
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): October 27, 2026

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.)

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:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.10 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 pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Departure of President and Chief Executive Officer

On October 27, 2026, Albert G. White III resigned from the Board of Directors (the “Board”) of The Cooper Companies, Inc. (the “Company”) and he ceased serving in the offices of President and Chief Executive Officer of the Company. Mr. White has agreed to remain employed full time as a strategic advisor to the Company through April 1, 2027 to assist in the transition of his responsibilities.

Mr. White will receive the payments and benefits to which he is entitled under his Executive Employment Agreement with the Company, dated March 19, 2024, as described under the caption “Quantification of Potential Payments” in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission (the “SEC”) on February 24, 2026 (the “Proxy Statement”), which description is incorporated herein by reference. The Company expects to provide Mr. White with additional compensation in connection with his transition and his service as a strategic advisor, the terms of which have not yet been determined. The Company will file an amendment to this Current Report on Form 8-K to disclose the material terms of any such arrangement when such terms are determined.

Appointment of Executive Chair

On October 27, 2026, the Board appointed Walter M. Rosebrough, Jr., an independent member of the Board, as Executive Chair of the Board on an interim basis, effective immediately. The Board has formed a CEO Search Committee, comprised of Lawrence E. Kurzius, Cynthia L. Lucchese and Teresa S. Madden, to oversee the search for a permanent Chief Executive Officer.

Mr. Rosebrough, age 72, has served as a member of the Board and its Corporate Governance and Nominating Committee since January 2026. He is CEO Emeritus of STERIS plc (NYSE: STE), a global medical device business focused on infection prevention products and services, where he served as Chief Executive Officer from 2007 to 2021. Mr. Rosebrough’s career also includes nearly two decades at Hill-Rom (subsequently acquired by Baxter International Inc. (NYSE: BAX)), including as President and Chief Executive Officer. He currently serves as Independent Chair of the Board of Varex Imaging Corporation (Nasdaq: VREX) and as Immediate Past Chair of the Board of the Association for the Advancement of Medical Instrumentation. Mr. Rosebrough holds an MBA from Stanford University and a BIE from Kettering University.

Mr. Rosebrough was originally appointed to the Board pursuant to a letter agreement, dated December 22, 2025, between the Company and Browning West, LP, which is described in the Company’s Current Report on Form 8-K filed with the SEC on December 23, 2025. Other than as described in this Item 5.02, there is no arrangement or understanding between Mr. Rosebrough and any other person pursuant to which he was appointed as Executive Chair. There are no family relationships between Mr. Rosebrough and any director or executive officer of the Company. Mr. Rosebrough has no direct or indirect material interest in any transactions required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Election of New Director

On October 27, 2026, upon the recommendation of the Corporate Governance and Nominating Committee, Shlomo Nachman was appointed to the Board, effective December 8, 2026, to serve until the Company's 2027 Annual Meeting of Stockholders (the "2027 Annual Meeting") and until his successor is duly elected and qualified. The Board has determined that Mr. Nachman is independent under the listing standards of the Nasdaq Stock Market LLC. The Board has not yet determined the committees of the Board to which Mr. Nachman will be appointed.

Mr. Nachman, age 65, most recently served as Company Group Chairman of the Cardiovascular and Specialty Solutions & Vision Group within Johnson & Johnson's Medical Devices sector from 2013 through 2023. As a member of the Medical Devices Group Operating Committee, he led a diverse portfolio of six medical device businesses: Electrophysiology, Neurovascular Intervention, Ear, Nose & Throat, Breast Aesthetics, Optometry, and Ophthalmology. Earlier in his career, he held roles of increasing scope and responsibility, including Worldwide President of Biosense Webster and Cordis. Mr. Nachman is currently on the board of AtriCure, Inc. (Nasdaq: ATRC). Mr. Nachman holds a B.S. in Management and Economics from the Technion Institute, as well as a diploma in electrical engineering from the Amal Technical School.

Mr. Nachman will receive compensation consistent with the Company's compensation program for non-employee directors, as described in the Company's Proxy Statement, which description is incorporated herein by reference. Mr. Nachman will also enter into the Company's standard indemnification agreement for directors.

There is no arrangement or understanding between Mr. Nachman and any other person pursuant to which he was appointed as a director. There are no family relationships between Mr. Nachman and any director or executive officer of the Company. Mr. Nachman has no direct or indirect material interest in any transactions required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Directors Not Standing for Reelection

On October 27, 2026, each of Barbara Carbone, Colleen E. Jay and Robert S. Weiss notified the Company of her or his decision not to stand for reelection as a director at the 2027 Annual Meeting. Each of Ms. Carbone, Ms. Jay and Mr. Weiss will continue to serve as a director until the expiration of her or his current term at the 2027 Annual Meeting. None of these decisions was the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices. As of and following the 2027 Annual Meeting, the Board intends to reduce its size to seven directors, and the Board intends to nominate Paul Keel, Lawrence E. Kurzius, Cynthia L. Lucchese, Teresa S. Madden, Shlomo Nachman, Maria Rivas, MD and Walter M. Rosebrough, Jr. for election at the 2027 Annual Meeting.

