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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): May 1, 2002

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 May 1, 2002, The Cooper Companies, Inc. (the "Company") entered into a $225 million secured credit facility (the "Facility") with KeyBank as agent for a syndicate of eleven banks. The Facility is comprised of a $75 million five-year term loan with an interest only payment in the first year, then fully amortizing in the next four years, and a $150 million three-year revolving credit facility. The Company plans to use the Facility for general corporate purposes and capital expenditures. Coincident with the closing, the Company paid off $62 million under its existing line of credit and 'L'44 million in notes owed to Biocompatibles International plc as a result of its purchase of Biocompatibles Eyecare, Inc., completed on February 28, 2002. $21 million of the revolving credit facility is reserved to retire loans due to note holders of Aspect Vision Care, Ltd., a contact lens business that the Company purchased in December 1997. An additional $44 million is temporarily reserved until certain British statutory procedures have been completed, which is expected to occur within the month. The Facility is secured by a first lien on substantially all of the Company's assets.

Interest rates under the Facility are based on LIBOR plus additional basis points predicated on the Company's ratio of debt to its earnings before interest, taxes, depreciation and amortization (EBITDA.) The additional basis points range from 125 to 225 basis points for the term loan and from 100 to 200 basis points for the revolver. The additional basis points were initially set at 225 and 200, respectively, through June 30, 2002. Effective July 1, 2002, these rates may be reduced, based on the Company's ratio of debt to EBITDA for the 12 months ending April 30, 2002. Thereafter, rates will be potentially adjusted on the first day of October, January, April and July. At the Company's option, it can choose to pay a base rate that is a range above the prime rate.

The Facility limits the Company's debt to no more than 50 percent of total capitalization, dividends to $1.25 million per quarter and requires the ratio of EBITDA to fixed charges (as defined in the agreement) to be at least 1.3 to 1.

On May 2, 2002, the Company issued a press release reporting on the closing of the Facility. This release is filed as an exhibit hereto and is incorporated herein by reference.

Any Internet addresses provided in the press release filed herewith are for information purposes only and are not intended to be hyperlinks. Accordingly, no information in any of these Internet addresses is included herein.

Forward-Looking Statements

Some of the information included in this report contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements regarding anticipated growth in our revenue, anticipated market conditions and results of operations. To identify forward-looking 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. These, and all 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, 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, changes in tax laws, significant environmental cleanup costs above those already accrued, litigation costs including any related settlements, 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 factors 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, 2001. 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.

ITEM 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No.	Description
99.1	Press Release dated May 2, 2002 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: May 9, 2002

EXHIBIT INDEX

Exhibit No.	Description	Sequentially Numbered Page
99.1	Press Release dated May 2, 2002 of The Cooper Companies, Inc.	

STATEMENT OF DIFFERENCES

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

[LOGO] [THE COOPER COMPANIES LOGO]

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NEWS RELEASE

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The Cooper Companies, Inc.
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FOR IMMEDIATE RELEASE

COOPER COMPANIES SECURES NEW $225 MILLION SYNDICATED CREDIT FACILITY

LAKE FOREST, Calif., May 2, 2002 - The Cooper Companies, Inc. (NYSE:COO) today announced the successful syndication of a $225 million bank credit facility. The facility is comprised of a $75 million five-year term loan with an interest only payment in the first year then fully amortized in the next four years, and a $150 million three year revolving credit facility. KeyBank is the agent for the eleven-bank syndication.

"We are very pleased with the response to this new facility and with the high quality banks that are participating," said Robert S. Weiss, Cooper's executive vice president and chief financial officer. "The facility was oversubscribed, a sign of strong support for our continued growth. This allowed us to triple the size of our previous credit facility with competitive pricing."

Use of Proceeds

Cooper plans to use the facility for general corporate purposes and capital expenditures. At closing, Cooper will pay off $62 million under its existing line of credit and 'L'44 million in notes owed to Biocompatibles International plc as a result of Cooper's purchase of Biocompatibles Eyecare, Inc., completed on February 28, 2002. Additionally, $21 million of the revolving credit facility is reserved to retire loans due to note holders of Aspect Vision Care, Ltd., a contact lens business that the Company purchased in December 1997. An additional $44 million is temporarily reserved until certain British statutory procedures have been completed, which is expected to occur within the month.

Terms and Covenants

Interest rates under the new facility are based on LIBOR plus additional basis points predicated on Cooper's ratio of debt to its earnings before interest, taxes, depreciation an amortization (EBITDA.) These range from 125 to 225 basis points for the term loan and from 100 to 200 basis points for the revolver. At the Company's option, it can choose to pay a base rate that is a range above the prime rate.

The credit agreement limits Cooper's debt to no more than 50 percent of total capitalization, dividends to $1.25 million per quarter and requires the ratio of EBITDA to fixed charges (as defined in the agreement) to be at least 1.3 to 1.

As of April 30, 2002, Cooper estimates that debt was approximately 37 percent of total capitalization and that its ratio of EBITDA to fixed charges was approximately 1.9 to 1.

While there is a requirement for the syndicate to consent to acquisitions above levels set in the agreement, Cooper does not expect that its market consolidation strategy in its CooperSurgical women's healthcare unit or any other acquisition activities will be limited.

Forward-Looking Statements

Some of the information included in this news release contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements regarding anticipated growth in our revenue, anticipated market conditions and results of operations. To identify forward-looking 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. These, and all 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, 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, changes in tax laws, significant environmental cleanup costs above those already accrued, litigation costs including any related settlements, 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 factors 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, 2001. 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.

Corporate Information

The Cooper Companies, Inc. and its subsidiaries develop, manufacture and market specialty healthcare products. 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. The Cooper Companies' World Wide Web address is www.coopercos.com.

CooperSurgical, Inc., with operations in Trumbull, Conn., Fort Atkinson, Wis., Malmo, Sweden, Montreal and Berlin, markets diagnostic products, surgical instruments and accessories for the gynecological market. Its Web address is www.coopersurgical.com.

CooperVision, Inc., 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.