

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT****Under
The Securities Act of 1933****THE COOPER COMPANIES, INC.**

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)6140 Stoneridge Mall Road
Suite 590
Pleasanton, California 94588
(Address of principal executive offices)94-2657368
(I.R.S. Employer
Identification Number)

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

**THE COOPER COMPANIES, INC.
AMENDED AND RESTATED 2001 LONG TERM INCENTIVE PLAN**

(Full title of the Plan)

CAROL R. KAUFMAN
Vice President of Legal Affairs, Secretary and
Chief Administrative Officer
THE COOPER COMPANIES, INC.
6140 Stoneridge Mall Road, Suite 590
Pleasanton, CA 94588
(925) 460-3600
(Name, address and telephone number, including area code, of agent for service)**Copies to:****LAURA GABRIEL, ESQ.**
DANIEL MCBRIDE, ESQ.
LATHAM & WATKINS LLP
505 Montgomery Street, Suite 1900
San Francisco, CA 94111
(415) 391-0600**Calculation of Registration Fee**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock \$.10 par value	3,300,000	\$ 29.50(2) \$ 29.67(2)	\$ 97,870,540(2)	\$7,917.73(2)
Preferred Stock Purchase Rights	1,650,000	(3)	(3)	(3)

- (1) This registration statement shall also cover any additional shares of common stock which become issuable under The Cooper Companies, Inc. Amended and Restated 2001 Long Term Incentive Plan by reason of any stock dividend, stock split, recapitalization or similar transaction effected without The Cooper Companies, Inc.'s receipt of consideration which would increase the number of outstanding shares of common stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act. The Proposed Maximum Offering Price Per Share is based on (a) the exercise price of \$29.50 for outstanding options for 238,000 shares, and (b) for the remaining 3,062,000 shares, \$29.67 per share, which represents the average of the high (\$30.19) and low (\$29.15) prices for The Cooper Companies, Inc.'s common stock quoted on the New York Stock Exchange, Inc. on March 31, 2003.
- (3) Attached to and trading with each share of common stock is one half of a right. Each one half of a right entitles the holder, under the circumstances set forth in the Rights Agreement, dated as of October 29, 1997, between The Cooper Companies and American Stock Transfer & Trust Company, as amended, to purchase 1/200 of a share of Series A Junior Participating Preferred Stock. Value attributable to such preferred stock purchase rights, if any, is reflected in the market price of the common stock.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

REGISTRATION OF ADDITIONAL SECURITIES

By a registration statement on Form S-8 filed with the Securities and Exchange Commission on August 20, 2001, Registration File No. 333-67954, The Cooper Companies, Inc., a Delaware corporation, previously registered 700,000 shares of common stock, par value \$.10 per share, reserved for issuance from time to time in connection with The Cooper Companies, Inc. 2001 Long Term Incentive Plan. On November 22, 2002 this amount was adjusted to 1,400,000 in connection with the Company's two-for-one stock split. The plan has been amended to increase the number of shares of common stock issuable under the plan by 3,300,000 shares to 4,700,000 shares. Under this registration statement, we are registering the additional 3,300,000 shares of the common stock issuable under the plan. The contents of the registration statement no. 333-67954 are incorporated by reference herein.

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed with the Securities and Exchange Commission by The Cooper Companies, Inc. are incorporated by reference in this registration statement:

- (a) Our Annual Report on Form 10-K for the fiscal year ended October 31, 2002;
- (b) The portions of our Annual Report to Stockholders for the fiscal year ended October 31, 2002 that were incorporated by reference into our October 31, 2002 Form 10-K;
- (c) The portions of the Proxy Statement for our March 25, 2003 Annual Meeting of stockholders that were incorporated by reference into our October 31, 2002 Form 10-K;
- (d) Our Quarterly Report on Form 10-Q for the period ended January 31, 2003;
- (e) Our Current Reports on Form 8-K filed on November 6, 2002, November 22, 2002, December 27, 2002, February 3, 2003, February 27, 2003 and April 3, 2003;
- (f) The description of our Common Stock contained in our registration statement on Form 8-A filed October 28, 1983; and
- (g) The description of the preferred stock purchase rights contained in our registration statement on Form 8-A filed November 3, 1997.

