
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

THE COOPER COMPANIES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

**6140 Stoneridge Mall Road
Suite 590
Pleasanton, California 94588**
(Address of principal executive offices)
(Zip Code)

94-2657368
(I.R.S. Employer
Identification No.)

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

THE COOPER COMPANIES, INC. 2019 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

Randal L. Golden, Esq.
Vice President, Secretary, and General Counsel
THE COOPER COMPANIES, INC.
6140 Stoneridge Mall Road, Suite 590
Pleasanton, CA 94588
(925) 460-3600

(Name, address and telephone number, including area code, of agent for service)

Copies to:
Tad J. Freese, Esq.
LATHAM & WATKINS LLP
140 Scott Drive
Menlo Park, CA 94025
(650) 328-4600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

Calculation of Registration Fee

| Title of Securities to be Registered | Amount to be Registered⁽¹⁾ | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|--|--|--|-----------------------------------|
| Common Stock, \$0.10 par value per share | 1,000,000 | \$323.59 ⁽²⁾ | \$323,590,000.00 ⁽²⁾ | \$39,219.11 ⁽²⁾ |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares of the common stock of The Cooper Companies, Inc. which may become issuable under The Cooper Companies, Inc.'s 2019 Employee Stock Purchase Plan as a result of any stock dividend, stock split, recapitalization or similar transaction effected without The Cooper Companies, Inc.'s receipt of consideration which would increase the number of outstanding shares of common stock.
- (2) Pursuant to Rule 457(c) and Rule 457(h) of the Securities Act, the prices stated above are estimated solely for the purpose of calculating the registration fee and are based on the average of the high and low market prices for the shares of common stock, par value \$0.10 per share, reported on the New York Stock Exchange on August 26, 2019.
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THE COOPER COMPANIES, INC.
REGISTRATION STATEMENT ON FORM S-8
INTRODUCTION

This Registration Statement on Form S-8 is filed by The Cooper Companies, Inc. (the “Company,” the “Registrant,” “we,” “us,” or “our”) relating to 1,000,000 shares of its common stock, \$0.10 par value per share (the “Common Stock”) available for issuance under the Registrant’s 2019 Employee Stock Purchase Plan.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”).

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this registration statement, and later information filed with the SEC will update and supersede this information. We hereby incorporate by reference into this registration statement the following documents previously filed with the SEC:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended [October 31, 2018](#), as filed with the SEC on December 21, 2018;
- (b) The Registrant’s Definitive Proxy Statement on Schedule 14A, as filed with the SEC on [February 1, 2019](#);
- (c) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended January 31, 2019, April 30, 2019 and July 31, 2019, as filed with the SEC on [March 6, 2019](#), [May 31, 2019](#) and [August 30, 2019](#), respectively;
- (d) The Registrant’s Current Reports on Form 8-K, as filed with the SEC on [November 1, 2018](#), [December 18, 2018](#), [March 21, 2019](#) and [April 18, 2019](#); and
- (e) The description of the Registrant’s Common Stock contained in the Registration Statement on Form 8-A as filed with the SEC on October 28, 1983.^(P)

^(P) This document has been paper filed.

All other documents filed by the Registrant subsequent to the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the respective dates of filing of such documents. Any information that is furnished in any document incorporated or deemed to be incorporated by reference herein but that is not deemed “filed” under the Securities Act or the Exchange Act is not incorporated by reference herein.

Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed documents which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of Delaware provides, in summary, that the directors and officers of the Registrant may, under certain circumstances, be indemnified by the Registrant against all expenses incurred by or imposed upon them as a result of actions, suits or proceedings brought against them as such directors and officers, or as directors or officers of any other organization at the request of the Registrant, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Registrant, and with respect to any criminal action or proceeding, have no reasonable cause to believe their conduct was unlawful. No indemnification shall be made, however, against expenses with respect to any claim issued or matter as to which such person shall have been adjudged to be liable to the Registrant unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, they are fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Section 145 of the Delaware General Corporation Law also provides that directors and officers of the Registrant are entitled to such indemnification by the Registrant to the extent that such persons are successful on the merits or otherwise in defending any such action, suit or proceeding. The Registrant's Amended and Restated By-laws and Second Restated Certificate of Incorporation provide for the indemnification by the Registrant of officers and directors to the fullest extent permitted by the Delaware General Corporation Law.

The Registrant has entered into agreements to indemnify certain of its officers in addition to the indemnification provided for in the By-laws. These agreements indemnify the Registrant's directors and officers for certain expenses (including attorneys' fees), judgments, fines and settlement amounts incurred by such person in any action or proceeding, including any action by or in the right of the Registrant, on account of acts and omissions within the course and scope of employment with the Registrant. The Registrant believes that these provisions and agreements are necessary to attract and retain qualified persons as directors and officers.

Section 102 of the Delaware General Corporation Law provides that a corporation, in its certificate of incorporation, may eliminate the personal liability of its directors to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, other than liability for (1) any breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) any transaction from which the director derived an improper personal benefit and (4) unlawful payment of dividends, or unlawful stock purchase or redemptions. The Registrant's Second Restated Certificate of Incorporation provides for the elimination of personal liability of its directors to the fullest extent permitted by Section 102 of the Delaware General Corporation Law.

