

**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)

6140 Stoneridge Mall Road  
Suite 590

Pleasanton, California 94588  
(Address of principal executive offices)

94-2657368  
(I.R.S. Employer  
Identification Number)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

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

THE COOPER COMPANIES, INC. AMENDED AND RESTATED 2006 LONG-TERM INCENTIVE PLAN  
FOR NON-EMPLOYEE DIRECTORS  
THE COOPER COMPANIES, INC. AMENDED AND RESTATED 2007 LONG-TERM INCENTIVE PLAN  
(Full Titles of the Plans)

CAROL R. KAUFMAN  
Senior Vice President of Legal Affairs, Secretary and  
Chief Administrative Officer  
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:*

Christopher L. Kaufman, 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 or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer   
Non- Accelerated Filer

Accelerated Filer   
Smaller reporting company

**Calculation of Registration Fee**

Title of Securities to be Registered	Amount to be Registered (3)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.10 par value per share, issuable under The Cooper Companies, Inc. Amended and Restated 2006 Long-Term Incentive Plan for Non-Employee Directors (1)	300,000	\$73.79 (4)	\$22,137,000 (4)	\$2,570.11 (4)
Common Stock, \$0.10 par value per share, issuable under The Cooper Companies, Inc. Amended and Restated 2007 Long-Term Incentive Plan (2)	1,530,000	\$73.79 (4)	\$112,898,700 (4)	\$13,107.54 (4)
Preferred Stock Purchase Right	915,000	(5)	(5)	(5)

- (1) The Cooper Companies, Inc. 2006 Amended and Restated Long-Term Incentive Plan for Non-Employee Directors (the "2006 Plan") authorizes the issuance of a maximum of 950,000 shares of common stock, of which 300,000 shares are being registered hereunder.
- (2) The Cooper Companies, Inc. 2007 Amended and Restated Long-Term Incentive Plan (the "2007 Plan") authorizes the issuance of a maximum of 5,230,000 shares of common stock, of which 1,530,000 shares are being registered hereunder.
- (3) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional securities which may become issuable under the 2006 Plan and the 2007 Plan as a result of any stock dividend, stock split, recapitalization or similar transaction effected without The Cooper Companies, Inc.'s receipt of consideration. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (4) 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 (the "Common Stock"), reported on the New York Stock Exchange on May 26, 2011 (\$73.79).
- (5) Attached to and trading with each share of Common Stock is one half of a right. Each one half of a right entitles the holder, under the circumstances set forth in the Amended and Restated Rights Agreement, dated as of October 29, 2007, between The Cooper Companies, Inc. and American Stock Transfer & Trust Company, to purchase 1/200 of a share of Series A Junior Participating Preferred Stock. Value attributable to such Preferred Stock Purchase Rights, if any, is reflected in the market price of the Common Stock.

## REGISTRATION OF ADDITIONAL SECURITIES

By a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on May 1, 2006, Registration File No. 333-133720, The Cooper Companies, Inc., a Delaware corporation (the "Company"), registered 650,000 shares of common stock, par value \$0.10 per share (the "Common Stock"), reserved for issuance from time to time in connection with the Company's 2006 Long-Term Incentive Plan for Non-Employee Directors (the "2006 Plan"). By a Registration Statement on Form S-8 filed with the Commission on May 29, 2007, Registration File No. 333-143338, the Company registered 2,700,000 shares of Common Stock reserved for issuance from time to time in connection with the Company's 2007 Long-Term Incentive Plan (the "2007 Plan"). By a Registration Statement on Form S-8 filed with the Commission on April 29, 2009, Registration File No. 333-158892, the Company registered an additional 1,000,000 shares issuable under the 2007 Plan. Under this Registration Statement, the Company is registering an additional 300,000 shares of Common Stock issuable under the 2006 Plan, an additional 1,530,000 shares of the Common Stock issuable under the 2007 Plan and the 915,000 Preferred Stock Purchase Rights associated with such shares of Common Stock.