All documents filed by us pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this registration statement, and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this registration statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statements. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

ITEM 8. EXHIBITS

- 4.1 Restated Certificate of Incorporation, as partially amended, incorporated by reference to Exhibit 4(a) to The Cooper Companies, Inc.'s registration statement on Form S-3 (No. 33-17330) and Exhibits 19(a) and 19(c) to our Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 1988.
- 4.2 Certificate of Amendment of Restated Certificate of Incorporation dated June 27, 1987, incorporated by reference to Exhibit 19 to our Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 1987.
- 4.3 Certificate of Amendment of Restated Certificate of Incorporation dated September 21, 1995, incorporated by reference to Exhibit 3.2 to our Annual Report on Form 10-K for the fiscal year ended October 31, 1995.
- 4.4 Certificate of Amendment of Certificate of Incorporation dated May 24, 2000, incorporated by reference to Exhibit 3.4 to our Annual Report on Form 10-K for the fiscal year ended October 31, 2000.
- 4.5 Fourth Certificate of Amendment of Restated Certificate of Incorporation filed with the Delaware Secretary of State on March 26, 2003.
- 4.6 Certificate of Elimination of Series A Junior Participating Preferred Stock of The Cooper Companies, Inc. filed with the Delaware Secretary of State on October 30, 1997, incorporated by reference to Exhibit 4.1 on Form 10-K for fiscal year ended October 31, 1997.
- 4.7 Certificate of Designations of Series A Junior Participating Preferred Stock of The Cooper Companies, Inc., incorporated by reference to Exhibit 4.0 to our Current Report on Form 8-K dated October 29, 1997.
- 4.8 Certificate of Increase of Series A Junior Participating Preferred Stock of The Cooper Companies, Inc. filed with the Delaware Secretary of State on March 26, 2003.
- 4.9 Amended and Restated By-Laws of The Cooper Companies, Inc. dated December 16, 1999, incorporated by reference to Exhibit 3.3 to our Annual Report on Form 10-K for the fiscal year ended October 31, 1999.
- 4.10 Rights Agreement, dated as of October 29, 1997, between The Cooper Companies, Inc. and American Stock Transfer & Trust Company, incorporated by reference to Exhibit 4.0 to The Cooper Companies, Inc.'s Current Report on Form 8-K dated October 29, 1997.
- 4.11 Amendment No. 1 to Rights Agreement dated September 26, 1998, incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K dated September 25, 1998.
- 4.12 The Cooper Companies, Inc. Amended and Restated 2001 Long Term Incentive Plan, incorporated by reference to Exhibit A to The Cooper Companies, Inc.'s Proxy Statement for its Annual Meeting of stockholders held on March 25, 2003 on Form 14A filed on February 7, 2003.
- 5.1 Opinion of Latham & Watkins LLP.

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- 23.1 Consent of Independent Auditors.
 - 23.2 Consent of Latham & Watkins LLP (included in Exhibit 5.1).
 - 24.1 Power of Attorney (included in the signature page to this registration statement).

/s/ Stephen C. Whiteford

(Stephen C. Whiteford)

Vice President and Corporate Controller
(Principal Accounting Officer)

/s/ Allan E. Rubenstein, M.D.

(Allan E. Rubenstein, M.D.)

Vice Chairman of the Board of Directors

/s/ Michael H. Kalkstein

(Michael H. Kalkstein)

Director

/s/ Moses Marx

(Moses Marx)

Director

/s/ Donald Press

(Donald Press)

Director

/s/ Steven Rosenberg

(Steven Rosenberg)

Director

/s/ Stanley Zinberg, M.D.

(Stanley Zinberg, M.D.)

Director

THE COOPER COMPANIES, INC.

EXHIBIT INDEX

Description of Exhibit

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- 4.7 Certificate of Designations of Series A Junior Participating Preferred Stock of The Cooper Companies, Inc., incorporated by reference to Exhibit 4.0 to our Current Report on Form 8-K dated October 29, 1997.
- 4.8 Certificate of Increase of Series A Junior Participating Preferred Stock of The Cooper Companies, Inc. filed with the Delaware Secretary of State on March 26, 2003.
- 4.9 Amended and Restated By-Laws of The Cooper Companies, Inc. dated December 16, 1999, incorporated by reference to Exhibit 3.3 to our Annual Report on Form 10-K for the fiscal year ended October 31, 1999.
- 4.10 Rights Agreement, dated as of October 29, 1997, between The Cooper Companies, Inc. and American Stock Transfer & Trust Company, incorporated by reference to Exhibit 4.0 to The Cooper Companies, Inc.'s Current Report on Form 8-K dated October 29, 1997.
- 4.11 Amendment No. 1 to Rights Agreement dated September 26, 1998, incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K dated September 25, 1998.
- 4.12 The Cooper Companies, Inc. Amended and Restated 2001 Long Term Incentive Plan, incorporated by reference to Exhibit A to The Cooper Companies, Inc.'s Proxy Statement

Description of Exhibit

for its Annual Meeting of stockholders held on March 25, 2003 on Form 14A filed on February 7, 2003.

- 5.1 Opinion of Latham & Watkins LLP.
- 23.1 Consent of Independent Auditors.
- 23.2 Consent of Latham & Watkins LLP (included in Exhibit 5.1).
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**FOURTH CERTIFICATE OF AMENDMENT
TO THE 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:

1. The name of the Corporation is The Cooper Companies, Inc. and the Certificate of Incorporation was originally filed with the Secretary of State of the State of Delaware on March 4, 1980 under the name "CooperVision, Inc." Said Certificate of Incorporation was restated on December 20, 1982.

