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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): October 26, 1998

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 94588  
(Address of principal executive offices)

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

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ITEM 5. Other Events.

By order dated October 26, 1998, (the "Order") the Delaware Chancery Court dismissed the action entitled Tauber v. The Cooper Companies, Inc. et al., without prejudice to the putative class. The plaintiff had voluntarily sought the dismissal, with plaintiff and defendants bearing their respective costs of the action, and no compensation in any form having been given or promised to plaintiff. The action, which had been commenced in August 1998, challenged the Company's shareholders' rights plan in effect at the time. A copy of the Order is attached and is incorporated by reference herein.

ITEM 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No. - - - - -	Description - - - - -
99.1	Stipulation of Voluntary Dismissal



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

Dated: November 3, 1998



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE  
IN AND FOR NEW CASTLE COUNTY

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RACHELA TAUBER, on behalf of herself )  
and all others similarly situated )  
 )  
Plaintiff, )  
 )  
v. )  
 )  
THE COOPER COMPANIES, INC., )  
A. THOMAS BENDER, MICHAEL H. )  
KALKSTEIN, MOSES MARX, DONALD )  
PRESS, STEVEN ROSENBERG, ALLAN E. )  
RUBENSTEIN, ROBERT S. WEISS, and )  
STANLEY ZINBERG, )  
 )  
Defendants. )  
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Civil Action No. 16572-NC

STIPULATION OF VOLUNTARY DISMISSAL

Pursuant to Court of Chancery Rules 23(e) and 41(a)(1), the Plaintiff hereby voluntarily dismisses the Complaint in its entirety, without prejudice to the class.

Plaintiff and each of the Defendants shall bear their own respective costs, including attorneys' fees and expenses, in connection with this Action and this Dismissal. Plaintiff represents that no compensation in any form has passed directly or indirectly from any of the Defendants to the Plaintiff or his attorneys, and that no promise to give any such compensation has been made.





DATED: October 13, 1998

/s/ Jay W. Eisenhofer

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Jay W. Eisenhofer (Del. I.D. #2864)  
GRANT & EISENHOFER, P.A.  
1220 N. Market Street, Suite 500  
Wilmington, DE 19801  
(302) 622-7000  
Attorneys for Plaintiff Rachela Tauber

/s/ William M. Lafferty

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William M. Lafferty (Del. I.D. #2755)  
MORRIS, NICHOLS ARSHT & TUNNELL  
1201 N. Market Street  
P.O. Box 1347  
Wilmington, DE 19899  
(302) 658-9200  
Attorneys for Defendants The Cooper Companies,  
Inc., A. Thomas Bender, Michael H. Kalkstein,  
Moses Marx, Donald Press, Steven Rosenberg,  
Allan E. Rubenstein, Robert S. Weiss, and  
Stanley Zinberg

SO ORDERED this 26th day of October, 1998.

/s/ William B. Chandler

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