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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**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 3, 2012**

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**THE COOPER COMPANIES, INC.**

(Exact name of registrant as specified in its charter)

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**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)

**(925) 460-3600**  
(Registrant's telephone number, including area code)

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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))
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**Item 8.01. Other Events.**

On June 3 and June 4, 2012, The Cooper Companies, Inc. issued press releases in the United States and Norway to announce it has made a voluntary tender offer to acquire all the issued and outstanding shares and warrants of Origio a/s, Oslo Stock Exchange (OSE: ORO), for NOK 28 per share. The tender offer is set to expire June 22, 2012, unless the tender offer is extended. Copies of the United States and Norway press releases are filed as Exhibit 99.1 and Exhibit 99.2, respectively, to this Current Report and incorporated by reference herein.

On June 4, 2012, The Cooper Companies, Inc. will hold an open conference call to discuss the voluntary tender offer to acquire all the issued and outstanding shares and warrants of Origio a/s. A copy of that presentation is furnished as Exhibit 99.3 to this Current Report and shall not be deemed "filed" under the Securities Exchange Act of 1934, as amended.

Internet addresses in the releases and presentation are for information purposes only and are not intended to be hyperlinks to other The Cooper Companies, Inc. information.

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

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated June 3, 2012, of The Cooper Companies, Inc.
99.2	Press release dated June 4, 2012, of The Cooper Companies, Inc.
99.3	Investor presentation dated June 4, 2012.

**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/ Rodney E. Folden  
Rodney E. Folden  
Vice President and Corporate Controller  
(Principal Accounting Officer)

Dated: June 3, 2012

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INDEX TO EXHIBITS

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## NEWS RELEASE

## CONTACT:

Kim Duncan  
 Senior Director, Investor Relations  
 The Cooper Companies, Inc.  
[ir@cooperco.com](mailto:ir@cooperco.com)

6140 Stoneridge Mall Road  
 Suite 590  
 Pleasanton, CA 94588  
 925-460-3663  
[www.cooperco.com](http://www.cooperco.com)

**THE COOPER COMPANIES COMMENCES A TENDER OFFER  
 FOR ALL SHARES OF ORIGIO A/S**

**PLEASANTON, Calif., June 3, 2012** – The Cooper Companies, Inc. (NYSE: COO) today announced it has made a voluntary tender offer to acquire all the issued and outstanding shares and warrants of Origio a/s, Oslo Stock Exchange (Oslo: ORO), for NOK 28 per share. The enterprise value of the transaction is approximately US\$189 million, consisting of US\$151 million in equity and approximately \$38 million of net debt. The tender offer is set to expire June 22, 2012, unless the tender offer is extended.

Cooper, through its subsidiaries, plans to finance the acquisition with available off-shore cash and credit facilities. If the tender offer is successful, the transaction is anticipated to close during the fiscal third quarter 2012. Cooper expects this transaction, excluding one-time charges, to be neutral to fiscal 2012 earnings per share (EPS) and slightly accretive to fiscal 2013 EPS.

Origio is a leading global in-vitro fertilization (IVF) medical device company that develops, manufactures and distributes highly specialized products that target IVF treatment with a goal to make fertility treatment safer, more efficient and convenient. Based in Malov, Denmark, Origio has approximately 320 employees and generated sales of DKK 370 million (approximately US\$65 million) in 2011.

“We are very pleased to make this announcement with Origio,” said Robert S. Weiss, Cooper’s president and chief executive officer. “This acquisition significantly strengthens our existing IVF business and continues CooperSurgical’s strategic commitment to expanding its product offerings in the women’s healthcare market.”

**Conference Call and Webcast**

The Company will host a conference call Monday, June 4, 2012 at 9:00 AM ET to discuss the tender offer. The dial in number in the United States is +1-800-295-3991 and outside the United States is +1-617-614-3924. The passcode is 72403852. There will be a replay available approximately two hours after the call ends until Monday, June 11, 2012. The replay number in the United States is +1-888-286-8010

and outside the United States is +1-617-801-6888. The replay passcode is 23832748. This call will be broadcast live on our website at [www.coopercos.com](http://www.coopercos.com) and at [www.streetevents.com](http://www.streetevents.com). A transcript will be available on our website following the conference call.

For a presentation on the tender offer of Origio, visit the Investor Relations section of the Company's website at [www.coopercos.com](http://www.coopercos.com).