2. Article IV(a) of the Restated Certificate of Incorporation is hereby amended and restated 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 71,000,000 consisting of (i) 70,000,000 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."

3. This Certificate of Amendment has been duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware. The Board of Directors of the Corporation adopted resolutions setting forth this amendment, declaring this amendment to be advisable and calling for submission of this amendment to the stockholders of the Corporation for consideration at the Corporation's annual meeting. The stockholders of the Corporation approved this amendment at the Corporation's annual meeting, which was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Restated Certificate of Incorporation to be executed by a duly authorized officer of the Corporation on this 25th day of March, 2003.

THE COOPER COMPANIES, INC.

By: /s/ Carol R. Kaufman

Carol R. Kaufman
Its: Vice President

**CERTIFICATE OF INCREASE OF
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK
OF
THE COOPER COMPANIES, INC.**

(Pursuant to Section 151 of the General Corporation Law of the State of Delaware)

The Cooper Companies, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), in accordance with the provisions of Section 151(g) thereof, does hereby certify that:

1. Pursuant to the authority conferred upon the Board of Directors by the Restated Certificate of Incorporation of the Corporation, the Corporation's Board of Directors of has adopted the following resolution increasing the number of authorized shares of Series A Junior Participating Preferred Stock of the Corporation:

RESOLVED, that, subject to the approval of the amendment to Article IV(a) of the Corporation's Restated Certificate of Incorporation by the stockholders entitled to vote thereon, the number of shares of preferred stock of the Corporation designated as Series A Junior Participating Preferred Stock shall be increased from 200,000 to 300,000; and be it further

RESOLVED, that, subject to the approval of the amendment to Article IV(a) of the Corporation's Restated Certificate of Incorporation by the stockholders entitled to vote thereon, the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to file with the Secretary of State of the State of Delaware a Certificate of Increase increasing the number of shares of Series A Junior Participating Preferred Stock to 300,000 and to take any and all other actions deemed necessary or appropriate to effectuate this resolution.

2. On March 25, 2003, at an annual meeting of stockholders duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, a majority of the stockholders of the Corporation approved the aforesaid amendment to Article IV(a) of the Corporation's Restated Certificate of Incorporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Increase of Series A Junior Participating Preferred Stock to be executed by a duly authorized officer of the Corporation on this 25th day of March, 2003.

THE COOPER COMPANIES, INC.

By: /s/ Carol R. Kaufman

Carol R. Kaufman
Its: Vice President

April 7, 2003

The Cooper Companies, Inc.
6140 Stoneridge Mall Road, Suite 590
Pleasanton, California 94588

Re: Registration Statement on Form S-8; 3,300,000 additional shares of Common Stock, par value \$.10 per share

Ladies and Gentlemen:

In connection with the registration of 3,300,000 additional shares of common stock of The Cooper Companies, Inc. (the "Company"), par value \$.10 per share (the "Shares"), issuable under The Cooper Companies, Inc. Amended and Restated 2001 Long Term Incentive Plan (the "Plan"), and 1,650,000 rights (the "Rights") to acquire an aggregate of 16,500 shares of the Company's Series A Junior Participating Preferred Stock attached to the Shares, under the Securities Act of 1933, as amended (the "Act"), on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on April 7, 2003 (the "Registration Statement"), you have requested our opinion with respect to the matters set forth below.

In our capacity as your special counsel in connection with such registration, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares and, for the purposes of this opinion, have assumed with respect to the issuance or sale of the Shares that such proceedings will be timely completed in the manner presently proposed. In addition, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter.

We are opining herein as to the effect on the subject transaction only of the General Corporation Law of the State of Delaware, and we express no opinion with respect to the applicability thereto, or the effect thereon, of any other laws.

Subject to the foregoing, it is our opinion that, as of the date hereof:

1. The Shares have been duly authorized by all necessary corporate action of the Company, and, upon issuance, delivery and payment therefor in the manner contemplated by the Plan, and assuming the Company completes all actions and proceedings required on its part to be taken prior to the issuance

LATHAM & WATKINS LLP

and delivery of the Shares pursuant to the terms of the Plan, including, without limitation, collection of required payment for the Shares, the Shares will be validly issued, fully paid and non-assessable.

2. The Rights have been duly authorized for issuance by all necessary corporate action of the Company, and, assuming the Shares bear the legend required by the Rights Agreement dated as of October 29, 1997, as amended, between the Company and American Stock Transfer & Trust Company, the Rights will be validly issued.

We consent to your filing this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Latham & Watkins LLP

Consent of Independent Auditors

The Board of Directors
The Cooper Companies, Inc.:

We consent to the use of our reports incorporated herein by reference.

/s/ KPMG LLP
San Francisco, California
April 2, 2001