The Registrant maintains an insurance policy pursuant to which the directors and officers of the Registrant are insured, within the limits and subject to the limitations of the policy, against certain expenses in connection with the defense of certain claims, actions, suits or proceedings, and certain liabilities which might be imposed as a result of such claims, actions, suits or proceedings, which may be brought against them by reason of having been such directors or officers.

The foregoing summaries are subject to the complete text of the statute, the Registrant's Second Restated Certificate of Incorporation and By-laws, and the arrangements referred to above and are qualified in their entirety by reference thereto.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

| <u>Exhibit No.</u> | <u>Item</u> |
|--------------------|--|
| 4.1 | Second Restated Certificate of Incorporation filed with the Delaware Secretary of State, incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K dated January 13, 2006 |
| 4.2 | Amended and Restated By-Laws, The Cooper Companies, Inc., dated December 12, 2018, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated December 18, 2018 |
| 4.3 | The Cooper Companies, Inc. 2019 Employee Stock Purchase Plan, filed as Exhibit A to our Definitive Proxy Statement on Schedule 14A, as filed with the SEC on February 1, 2019 |
| 4.4 | Form of Stock Certificate, filed as Exhibit 4.1 to our Registration Statement on Form S-4 filed on August 20, 2004 |
| 5.1 | Opinion of Latham & Watkins LLP |
| 23.1 | Consent of KPMG LLP, Independent Registered Public Accounting Firm |
| 23.2 | Consent of Latham & Watkins LLP (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (included in the signature page to this registration statement) |

Item 9. Undertakings.

- (a) The undersigned Registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that, paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if this Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Pleasanton, State of California, on this 30th day of August, 2019.

THE COOPER COMPANIES, INC.

By: /s/ Randal L. Golden

Name: Randal L. Golden

Title: Vice President, Secretary, and General Counsel

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Albert G. White, III and Randal L. Golden, and each of them, with full power of substitution and resubstitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement on Form S-8, or any Registration Statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith or in connection with the registration of the common stock under the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully, to all intents and purposes, as they or he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by or on behalf of the following persons in the capacities and on the dates indicated.

| <u>Name</u> | <u>Title</u> | <u>Date</u> |
|--|---|-----------------|
| <u>/s/ ALBERT G. WHITE, III</u> (Albert G. White, III) | President, Chief Executive Officer and Director (Principal Executive Officer) | August 30, 2019 |
| <u>/s/ A. THOMAS BENDER</u> (A. Thomas Bender) | Chairman of the Board | August 30, 2019 |
| <u>/s/ ALLAN E. RUBENSTEIN, M.D.</u> (Allan E. Rubenstein) | Vice Chairman of the Board and Lead Director | August 30, 2019 |
| <u>/s/ BRIAN G. ANDREWS</u> (Brian G. Andrews) | Senior Vice President, Chief Financial Officer & Treasurer (Principal Financial Officer) | August 30, 2019 |
| <u>/s/ AGOSTINO RICUPATI</u> (Agostino Ricupati) | Chief Accounting Officer & Senior Vice President, Finance & Tax (Principal Accounting Officer) | August 30, 2019 |
| <u>/s/ COLLEEN E. JAY</u> (Colleen E. Jay) | Director | August 30, 2019 |
| <u>/s/ MICHAEL H. KALKSTEIN</u> (Michael H. Kalkstein) | Director | August 30, 2019 |
| <u>/s/ WILLIAM A. KOZY</u> (William A. Kozy) | Director | August 30, 2019 |
| <u>/s/ JODY S. LINDELL</u> (Jody S. Lindell) | Director | August 30, 2019 |
| <u>/s/ GARY S. PETERSMEYER</u> (Gary S. Petersmeyer) | Director | August 30, 2019 |
| <u>/s/ ROBERT S. WEISS</u> (Robert S. Weiss) | Director | August 30, 2019 |

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 Menlo Park, California 94025
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August 30, 2019

The Cooper Companies, Inc.
 6140 Stoneridge Mall Road, Suite 590
 Pleasanton, California 94588

Re: Registration Statement on Form S-8; 1,000,000 shares of common stock of
 The Cooper Companies, Inc., \$0.10 par value per share

Ladies and Gentlemen:

We have acted as special counsel to The Cooper Companies, Inc., a Delaware corporation (the "**Company**"), in connection with the registration by the Company of an aggregate of 1,000,000 shares (the "**Shares**") of common stock of the Company, par value \$0.10 per share, which may become issuable under the Company's 2019 Employee Stock Purchase Plan (the "**Plan**"). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "**Act**"), filed with the Securities and Exchange Commission (the "**Commission**") on August 30, 2019 (the "**Registration Statement**"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the "**DGCL**"), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the Plan, the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
The Cooper Companies, Inc.:

We consent to the use of our reports dated December 21, 2018, with respect to the consolidated balance sheets of The Cooper Companies, Inc. as of October 31, 2018 and 2017, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended October 31, 2018, and the related notes, and financial statement schedule II (collectively, the "consolidated financial statements"), and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

San Francisco, California
August 30, 2019