
**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): February 16, 2024

THE COOPER COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-08597
(Commission
File Number)

94-2657368
(IRS Employer
Identification No.)

6101 Bollinger Canyon Road, Suite 500, San Ramon, California 94583
(Address of principal executive offices, including Zip Code)

(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.10 par value	COO	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 13(a) of the Exchange Act.

Item 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 15, 2024, The Cooper Companies, Inc. (the “Company”) filed a certificate of amendment to the Company’s Second Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware to effect a four-for-one split (the “Stock Split”) of the Company’s common stock, par value \$0.10 per share (the “Common Stock”), without any change to its par value. Additionally, pursuant to the Certificate of Amendment, the number of authorized shares of the Company’s Common Stock was proportionately increased from 120,000,000 to 480,000,000 in connection with the Stock Split. The Stock Split was approved by the Company’s board of directors on December 6, 2023. Pursuant to Section 242(d) of the General Corporation Law of the State of Delaware, stockholder approval is not required in connection with the foregoing.

The Stock Split became effective at 5:00 p.m., Eastern Time, on February 16, 2024. Trading of the Common Stock on the Nasdaq Global Select Market is expected to commence on a Stock Split-adjusted basis when the market opens on February 20, 2024, under the existing trading symbol “COO.” The new CUSIP number for the Common Stock following the Stock Split is 216648501.

As a result of the Stock Split, every one (1) share of Common Stock issued and outstanding was automatically divided into four (4) shares of Common Stock. The Stock Split is a mandatory exchange. The Stock Split does not modify any rights or preferences of the shares of the Common Stock. Proportionate adjustments will be made to the per share exercise prices and the number of shares underlying the Company’s outstanding equity awards, as applicable, as well as to the number of shares issuable under the Company’s equity incentive plans. The Common Stock issued pursuant to the Stock Split remains fully paid and non-assessable.

The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Equiniti Trust Company LLC (“Equiniti”), the Company’s transfer agent, is acting as the exchange agent for the Stock Split. Stockholders of record holding certificates representing pre-Stock Split shares of Common Stock will receive a letter of transmittal from Equiniti with instructions on how to surrender certificates representing pre-Stock Split shares. Stockholders should not send in their pre-Stock Split certificates until they receive a letter of transmittal from Equiniti. Stockholders with book-entry shares or who hold their shares through a bank, broker or other nominee will not need to take any action. All stockholders will receive their post-Stock Split shares in book-entry form and will be receiving a statement from Equiniti regarding their Common Stock ownership post-Stock Split.

Item 8.01. Other Events.

On February 15, 2024, the Company issued a press release announcing the Stock Split. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
3.1	Certificate of Amendment to Second Restated Certificate of Incorporation of The Cooper Companies, Inc.
99.1	Press Release dated February 15, 2024 of The Cooper Companies, Inc.
104.1	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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/ Nicholas S. Khadder
Nicholas S. Khadder
General Counsel & Corporate Secretary

Dated: February 16, 2024

**CERTIFICATE OF AMENDMENT TO
SECOND RESTATED CERTIFICATE OF INCORPORATION
OF
THE COOPER COMPANIES, INC.**

The Cooper Companies, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: That Paragraph (a) of Article IV of the Second Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

“(a) Number of Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 481,000,000 consisting of (i) 480,000,000 shares of Common Stock ("Common Stock"), each share having a par value of \$.10, and (ii) 1,000,000 shares of Preferred Stock ("Preferred Stock"), each share having a par value of \$.10. Effective as of 5:00 p.m., Eastern Time, on February 16, 2024 (the "Effective Time"), each issued and outstanding share of the Corporation's Common Stock shall be divided into four (4) validly issued, fully paid and non-assessable shares of Common Stock reflecting a four (4) for one (1) stock split (the "Stock Split"). The Stock Split shall occur without any further action on the part of the Corporation or the holders of shares of Common Stock and whether or not certificates representing such holders' shares prior to the Stock Split are surrendered for cancellation.”

SECOND: The said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed on this 15th day of February, 2024.

By:

/s/ Albert G. White, III

Albert G. White, III

President & Chief Executive Officer



PRESS RELEASE

CooperCompanies 4-for-1 Stock Split Effective Friday (2/16)

SAN RAMON, Calif., February 15, 2024 - CooperCompanies (Nasdaq: COO) today announced that its four-for-one stock split will become effective on Friday, February 16, 2024, at 5:00 PM ET, and trading is expected to begin on a stock split-adjusted basis at market open on Tuesday, February 20, 2024, under the existing trading symbol "COO". The stock split supports Cooper's desire to make ownership of its stock more accessible to employees and investors.

Cooper previously announced on its fourth quarter 2023 earnings release dated December 7, 2023, that it would implement the stock split of its outstanding shares of common stock, as approved by its board of directors. The stock split is a mandatory exchange. The new CUSIP number for Cooper's common stock following the split will be 216648501.

About CooperCompanies

CooperCompanies (Nasdaq: COO) is a leading global medical device company focused on improving lives one person at a time. The Company operates through two business units, CooperVision and CooperSurgical. CooperVision is a trusted leader in the contact lens industry, improving the vision of millions of people every day. CooperSurgical is a leading fertility and women's health company dedicated to assisting women, babies and families at the healthcare moments that matter most. Headquartered in San Ramon, CA, CooperCompanies ("Cooper") has a workforce of more than 15,000 with products sold in over 130 countries. For more information, please visit www.coopercos.com.

Forward-Looking Statements

This press release contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. Certain statements including, without limitation, statements regarding the expected timing and impact of the stock split are "forward-looking statements" that are subject to risks and uncertainties. Various important factors could cause results to differ materially, including the risks identified in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the fiscal year ended October 31, 2023, as such disclosures may be updated in annual and 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.

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