATE RELEASE

COOPER TO RECEIVE \$50 MILLION CREDIT FACILITY

Pleasanton, Calif., June 2, 1997 - The Cooper Companies, Inc. (NYSE/PE:COO) announced today that it expects to refinance a significant portion of its debt in the near future. It has signed a commitment letter with Key Bank National Association, a commercial lender, to provide a \$50 million senior secured revolving credit facility with a term of five years and interest rates ranging from 0.5% to 2.25% over the London Interbank Offer Rate (LIBOR) depending upon certain financial ratios. The Company intends to use the proceeds to repay approximately \$44 million of debt having interest rates ranging from 8.5% to 12%. The Company anticipates a closing during its fourth fiscal quarter and, at current LIBOR, expects cash savings from a reduction in interest of approximately \$1.2 million per annum going forward, the favorable earnings impact of which will be partially offset by an accounting entry associated with previous debt extinguishment.

The Cooper Companies, Inc. and its subsidiaries develop, manufacture and market specialty healthcare products and provide healthcare services. Corporate offices are located in Irvine and Pleasanton, Calif. CooperSurgical, Inc., headquartered in Shelton, Conn., markets diagnostic and surgical instruments, equipment and accessories for the gynecological market. CooperVision, Inc., headquartered in Irvine, Calif., with manufacturing facilities in Huntington Beach, Calif., Rochester, N. Y., and Toronto, markets a broad range of contact lenses for the vision care market. Hospital Group of America, Inc. provides psychiatric services through hospitals in New Jersey, Delaware and Illinois and satellite locations in those and other states.

A toll free interactive telephone system at 1-800-334-1986 provides the Company's current stock quote, recent press releases and access to shareholder services. The Company's Worldwide Web site is located at www.coopercos.com.

(MORE)

This press release contains forward-looking statements regarding the Company's results and prospects. Actual results could differ materially. Factors that could cause or contribute to differences include: major changes in business conditions and the economy in general, loss of key members of senior management, new competitive inroads, costs to integrate acquisitions, dilution to earnings or earnings per share associated with acquisitions or stock issuance, decisions to invest in research and development projects, regulatory issues, unexpected changes in reimbursement rates and payer mix, unforeseen litigation, costs associated with potential debt restructuring, decisions to divest businesses and the cost of acquisition activity, particularly if a large acquisition is not completed. Future results are also dependent on each business unit meeting specific objectives.

#

