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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): March 11, 1999

THE COOPER COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	1-8597	94-2657368
(State or other jurisdiction of incorporation)	(Commission File Number)	(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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ITEM 5. OTHER EVENTS.

On March 11, 1999, The Cooper Companies, Inc. (the "Company") issued a press release announcing that CooperVision, its contact lens business, had been notified by its Japanese marketing partner, Rohto Pharmaceutical Co., Ltd. that the Japanese Ministry of Health and Welfare cleared Rohto to market Cooper's spherical and toric contact lenses.

On March 15, 1999, the Company issued a press release announcing it had signed a definitive agreement to sell the remainder of its Hospital Group of America psychiatric services business to Universal Health Services Inc.

On March 19, 1999, the Company issued a press release reporting on its Annual Meeting of Stockholders held March 18, 1999.

These three press releases are filed as exhibits hereto and are incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

Exhibit No.	Description
- - - - -	- - - - -
99.1	Press Release dated March 11, 1999 of The Cooper Companies, Inc.
99.2	Press Release dated March 15, 1999 of The Cooper Companies, Inc.
99.3	Press Release dated March 19, 1999 of The Cooper Companies, 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/ Stephen C. Whiteford

Stephen C. Whiteford
Vice President and
Corporate Controller
(Principal Accounting Officer)

Dated: March 23, 1999

STATEMENT OF DIFFERENCES

The registered trademark symbol shall be expressed as.....'r'

EXHIBIT INDEX

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FOR IMMEDIATE RELEASE

CONTACT:
NORRIS BATTIN
nbattin@usa.net

COOPER COMPANIES' UNIT CLEARED TO MARKET CONTACT LENSES IN JAPAN

IRVINE, Calif., March 11, 1999 - The Cooper Companies, Inc. (NYSE/PCX: COO) announced today that CooperVision (CVI), its contact lens business, has been notified by its Japanese marketing partner, Rohto Pharmaceutical Co., Ltd., that the Japanese Ministry of Health and Welfare has cleared Rohto to market Cooper's spherical and toric contact lenses that are manufactured using the tetrafilcon-A polymer. Rohto expects to launch the product line this coming July in Japan.

With approximately 10 million contact lens wearers, Japan is the second largest contact lens market in the world after the United States, and soft contact lenses continue to grow in popularity. According to industry estimates, in 1998, more than 50% of the Japanese population fit with contact lenses for the first time chose soft lenses. Within the next five years, Japan's population of contact lens wearers is expected to mirror that of other major countries, with 80% to 90% of contact lens patients wearing soft lenses.

CooperVision estimates that the total market for contact lenses in Japan will virtually double to \$1.2 billion by 2003. Soft spherical contact lenses to correct near- and farsightedness are expected to command the majority of the market.

The market for soft toric lenses that also correct astigmatism is currently small but is expected to grow rapidly, reaching about \$120 million in 2003. The incidence of both myopia and astigmatism in Japan is the highest in the world and about three-fourths of the myopic population also require an astigmatic correction. CooperVision is the world's fastest growing manufacturer of soft toric contact lenses.

Rohto Pharmaceutical Company, Ltd. is a leading manufacturer of contact lens care products, holding a significant share of the market for non-prescription ophthalmic products in Japan. Rohto's revenue approaches \$400 million, most originating in Pacific Rim countries. Non-prescription ophthalmic products account for about half of its sales. Rohto plans to capitalize on their well-established eyecare and contact lens care brands and use a combination of professional and consumer promotion to introduce the new contact lens products.

Under the terms of their agreement, CooperVision will receive manufacturing profit from the products it sells to Rohto for marketing in Japan.

Rohto's shares are traded publicly in Japan. It has major manufacturing facilities in Japan and the United States and other facilities in over 20 countries.

Forward Looking Statements

Statements in this report not based on historical fact may be "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. They include words like "may," "will," "expect," "estimate," "anticipate," "continue" or similar terms and reflect Cooper's current analysis of existing trends. Actual results could differ materially from those indicated due to: major changes in business conditions and the economy, loss of key senior management, major disruptions in the operations of Cooper's manufacturing facilities or hospitals, new competitors or technologies, significant disruptions caused by the failure of third parties to address the Year 2000 issue or by unforeseen delays in completing Cooper's Year 2000 compliance program, acquisition integration costs, foreign currency exchange exposure including the potential impact of the Euro, investments in research and development and other start-up projects, dilution to earnings per share from acquisitions or issuing stock, regulatory issues, significant environmental clean-up costs above those currently accrued, costs of litigation and business divestitures, and items listed in Cooper's SEC reports, including the section titled "Business" in its Annual Report on Form 10-K for the year ended October 31, 1998.

The Cooper Companies, Inc. and its subsidiaries develop, manufacture and market specialty healthcare products.

CooperVision, Inc., headquartered in Irvine, Calif., with manufacturing facilities in Huntington Beach, Calif., Rochester, N.Y., Toronto Canada and Hamble, England, markets a broad range of contact lenses for the vision care market. CooperSurgical, Inc., headquartered in Shelton, Conn., markets diagnostic and surgical instruments and accessories for the women's healthcare market. Corporate offices are located in Irvine and Pleasanton, Calif.

NOTE: A toll free interactive telephone system at 1-800-334-1986 provides stock quotes, recent press releases and financial data. Cooper's Internet address is www.coopercos.com.

