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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): June 19, 2003

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.

The Unaudited Pro Forma Consolidated Condensed Statement of Income of The Cooper Companies, Inc. and subsidiaries (the "Company") for the year ended October 31, 2002 filed as an exhibit hereto relates to the Company's previously reported acquisition of the Eye Care Division of Biocompatibles International, plc., which was the subject of the Company's Current Reports on Form 8-K filed with the Commission on March 13, 2002 and April 29, 2002.

On June 19, 2003, the Company announced its intention to offer in a private placement \$100 million aggregate principal amount of unsecured senior convertible debentures due 2023 (the "Debentures"). The offering of the Debentures will not be registered under the Securities Act of 1933, as amended, and the Debentures may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. A copy of the press release regarding this event is being filed as an exhibit to this report. Nothing in this report shall be deemed to constitute an offer to sell or the solicitation of an offer to buy any securities.

ITEM 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

Exhibit No.	Description
99	Unaudited Pro Forma Consolidated Condensed Statement of Income
99.1	Press Release dated June 19, 2003

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: June 20, 2003

EXHIBIT INDEX

Exhibit No. -----	Description -----	Sequentially Numbered Page -----
99	Unaudited Pro Forma Consolidated Condensed Statement of Income	
99.1	Press Release dated June 19, 2003	

STATEMENT OF DIFFERENCES

The British pound sterling sign shall be expressed as..... 'L'

EXHIBIT 99

THE COOPER COMPANIES, INC.
 Unaudited Pro Forma Consolidated Condensed Statement of Income
 (In thousands, except per share figures)

	Year Ended October 31, 2002			
	Historical	Unaudited	Pro forma	
	TCC	BE Inc.	Adjustments	Pro forma
Net sales of products	\$315,306	\$ 25,065	\$ (424)(a)	\$ 339,947
Cost of products sold	115,813	12,521	(899)(a)(b)	127,435
Gross profit	199,493	12,544	475	212,512
Selling, general and administrative expense	126,730	10,134	-	136,864
Research and development expense	4,315	583	-	4,898
Amortization of intangibles	1,477	-	-	1,477
Income from operations	66,971	1,827	475	69,273
Interest expense	6,874	531	1,463(c)	8,868
Other (loss) income, net	5,072	158	-	5,230
Income from continuing operations before income taxes	65,169	1,454	(988)	65,635
(Benefit of) provision for income taxes	16,294	18	(441)(d)	15,871
Income from continuing operations	\$ 48,875	\$ 1,436	\$ (547)	\$49,764
Earnings per share:				
Basic	\$ 1.60			\$ 1.63
Diluted	\$ 1.57			\$ 1.60
Number of shares used to compute Earnings per share				
Basic	30,568			30,568
Diluted	31,189			31,189

The unaudited pro forma consolidated condensed statement of income has been prepared to reflect the acquisition of BE Inc. as if it had occurred on November 1, 2001. The acquisition has been accounted for under the purchase method of accounting.

The unaudited pro forma consolidated condensed statement of income does not purport to be indicative of the results that actually would have occurred if the acquisition had occurred on the date indicated or indicative of results, which may be obtained in the future.

The following is a summary of adjustments reflected in the unaudited pro forma consolidated condensed statements of income:

- (a) Represents an elimination of royalty income/expense for royalties paid to TCC from BE Inc., the offset is included in cost of products sold.
- (b) Adjustment to reflect the change in depreciation expense resulting from the write down of property, plant and equipment used in the manufacturing process, depreciated on a straight-line basis over an average useful life of 8 years.
- (c) Adjustment to reflect increase in interest expense at an average of the LIBOR rate for the year plus 200 basis points, on 'L'74 million ('L'68 million for the purchase price and 'L'6 million for acquisition costs) or about \$107 million. A change of 1/8 percent in the interest rate would result in a change in interest expense and net income of approximately \$140,000 and \$91,000, before and after tax, respectively.
- (d) Adjustment for the tax benefit primarily related to the additional interest deduction in the U.S. at a tax rate of 35%.