Item 7.01. Regulation FD Disclosure.

On October 27, 2026, the Company issued a press release announcing the matters described in Item 5.02 of this Current Report on Form 8-K. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in Item 7.01, including Exhibit 99.1, of this Current Report on Form 8-K is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in such a filing.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements that involve substantial risks and uncertainties. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 21E of the Exchange Act, and Section 27A of the Securities Act of 1933, as amended. In some cases, you can identify forward-looking statements by the words “anticipate,” “assume,” “believe,” “continue,” “could,” “estimate,” “expect,” “foreseeable,” “future,” “intend,” “may,” “might,” “objective,” “ongoing,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” “will,” or “would” and/or the negative of these terms, or other comparable terminology intended to identify statements about the future. They include statements regarding the expected timing of the leadership transition and the composition of the Board. Forward-looking statements are inherently subject to risks, uncertainties and assumptions that are difficult to predict or quantify, including the factors described in the Company’s Annual Report on Form 10-K for the year ended October 31, 2025 and the Company’s other filings with the SEC. Forward-looking statements speak only as of the date of this Current Report on Form 8-K. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release of The Cooper Companies, Inc., dated October 27, 2026.
104	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/ Daniel G. McBride

Daniel G. McBride

Executive Vice President, Chief Operating Officer, General
Counsel & Secretary

Dated: October 27, 2026

**CooperCompanies Announces Leadership Transition and
Board Refreshment**

*Independent Director and Seasoned Healthcare Executive Walt Rosebrough
Elected Executive Chair; Search for CEO Underway*

*Provides Update on Board Refreshment, Including Planned Addition of
Medical Device and Vision Veteran Shlomi Nachman*

Reaffirms Full-Year Fiscal 2026 Guidance

SAN RAMON, Calif., Oct. 27, 2026 -- CooperCompanies (Nasdaq: COO) (the “Company”), a leading medical device company, today announced leadership changes and planned Board refreshment aimed at strengthening operational execution, improving business performance, and enhancing long-term shareholder value.

Walter (Walt) M Rosebrough, Jr., an independent director of the Company’s Board of Directors (the “Board”) and a proven healthcare executive with decades of experience, has been elected Executive Chair of the Board. Albert (Al) White III is stepping down from his position as President and Chief Executive Officer, and as a member of the Board, effective immediately. Mr. Rosebrough will assume direct oversight of day-to-day operations at the Company until a permanent CEO is appointed. Mr. White will remain employed as a strategic advisor through April 1, 2027.

The search for a permanent CEO is underway and is supported by leading professional search firm Russell Reynolds. The search is being overseen by a CEO Search Committee of the Board, comprised of Lawrence Kurzius, Cynthia Lucchese, and Teresa Madden. As Chair, Mr. Rosebrough will work closely with the CEO Search Committee and the full Board throughout the process, drawing on decades of experience leading medical device companies.

“I joined CooperCompanies because I believe there is great opportunity in its future. The Company’s recent performance has not met our expectations, and the Board believes decisive action is needed to ensure the Company reaches its long-term potential,” said Mr. Rosebrough, Executive Chair. “I will be working closely with the Board and the management team on priorities that will strengthen the foundation for growth and value creation.”

Mr. Rosebrough continued, “The Board is appreciative of Al’s leadership and valuable contributions to CooperCompanies throughout his 20 years with the Company.”

Board Refreshment

The Company also announced planned changes to its Board of Directors. Shlomo (Shlomi) Nachman will join the Board as an independent director, effective December 8, 2026. Mr. Nachman is a former Johnson & Johnson executive with over 27 years of healthcare experience, where he led a portfolio of medical device businesses, including Vision. He has a proven track record driving growth, innovation, and business turnarounds.

Further, three current Board members, Barbara Carbone, Colleen Jay, and Robert Weiss, have announced their intention not to stand for reelection at the Company's 2027 Annual Meeting of Shareholders. These Board changes are in addition to the appointment of two independent directors in January and July of 2026, which followed constructive engagement with shareholders.

