

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0104 |
| Estimated average burden hours per response: | 0.5 |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | |
|---|--|--|---|
| 1. Name and Address of Reporting Person* <u>Auerbach Robert D</u> <hr/> (Last) (First) (Middle) C/O THE COOPER COMPANIES, INC. 6140 STONERIDGE MALL ROAD, SUITE 590 <hr/> (Street) PLEASANTON CA 94588 <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 07/11/2018 | 3. Issuer Name and Ticker or Trading Symbol <u>COOPER COMPANIES INC [COO]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, CSI | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,272 | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Restricted Stock Units | (1) | (2) | Common Stock 592 | (3) | D | |
| Employee Stock Option (Right to Buy) | (4) | 12/12/2027 | Common Stock 4,318 | 229.66 | D | |
| Employee Stock Option (Right to Buy) | (5) | 12/13/2026 | Common Stock 5,113 | 175.31 | D | |
| Employee Stock Option (Right to Buy) | (6) | 12/09/2025 | Common Stock 4,832 | 131.6 | D | |
| Restricted Stock Units | (7) | (2) | Common Stock 666 | (3) | D | |
| Employee Stock Option (Right to Buy) | (8) | 06/01/2028 | Common Stock 1,739 | 228.11 | D | |
| Restricted Stock Units | (9) | (2) | Common Stock 750 | (3) | D | |
| Restricted Stock Units | (10) | (2) | Common Stock 1,089 | (3) | D | |
| Restricted Stock Units | (11) | (2) | Common Stock 1,026 | (3) | D | |
| Restricted Stock Units | (12) | (2) | Common Stock 1,109 | (3) | D | |
| Restricted Stock Units | (13) | (2) | Common Stock 1,026 | (3) | D | |
| Restricted Stock Units | (10) | (2) | Common Stock 435 | (3) | D | |
| Restricted Stock Units | (11) | (2) | Common Stock 228 | (3) | D | |

Explanation of Responses:

- 12/12/17 Exec Grant-3 yr cliff: The grant will vest 100% on 2/1/2021.
- RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- 12/12/17 NQ Grant: The options will vest in equal increments on the first through the fifth anniversaries of the date of grant.
- 12/13/16 NQ Grant: The options will vest in equal increments over five years measured from the date of grant as follows: 1/5 shall vest on 12/13/17; 1/5 shall vest on 12/13/18; 1/5 shall vest on 12/13/19; 1/5 shall vest on 12/13/20 and 1/5 shall vest on 12/13/21.
- 12/9/15 NQ Grant: The options will vest in equal increments over five years measured from the date of grant as follows: 1/5 shall vest on 12/9/16; 1/5 shall vest on 12/9/17; 1/5 shall vest on 12/9/18; 1/5 shall vest on 12/9/19 and 1/5 shall vest on 12/9/20.

7. 2/1/2017 RSU Grant - Vest Date: The grant vests 100% on February 1, 2020.
8. 6/1/18 NQ Grant (mod anni vest): The options will vest in equal increments over five years measured from the date of grant as follows: 1/3 shall vest on 6/1/2021; 1/3 shall vest on 6/1/2022 and 1/3 shall vest on 6/1/2023.
9. Grant Date 12/11/13 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/15, 1/8/16, 1/8/17, 1/8/18 and 1/8/19.
10. 12/12/17 RSU Grant - Vesting Date: The grant vests in equal portions on the following dates: 1/8/19, 1/8/20, 1/8/21, 1/8/22 and 1/8/23.
11. 12/13/16 RSU Grant - Vesting Date: The grant vests in equal portions on the following dates: 1/8/18, 1/8/19, 1/8/20, 1/8/21 and 1/8/22.
12. 12/9/14 RSU Grant - Vesting Date: The grant vests in equal portions on the following dates: 1/8/16, 1/8/17, 1/8/18, 1/8/19 and 1/8/20.
13. 12/9/15 RSU Grant - Vesting Date: The grant vests in equal portions on the following dates: 1/8/17, 1/8/18, 1/8/19, 1/8/20 and 1/8/21.

/s/ Robert D. Auerbach, M.D. 07/17/2018

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.