CONTACT:
NORRIS BATTIN
nbattin@usa.net

FOR IMMEDIATE RELEASE

COOPER SIGNS AGREEMENT TO SELL HOSPITAL BUSINESS TO UNIVERSAL HEALTH SERVICES

IRVINE, Calif., March 15, 1999 - The Cooper Companies, Inc. (NYSE/PCX: COO) announced today that it had signed a definitive agreement to sell the remainder of its Hospital Group of America (HGA) psychiatric services business to Universal Health Services, Inc. (NYSE: UHS). Cooper expects the transaction to close by April 30, 1999. The agreement calls for Universal to pay Cooper \$27 million at closing, plus up to an additional \$3 million if certain contingencies are met.

Commenting on the use of proceeds when the transaction closes, A. Thomas Bender, Cooper's Chief Executive Officer said, "We intend to use the cash either to repay debt or make other investments that meet our hurdle rates. If we were to use the entire amount to reduce debt, we would add \$1.8 million in pretax profit to continuing operations going forward or about \$.08 per share to after tax earnings."

After the closing, Cooper will be a pure medical device company competing in two attractive markets, vision care and women's healthcare.

In the fourth quarter of 1998, Cooper declared HGA a discontinued operation and, in January, sold HGA's MeadowWood Hospital to Focus Healthcare, LLC for approximately \$5 million in cash and trade receivables.

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THE COOPER COMPANIES, INC., HOLDS ANNUAL MEETING OF STOCKHOLDERS

Plans New Contact Lens Product Introductions

IRVINE, Calif., March 19, 1999--At its annual meeting held yesterday in New York City, stockholders of the Cooper Companies, Inc. (NYSE/PCX: C00) elected eight directors, approved an increase in the number of authorized shares of common stock to 40 million and ratified the appointment of KPMG, LLP as the Company's auditors for fiscal 1999.

In his remarks to stockholders, A. Thomas Bender, chief executive officer, said that Cooper had three major business objectives: to increase revenue and earnings 20% per year for the next five years; to become the global leader in the toric soft contact lens market within the next two years; and to grow the CooperSurgical division from its current level of \$30 million to \$100 million in five years through continued internal growth, including our recently introduced new products, and selective acquisitions.

"I expect that revenue at CooperVision," said Bender, "can continue to achieve 15% to 20% growth per year over the next five years. Toric revenue growth should continue to be strong as we close in on the leading market share position in the U.S. During 1999 and 2000, we have scheduled over 30 separate new contact lens product introductions in markets around the world and, as recently announced, we plan to enter the Japanese market with both toric and spherical lenses this July."

CooperVision's new product program has four major components. The first is to complete the worldwide roll out of the existing CooperVision toric lens line--first in Europe, then in Japan and Australia--during 1999. Second is the launch of a new cast molded toric lens in the Frequency'r' line, beginning late 1999. It will compete in the lower-priced, lower-featured segment of the toric market, initially in Europe and North America, with Asian markets following in late 2000.

The third new product is Frequency'r' AB. This spherical lens features an improved optical design that can improve visual acuity for many contact lens patients who wear disposable lenses. Some myopic (nearsighted) wearers will enjoy sharper, crispier vision. In addition, lens wearers with a small amount of

uncorrected astigmatism can experience improved visual acuity with Frequency AB and may not need a more expensive toric lens. Initial marketing has begun in Europe and will continue throughout 1999. A North American launch date has not yet been set.

CooperVision's fourth new product, Frequency'r' UV, features an ultra-violet light blocking agent in the lens material. It is currently available in many smaller markets overseas and will be launched in the major European markets during 1999.

Noting the Company's recent announcement that it had signed a definitive agreement to sell its Hospital Group of America psychiatric services business to Universal Health Care Systems, Inc. (NYSE: UHS), Bender said, "After the closing, Cooper will be a pure medical device company competing in two attractive markets, vision care and women's healthcare.

"We intend to use the proceeds either to repay debt or make other investments that meet our hurdle rates. If we were to use the entire amount to reduce debt, we would add \$1.8 million in pretax profit to continuing operations going forward or about \$.08 per share to after tax earnings.

"During 1998," Bender concluded, "We consolidated our strategic direction into one healthcare sector and simplified our financial reporting going forward. We now state our earnings per share on an after tax basis, even though, because of our NOLs, we will not use cash to pay federal taxes until 2002. Cooper should now be easier to understand and more directly comparable to its peer companies, and I am optimistic about improved visibility within the investment community."

Board of Directors and Officers

Cooper's stockholders re-elected Allan E. Rubenstein chairman. Dr. Rubenstein is president of WorldCare Imaging, Inc., and a member of the faculty of the Mt. Sinai School of Medicine and the Mt. Sinai Neurofibromatosis Research and Treatment Center.

The stockholders also elected to the board of directors: A. Thomas Bender, president and chief executive officer of the Company; Michael H. Kalkstein, a partner in the law firm of Graham & James, LLP; Moses Marx, general partner of United Equities Company and president of Momar Corp; Donald Press, executive vice president of Broadway Management Company, Inc., and principal in the firm of Donald Press, P. C.; Steven Rosenberg, acting president and chief financial officer of Cooper Life Sciences, Inc.; Robert S. Weiss, executive vice president, treasurer and chief financial officer of the Company; and Stanley Zinberg, M. D., director of practice activities for the American College of Obstetricians and Gynecologists.

After the stockholders' meeting, the board elected the officers of the Company: A. Thomas Bender, president and chief executive officer; Robert S. Weiss, executive vice president,

treasurer and chief financial officer, B. Norris Battin, vice president investor relations and communications, Gregory A. Fryling, vice president business development; Carol R. Kaufman, vice president of legal affairs, secretary and chief administrative officer and Stephen C. Whiteford, vice president and corporate controller.

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