### **Forward-Looking Statements**

This news release contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. Statements relating to guidance, plans, prospects, goals, strategies, future actions, events or performance and other statements which are other than statements of historical fact, including our 2012 Guidance and all statements regarding anticipated growth in our revenue, expected results of operations and integration of any acquisition are forward-looking. To identify these statements look for words like "believes," "expects," "may," "will," "should," "could," "seeks," "intends," "plans," "estimates" or "anticipates" and similar words or phrases. Forward-looking statements necessarily depend on assumptions, data or methods that may be incorrect or imprecise and are subject to risks and uncertainties.

Among the factors that could cause our actual results and future actions to differ materially from those described in forward-looking statements are described in our Securities and Exchange Commission filings, including the "Business" and "Risk Factors" sections in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2011, as such Risk Factors may be updated in quarterly filings.

We caution investors that forward-looking statements reflect our analysis only on their stated date. We disclaim any intent to update them except as required by law.

### **About The Cooper Companies**

The Cooper Companies, Inc. ("Cooper") is a global medical device company publicly traded on the NYSE Euronext (NYSE:COO). Cooper is dedicated to being A Quality of Life Company™ with a focus on delivering shareholder value. Cooper operates through two business units, CooperVision and CooperSurgical. CooperVision brings a refreshing perspective on vision care with a commitment to crafting a wide range of high-quality products for contact lens wearers and providing focused practitioner support. CooperSurgical focuses on supplying women's health clinicians with market leading products and treatment options to improve the delivery of healthcare to women. Headquartered in Pleasanton, CA, Cooper has over 7,000 employees with products sold in over 100 countries. For more information, please visit [www.coopercos.com](http://www.coopercos.com).

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## NEWS RELEASE

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The tender offer represents a premium of 72.8% to the closing share price of Origio on June 1, 2012, the last trading day prior to the announcement of the tender offer, and a premium of 65.6% to the one-month volume weighted average closing share price for the period prior to the Announcement Date. The tender offer is set to expire June 22, 2012, unless the tender offer is extended. Cooper, through its subsidiaries, plans to finance the acquisition with available off-shore cash and credit facilities. If the tender offer is successful, the transaction is anticipated to close during the fiscal third quarter 2012.

Origio's Board of Directors recommends that shareholders accept the tender offer. In addition, Cooper has entered into soft pre-acceptances with certain Origio shareholders, representing in aggregate 15.1 million Origio shares, pursuant to which such shareholders have committed to tender 46.4% interest in Origio to the tender offer, subject to certain conditions.

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**Conference Call and Webcast**

An investor call hosted by Cooper and Origio concerning the offer will take place, Monday June 4, 2012 at 13:30 CEST. The dial in number is +47 23 162 950 and the pass code is 5562472#.

For a presentation on the tender offer of Origio, visit the Investor Relations section of the Company's website at [www.coopercos.com](http://www.coopercos.com).

**Information on the Tender Offer**

The complete details of the tender offer, including all terms and conditions, will be contained in an offer document to be sent to Origio shareholders following approval by the Oslo Stock Exchange.

The tender offer will be subject to the customary closing conditions being satisfied or waived, including valid acceptances in respect of a number of shares of Origio which exceeds 90% of the shares and voting rights in Origio on a fully diluted basis (excluding treasury shares), taking into account any financial instruments or agreements giving the holder a right to acquire shares.

This notification does not constitute a tender offer. The tender offer will only be made on the basis of the offer document and can only be accepted pursuant to the terms of such document.

UBS Investment Bank is acting as Financial Advisor to The Cooper Companies in connection with the tender offer and DNB Markets is acting as Domestic Financial Advisor and Receiving Agent.

**Forward-Looking Statements**

This news release contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. Statements relating to guidance, plans, prospects, goals, strategies, future actions, events or performance and other statements which are other than statements of historical fact, including our 2012 Guidance and all statements regarding anticipated growth in our revenue, expected results of operations and integration of any acquisition are forward-looking. To identify these statements look for words like "believes," "expects," "may," "will," "should," "could," "seeks," "intends," "plans," "estimates" or "anticipates" and similar words or phrases. Forward-looking statements necessarily depend on assumptions, data or methods that may be incorrect or imprecise and are subject to risks and uncertainties.

Among the factors that could cause our actual results and future actions to differ materially from those described in forward-looking statements are described in our Securities and Exchange Commission filings, including the "Business" and "Risk Factors" sections in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2011, as such Risk Factors may be updated in quarterly filings.