With these changes, the Board will nominate seven directors for election at the Annual Meeting: Paul Keel, Lawrence Kurzius, Cynthia Lucchese, Teresa Madden, Shlomi Nachman, Maria Rivas, MD, and Walt Rosebrough. The Board believes this seven-member Board will promote more focused oversight, efficient decision-making, and accountability, while maintaining the right mix of expertise and experience to oversee the Company. The seven directors who will be nominated include three current or former public company CEOs, two former public company CFOs, one former Chief Medical Officer of a global pharmaceutical company, and one former leader of a global vision business. Four of the directors have extensive medical device experience.

"These changes reflect the Board's commitment to ensuring we have the appropriate mix of experience and expertise to oversee CooperCompanies' strategy and support its long-term success," said Cynthia Lucchese, Chair of the Corporate Governance and Nominating Committee. "We are pleased to welcome Shlomi Nachman, whose extensive experience in vision care and medical technology will be invaluable to CooperCompanies."

Mr. Rosebrough concluded, "Our updated Board composition best positions us to provide active oversight in pursuit of long-term value creation. Our priorities are clear: identify and onboard the right CEO to lead the Company into its next chapter of growth and take additional actions to strengthen our business in order to provide superior products for customers, rewarding work for our people, and superior returns for our shareholders."

The Company reaffirms the fiscal year 2026 guidance provided on September 9, 2026.

About Walter Rosebrough, Jr.

Mr. Rosebrough has served on the Company's Board and Corporate Governance and Nominating Committee since January 2026, and he is CEO Emeritus of STERIS plc (NYSE: STE), a global medical device business focused on infection prevention products and services. Mr. Rosebrough brings 40 years of experience in the medical device industry, including 25 years as a CEO, having led organizations from startups to multi-billion-dollar global enterprises and functions across product development, M&A, marketing, manufacturing, and finance. During his tenure as CEO of STERIS from 2007 to 2021, STERIS's shareholders received an 18% annualized return compared with a 10% annualized return for the S&P 500, and the company's market capitalization increased by over \$20 billion. Mr. Rosebrough's career also includes two decades at Hill-Rom (purchased by Baxter (NYSE: BAX)), including as President and CEO. He currently serves as Independent Chair on the Board of Varex Imaging (NASDAQ: VREX) and as Immediate Past Chair of the Association for the Advancement of Medical Instrumentation (AAMI). Mr. Rosebrough holds an MBA from Stanford University, and a BIE from Kettering University.

About Shlomi Nachman

Mr. Nachman most recently served as Company Group Chairman of the Cardiovascular and Specialty Solutions & Vision Group within Johnson & Johnson's Medical Devices sector. As a member of the Medical Devices Group Operating Committee, he led a diverse portfolio of six medical device businesses: Electrophysiology, Neurovascular Intervention, Ear, Nose & Throat, Breast Aesthetics, Optometry, and Ophthalmology. Earlier in his career, he held roles of increasing scope and responsibility, including Worldwide President of Biosense Webster and Cordis. During a career at Johnson & Johnson that spanned more than 27 years, Mr. Nachman held multiple leadership positions and built a proven record of driving growth, innovation, and business turnarounds. He has deep expertise across all aspects of the medical device industry, including general management, strategy, licensing and acquisitions, finance, product development, operations, sales and marketing, and research and development. Mr. Nachman was born in Israel and holds a B.S. in Management and Economics from the Technion Institute, as well as a diploma in electrical engineering from the Amal Technical School.

About CooperCompanies

CooperCompanies (Nasdaq: COO) is a leading global medical device company focused on helping people experience life's beautiful moments through its two business units, CooperVision and CooperSurgical. CooperVision is a trusted leader in the contact lens industry, helping to improve the way people see each day. CooperSurgical is a leading fertility and women's healthcare company dedicated to putting time on the side of women, babies, and families at the healthcare moments that matter most. Headquartered in San Ramon, CA, CooperCompanies has a workforce of more than 15,000, sells products in over 130 countries, and positively impacts over fifty million lives each year. For more information, please visit www.coopercos.com.

Forward-Looking Statements

This release contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. Statements relating to guidance, plans, prospects, goals, strategies, future actions, events or performance and other statements of which are other than statements of historical fact, including our fiscal year 2026 financial guidance, are forward looking. In addition, all statements regarding anticipated growth in our revenues, expected savings from reorganization activities, anticipated effects of any product recalls, anticipated market conditions, planned product launches, restructuring or business transition expectations, regulatory plans, and expected results of operations and integration of any acquisition are forward-looking. To identify these statements look for words like "believes," "outlook," "probable," "expects," "may," "will," "should," "could," "seeks," "intends," "plans," "estimates" or "anticipates" and similar words or phrases. Forward-looking statements necessarily depend on assumptions, data or methods that may be incorrect or imprecise and are subject to risks and uncertainties.