The contents of the Registration Statement File Nos. 333-133720, 333-143338 and 333-158892 are incorporated by reference herein.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The Registrant is not filing or including in this Form S-8 the information called for in Part I of the Form S-8 (by incorporation, by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

*In this registration statement, The Cooper Companies, Inc. is sometimes referred to as the "Company," the "registrant," "we," "us" or "our."*

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed with the Commission by the Company are incorporated by reference in this Registration Statement and shall be deemed to be a part hereof:

- (a) Our Annual Report on Form 10-K for the fiscal year ended October 31, 2010, filed on December 17, 2010;
- (b) Our Definitive Proxy Statement on Schedule 14A and Revised Definitive Proxy Statement on Schedule 14A filed on February 1, 2011 and February 3, 2011, respectively;
- (c) Our Quarterly Report on Form 10-Q for the quarter ended January 31, 2011, filed on March 4, 2011;
- (d) Our Current Reports on Form 8-K filed on December 15, 2010, January 12, 2011, March 7, 2011 and March 22, 2011;
- (e) The description of our Common Stock contained in our Registration Statement on Form 8-A filed October 28, 1983; and
- (f) The description of the Preferred Stock Purchase Rights contained in Amendment No. 1 to our Registration Statement on Form 8-A filed on November 15, 2007.

All documents filed by us pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment 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 part hereof from the date of filing of such documents. Any information contained in any filing or any exhibit thereto that is furnished to the Commission but not filed with the Commission is not deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document 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 8. EXHIBITS

<u>Exhibit Number</u>	<u>Description of Document</u>
4.1	Second Restated Certificate of Incorporation incorporated by reference to Exhibit 3.1 of our Form 8-K filed on January 13, 2006.
4.2	Amended and Restated By-Laws, The Cooper Companies, Inc., dated December 14, 2010, incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on December 15, 2010.
4.3	Amended and Restated Rights Agreement, dated as of October 29, 2007, between The Cooper Companies, Inc. and American Stock Transfer & Trust Company, incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on October 30, 2007.
4.4	Amended and Restated 2006 Long-Term Incentive Plan for Non-Employee Directors of The Cooper Companies, Inc., incorporated by reference to Exhibit B to our Definitive Proxy Statement on Schedule 14A for our Annual Meeting of Stockholders held on March 16, 2011 filed on February 1, 2011.
4.5	Amended and Restated 2007 Long-Term Incentive Plan of The Cooper Companies, Inc., incorporated by reference to Exhibit A to our Definitive Proxy Statement on Schedule 14A for our Annual Meeting of Stockholders held on March 16, 2011 filed on February 1, 2011.
4.6	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).

## 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 2nd day of June, 2011.

THE COOPER COMPANIES, INC.

By: /s/ Carol R. Kaufman  
Carol R. Kaufman  
Senior Vice President of Legal Affairs,  
Secretary and Chief Administrative Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Carol R. Kaufman and Robert S. Weiss, and each of them, with full power of substitution and full power to act without the other, his true and lawful attorney-in-fact and agent to act for him in his 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>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Robert S. Weiss</u> (Robert S. Weiss)	President, Chief Executive Officer and Director (Principal Executive Officer)	June 2, 2011
<u>/s/ A. Thomas Bender</u> (A. Thomas Bender)	Chairman of the Board	June 2, 2011
<u>/s/ Allan E. Rubenstein</u> (Allan E. Rubenstein)	Vice Chairman of the Board and Lead Director	June 2, 2011
<u>/s/ Eugene J. Midlock</u> (Eugene J. Midlock)	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	June 2, 2011
<u>/s/ Rodney E. Folden</u> (Rodney E. Folden)	Vice President and Corporate Controller (Principal Accounting Officer)	June 2, 2011

/s/ Michael H. Kalkstein  
(Michael H. Kalkstein)

Director

June 2, 2011

/s/ Jody S. Lindell  
(Jody S. Lindell)

Director

June 2, 2011

/s/ Donald Press  
(Donald Press)

Director

June 2, 2011

/s/ Steven Rosenberg  
(Steven Rosenberg)

Director

June 2, 2011

/s/ Stanley Zinberg  
(Stanley Zinberg, M.D.)

