

UNITED STATES
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)
October 18, 2004

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
(Address of principal executive offices)

94588
(Zip Code)

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

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing 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 1.01. Entry Into a Material Definitive Agreement.

On October 18, 2004, the parties to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of July 28, 2004, by and among The Cooper Companies, Inc., a Delaware corporation ("Parent"), TCC Acquisition Corp., a Delaware corporation and wholly owned subsidiary of Parent ("Merger Sub") and Ocular Sciences, Inc., a Delaware corporation ("Ocular"), entered into that certain Amendment No. 1 to the Agreement and Plan of Merger (the "Amendment"). The Amendment revises provisions relating to the termination fee payable by Parent or Ocular in certain circumstances under the Merger Agreement, to change the amount of such fee from \$35 million to \$30.8 million. A copy of the Amendment is attached hereto as Exhibit 2.1 and is incorporated by reference herein.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is filed as an exhibit to this report, and to the Merger Agreement, which is filed as Exhibit 2.1 to Parent's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 29, 2004 and incorporated by reference herein. There can be no assurance that the transactions contemplated by the Merger Agreement and the Amendment will be consummated.

ITEM 9.01. Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
2.1	Amendment No. 1 to Agreement and Plan of Merger, dated as of October 18, 2004, by and among The Cooper Companies, Inc., TCC Acquisition Corp. and Ocular Sciences, 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/ Carol R. Kaufman

Carol R. Kaufman
Vice President of Legal Affairs, Secretary
and Chief Administrative Officer

Dated: October 18, 2004

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
2.1	Amendment No. 1 to Agreement and Plan of Merger, dated as of October 18, 2004, by and among The Cooper Companies, Inc., TCC Acquisition Corp. and Ocular Sciences, Inc.

**AMENDMENT NO. 1 TO
AGREEMENT AND PLAN OF MERGER**

THIS AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF MERGER, dated as of October 18, 2004 (this "Amendment"), by and among THE COOPER COMPANIES, INC., a Delaware corporation ("Parent"), TCC ACQUISITION CORP., a Delaware corporation and a direct wholly owned subsidiary of Parent ("Merger Sub"), and OCULAR SCIENCES, INC., a Delaware corporation (the "Company"). Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Merger Agreement (as defined below).

WHEREAS, Parent, Merger Sub and the Company have entered into that certain Agreement and Plan of Merger dated July 28, 2004 (the "Merger Agreement"); and

WHEREAS, in accordance with Section 8.3 of the Merger Agreement, the parties wish to amend the Merger Agreement, as set forth below.

NOW, THEREFORE, in consideration of the mutual agreements, covenants and considerations contained herein, the parties hereby agree as follows:

Section 1 Amendment to Section 8.2(e)

The parties hereby agree that Section 8.2(e) of the Merger Agreement shall be amended to replace the words "termination fee of \$35,000,000" therein with the words "termination fee of \$30,800,000".

Section 2 Amendment to Section 8.2(f)

The parties hereby agree that Section 8.2(f) of the Merger Agreement shall be amended to replace the words "termination fee of \$35,000,000" therein with the words "termination fee of \$30,800,000".

Section 3 No Other Changes

Except as specifically amended and modified by this Amendment, the Merger Agreement shall continue in full force and effect.

Section 4 Governing Law

THIS AMENDMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK APPLICABLE TO CONTRACTS MADE AND TO BE PERFORMED ENTIRELY WITHIN SUCH STATE, WITHOUT REGARD TO THE CONFLICTS OF LAW RULES OF SUCH STATE, EXCEPT TO THE EXTENT THAT THE DGCL MANDATORILY APPLY TO THE MERGER.

Section 5 Counterparts

This Amendment may be executed in two or more counterparts, and by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 1 to Agreement and Plan of Merger to be executed as of the date first written above by their respective officers thereunto duly authorized.

THE COOPER COMPANIES, INC.

By: /s/ Carol R. Kaufman

Name: Carol R. Kaufman
Title: Vice President of Legal Affairs, Secretary and Chief
Administrative Officer

TCC ACQUISITION CORP.

By: /s/ Carol R. Kaufman

Name: Carol R. Kaufman
Title: Vice President and Secretary

OCULAR SCIENCES, INC.

By: /s/ Steven M. Neil

Name: Steven M. Neil
Title: Executive Vice President,
Chief Financial Officer and Secretary

[Amendment No. 1 to Merger Agreement]