[NYSE LOGO]

[THE COOPER COMPANIES LETTERHEAD]

NEWS RELEASE

CONTACT:

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FOR IMMEDIATE RELEASE

COOPER TO OFFER \$100 MILLION IN CONVERTIBLE DEBENTURES

LAKE FOREST, Calif., June 19, 2003 - The Cooper Companies, Inc. (NYSE:COO) announced today that it intends to offer a private placement of \$100 million of unsecured convertible debentures, which will be convertible under certain conditions into shares of Cooper's common stock at a price to be determined. The exact terms and timing are subject to market and other conditions. The offer will be made only to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended (the "Securities Act"). Cooper intends to grant the initial purchasers a 30-day option to purchase up to an additional \$15 million of convertible debentures.

Cooper intends to use the proceeds from this offering to reduce amounts drawn down under its revolving credit facility and for general corporate purposes, including possible future acquisitions.

The convertible debentures and the shares of Cooper common stock issuable upon conversion have not been registered under the Securities Act, or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

This press release does not constitute an offer to sell, or the solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in a jurisdiction in which such offering would be unlawful.

Forward-looking Statements

This news release contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. These include statements about our capital resources, performance and results of operations. In addition, all statements regarding anticipated growth in our revenue, anticipated market conditions and results of operations are forward-looking. To identify these statements look for words like "believes," "expects," "may," "will," "should," "seeks," "intends," "plans," "estimates" or "anticipates" and similar words or phrases.

Discussions

of strategy, plans or intentions often contain forward-looking statements. Forward-looking statements necessarily depend on assumptions, data or methods that may be incorrect or imprecise.

Events, among others, that could cause actual results and future actions to differ materially from those described in forward-looking statements include major changes in business conditions, a major disruption in the operations of our manufacturing facilities, new competitors or technologies, significant delays in new product introductions, the impact of an undetected virus on our computer systems, acquisition integration delays or costs, increases in interest rates, foreign currency exchange exposure, investments in research and development and other start-up projects, dilution to earnings per share from acquisitions or issuing stock, regulatory issues, cost of complying with new corporate governance regulatory requirements, changes in tax laws or their interpretation, changes in geographic profit mix effecting tax rates, significant environmental cleanup costs above those already accrued, litigation costs including any related settlements or judgments, cost of business divestitures, the requirement to provide for a significant liability or to write off a significant asset, changes in accounting principles or estimates, and other events described in our Securities and Exchange Commission filings, including the "Business" section in our Annual Report on Form 10-K for the year ended October 31, 2002. We caution investors that forward-looking statements reflect our analysis only on their stated date. We disclaim any intent to update them except as required by law.

These forward-looking statements include Cooper's intention to consummate the issuance of the convertible debentures and the intended use of proceeds. The proposed sale of the convertible debentures is subject to conditions, and there can be no assurance that Cooper will complete the sale of convertible debentures. In addition, Cooper's business is subject to the risks and uncertainties described in its filings with the Securities and Exchange Commission.

Corporate Information

The Cooper Companies, Inc. manufactures and markets specialty healthcare products through its CooperVision and CooperSurgical units.

CooperVision markets a broad range of contact lenses for the vision care market. Headquartered in Lake Forest, Calif., it manufactures in Huntington Beach, Calif., Rochester, N.Y., Norfolk, Va., Adelaide, Australia, Farnborough and Hamble, England, Madrid, Spain and Toronto. Its Web address is www.coopervision.com.

CooperSurgical supplies diagnostic products, surgical instruments and accessories to the gynecology market. With headquarters in Trumbull, Conn., it also manufactures in Bedminister N.J., Cranford, N.J., Fort Atkinson, Wis., Malmo, Sweden, Montreal and Berlin. Its Web address is www.coopersurgical.com.

Corporate offices are located in Lake Forest and Pleasanton, Calif. A toll free interactive telephone system at 1-800-334-1986 provides stock quotes, recent press releases and financial data. Cooper's World Wide Web address is www.coopercos.com.

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