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CooperVision™

CooperSurgical



## Tender Offer for Origio

June 4, 2012



# Forward Looking Statements

This presentation contains forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995, including all revenue and earnings per share guidance, statements regarding anticipated closing of a transaction and the terms of a transaction, and other statements regarding anticipated results of operations, market conditions and integration of any acquisitions. Forward-looking statements necessarily depend on assumptions, data or methods that may be incorrect or imprecise and are subject to risks and uncertainties. Actual results and future actions of the Company could differ materially from the projections made in this presentation. Additional information concerning factors that could cause material differences can be found in Cooper's periodic filings with the Securities and Exchange Commission. This information is available publicly and on request from Cooper's Investor Relations department.

## Origio Overview

### ➤ Company Description

- Founded in 1987, Denmark-based Origio develops, manufactures and distributes highly specialized products that target in vitro fertilization (IVF) treatment with a goal to make fertility treatment safer, more efficient and convenient
- #1 market share position in the global IVF market<sup>1</sup>
- Well-developed sales and distribution organization; strong management team with industry expertise
- 2011 revenue of DKK 370 million (approximately US\$65 million)

### ➤ Product / Geographic Portfolio

- Extensive product portfolio: IVF media, ICS needles, retrieval needles, catheters and equipment
- Strong international market presence with sales offices in 13 countries and specialized manufacturing sites in three countries (headquartered in Copenhagen, Denmark)

### ➤ Other

- Publicly traded company listed on the Oslo Stock Exchange (OSE: ORO)
- Approximately 320 employees
- Company website at [www.origio.com](http://www.origio.com)



Note: 1. Market share based on annual sales. Global IVF market excludes pharmaceuticals.  
Source: Management estimates

## Global IVF Market Size<sup>1</sup> (2011E):

Approx. \$223M, up 12% YoY driven by geographic expansion

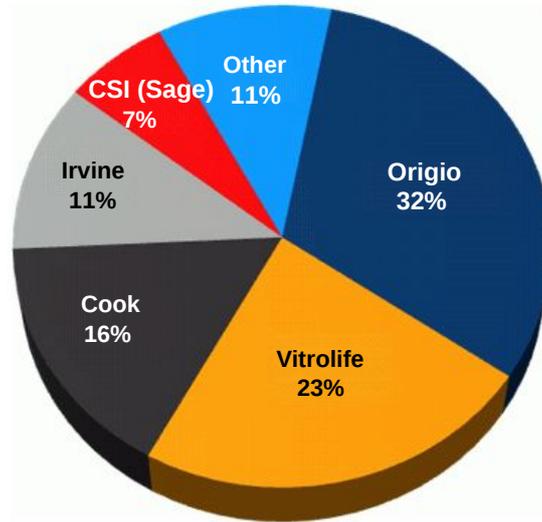
## Geographically Diversified Global Market:

Top Markets Include: U.S./Canada, Japan, China, India, France

## Call Points:

Approx. 2,700 IVF Centers Globally with approximately 450 in the U.S.

## Global IVF Market By Competitor<sup>1</sup>



Note: 1. Market share based on annual sales. Global IVF market excludes pharmaceuticals.  
Source: Management estimates

## Strategic Rationale

- **Strengthens CooperSurgical's women's healthcare franchise by providing significant scale to existing Fertility business**
  - Global market with strong growth characteristics
  - Recession resistant product portfolio
  - Limited reimbursement risk (US is primarily private pay)
  - Expanded international presence

## Financial Rationale

- **Effective utilization of available off-shore cash and credit facilities**

## Key Offer Terms

### ➤ Purchase Price

- NOK 28 per share all cash offer
  - US\$189M total purchase price (approx. \$151 million equity and \$38 million net debt)

### ➤ Financing

- Available off-shore cash and credit facilities

### ➤ EPS Impact

- Excluding one-time charges, neutral to fiscal 2012 EPS
- Excluding one-time charges, slightly accretive to fiscal 2013 EPS

### ➤ Process

- Expected/voluntary tender offer period June 4 – June 22
- Anticipated close during fiscal third quarter 2012

### ➤ Other

- Origio's board of directors unanimously recommend the offer which it believes to be attractive in terms of value and in the interest of shareholders, the employees and other stakeholders.
- Cooper has conditioned its offer on the tender of 90% of Origio's shares. Danish corporate law requires at least 90% share ownership to squeeze out minority shareholders who do not sell their shares in the tender offer.