Director

June 2, 2011

## EXHIBIT INDEX

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4.3	Amended and Restated Rights Agreement, dated as of October 29, 2007, between The Cooper Companies, Inc. and American Stock Transfer & Trust Company, incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on October 30, 2007.
4.4	Amended and Restated 2006 Long-Term Incentive Plan for Non-Employee Directors of The Cooper Companies, Inc., incorporated by reference to Exhibit B to our Definitive Proxy Statement on Schedule 14A for our Annual Meeting of Stockholders held on March 16, 2011 filed on February 1, 2011.
4.5	Amended and Restated 2007 Long-Term Incentive Plan of The Cooper Companies, Inc., incorporated by reference to Exhibit A to our Definitive Proxy Statement on Schedule 14A for our Annual Meeting of Stockholders held on March 16, 2011 filed on February 1, 2011.
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140 Scott Drive  
 Menlo Park, California 94025  
 Tel: +1.650.328.4600 Fax: +1.650.463.2600  
 www.lw.com

## FIRM / AFFILIATE OFFICES

Abu Dhabi	Moscow
Barcelona	Munich
Beijing	New Jersey
Boston	New York
Brussels	Orange County
Chicago	Paris
Doha	Riyadh
Dubai	Rome
Frankfurt	San Diego
Hamburg	San Francisco
Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

June 2, 2011

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

Re: Registration Statement on Form S-8 with respect to 1,830,000 shares of Common Stock, par value \$0.10 per share, and associated rights to acquire Series A Junior Participating Preferred Stock

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 1,830,000 shares of common stock of the Company, \$0.10 par value per share (the "Shares"), issuable under the Company's Amended and Restated 2006 Long-Term Incentive Plan for Non-Employee Directors (the "2006 Plan") and Amended and Restated 2007 Long-Term Incentive Plan (the "2007 Plan" and together with the 2006 Plan, the "Plans") and 915,000 rights (the "Rights") to acquire an aggregate of 9,150 shares of the Company's Series A Junior Participating Preferred Stock attached to the Shares to be issued pursuant to the Amended and Restated Rights Agreement dated as of October 29, 2007 (the "Rights Agreement"), between the Company and American Stock Transfer & Trust Company, as rights agent (the "Rights Agent"). The Shares and associated Rights 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 June 2, 2011 (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 prospectus forming a part thereof, other than as expressly stated herein with respect to the issue of the Shares and the associated Rights.

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 recipients or when certificates representing the Shares (in the form of the specimen certificate most recently filed as an exhibit to the Registration Statement) have been manually signed by an authorized officer of the transfer agent and registrar therefor, and have been issued by the Company against requisite payment therefor in the circumstances contemplated by the Plans, and assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares and associated Rights will have been duly authorized by all necessary corporate action of the Company and the Shares and associated Rights will be validly issued and the Shares will be 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 letter assumes, with your consent, that the Board of Directors of the Company has acted in accordance with its fiduciary duties in adopting the Rights Agreement, and does not address whether the Board of Directors may be required to redeem or terminate, or take other action with respect to, the Rights in the future based on the facts and circumstances then existing. Moreover, this letter addresses corporate procedures in connection with the issuance of the Rights associated with the Shares, and not any particular provision of the Rights or the Rights Agreement. It should be understood that it is not settled whether the invalidity of any particular provision of a rights agreement or of rights issued thereunder would result in invalidating in their entirety such rights.

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

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 17, 2010 with respect to the consolidated financial statements, and the related financial statement schedule, and the effectiveness of internal control over financial reporting incorporated by reference herein.

/s/ KPMG LLP

San Francisco, California  
June 2, 2011