Among the factors that could cause our actual results and future actions to differ materially from those described in forward-looking statements are: adverse changes in the global or regional general business, political and economic conditions including the impact of continuing uncertainty and instability of certain countries, man-made or natural disasters and pandemic conditions, that could adversely affect our global markets, and the potential adverse economic impact and related uncertainty caused by these items; the impact of international conflicts, including the ongoing

conflict in the Middle East, and the global response to international conflicts on the global and local economy, financial markets, energy markets, currency rates and our ability to supply product to, or through, or around, affected countries; our substantial and expanding international operations and the challenges of managing an organization spread throughout multiple countries and complying with a variety of legal, compliance and regulatory requirements; the actual imposition or threats of tariffs, customs duties and fees by the U.S. government and other nations in response and other retaliatory actions, such as trade protection measures, import or export licensing requirements, new or different customs duties, trade embargoes and sanctions and other trade barriers, as well as the impact of the Company's efforts to mitigate the effects of such tariffs or similar measures; foreign currency exchange rate and interest rate fluctuations including the risk of fluctuations in the value of foreign currencies or interest rates that would decrease our net sales and earnings; our existing and future variable rate indebtedness and associated interest expense is impacted by rate increases, which could adversely affect our financial health or limit our ability to borrow additional funds; changes in tax laws, examinations by tax authorities, and changes in our geographic composition of income; acquisition-related adverse effects including the failure to successfully achieve the anticipated net sales, margins and earnings benefits of acquisitions, integration delays or costs and the requirement to record significant adjustments to the preliminary fair value of assets acquired and liabilities assumed within the measurement period, required regulatory approvals for an acquisition not being obtained or being delayed or subject to conditions that are not anticipated, adverse impacts of changes to accounting controls and reporting procedures, contingent liabilities or indemnification obligations, increased leverage and lack of access to available financing (including financing for the acquisition or refinancing of debt owed by us on a timely basis and on reasonable terms); compliance costs and potential liability in connection with U.S. and foreign laws and health care regulations pertaining to privacy and security of personal information such as the Health Insurance Portability and Accountability Act of 1996 and the California Consumer Privacy Act in the U.S. and the General Data Protection Regulation requirements in Europe, including but not limited to those resulting from data security breaches; a major disruption in the operations of our manufacturing, accounting and financial reporting, research and development, distribution facilities or raw material supply chain due to challenges associated with integration of acquisitions, man-made or natural disasters, pandemic conditions, cybersecurity incidents or other causes; a major disruption in the operations of our manufacturing, accounting and financial reporting, research and development or distribution facilities due to the failure to perform by third-party vendors, including cloud computing providers or other technological problems, including any related to our information systems maintenance, enhancements or new system deployments, integrations or upgrades; a successful cybersecurity attack which could interrupt or disrupt our information technology systems, or those of our third-party service providers, or cause the loss of confidential or protected data; market consolidation of large customers globally through mergers or acquisitions resulting in a larger proportion or concentration of our business being derived from fewer customers; disruptions in supplies of raw materials, particularly components used to manufacture our silicone hydrogel lenses; new U.S. and foreign government laws and regulations, and changes in existing laws, regulations and enforcement guidance, which affect areas of our operations including, but not limited to, those affecting the health care industry, including the contact lens industry specifically and the medical device or pharmaceutical industries generally, including but not limited to the EU Medical Devices Regulation (MDR) and the EU In Vitro Diagnostic Medical Devices Regulation; legal costs, insurance expenses, settlement costs and the risk of an adverse decision, prohibitive injunction or settlement related to product liability, patent infringement, contractual disputes, or other litigation; limitations on sales following product introductions due to poor market acceptance; new competitors,

product innovations or technologies, including but not limited to, technological advances by competitors, new products and patents attained by competitors, and competitors' expansion through acquisitions; reduced sales, loss of customers, reputational harm and costs and expenses, including from claims and litigation related to product recalls and warning letters; failure to receive, or delays in receiving, regulatory approvals or certifications for products; failure of our customers and end users to obtain adequate coverage and reimbursement from third-party payers for our products and services; the requirement to provide for a significant liability or to write off, or accelerate depreciation on, a significant asset, including goodwill, other intangible assets and idle manufacturing facilities and equipment; the success of our research and development activities and other start-up projects; dilution to earnings per share from acquisitions or issuing stock; impact and costs incurred from changes in accounting standards and policies; risks related to environmental laws and requirements applicable to our facilities, products or manufacturing processes, including evolving regulations regarding the use of hazardous substances or chemicals in our products; risks related to environmental, social and corporate governance issues, including those related to regulatory and disclosure requirements, climate change and sustainability; and other events described in our United States Securities and Exchange Commission filings, including the "Business", "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2025, as such Risk Factors 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 obligation to update or revise them except as required by law.

Contact:

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