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

FORM 10-Q

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For Quarterly Period Ended April 30, 2017

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from to

Commission File Number 1-8597

The Cooper Companies, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**94-2657368**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (check one).

Large accelerated filer	☒		Accelerated filer	☐
Non-accelerated filer	☐	(Do not check if a smaller reporting company)	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 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.): Yes ☐ No ☒

Indicate the number of shares outstanding of each of issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at April 30, 2017
Common Stock, $.10 par value	48,856,777 Shares

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PART I. FINANCIAL INFORMATION
Item 1. Financial Statements
THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Consolidated Statements of Income
Periods Ended April 30,
(In millions, except for earnings per share)
(Unaudited)

	Three Months		Six Months	
	2017	2016	2017	2016
Net sales	$ 522.4	$ 483.8	$ 1,021.5	$ 933.4
Cost of sales	178.5	185.3	365.3	372.9
Gross profit	343.9	298.5	656.2	560.5
Selling, general and administrative expense	193.3	177.7	381.9	351.3
Research and development expense	16.8	16.7	33.1	31.5
Amortization of intangibles	16.7	14.3	33.4	30.5
Operating income	117.1	89.8	207.8	147.2
Interest expense	7.7	7.6	15.0	12.9
Other (income) expense, net	(0.1)	(0.4)	3.2	0.9
Income before income taxes	109.5	82.6	189.6	133.4
Provision for income taxes	4.6	8.2	8.9	7.2
Net income	104.9	74.4	180.7	126.2
Less: net income attributable to noncontrolling interests	—	0.3	—	0.7
Net income attributable to Cooper stockholders	$ 104.9	$ 74.1	$ 180.7	$ 125.5
Earnings per share attributable to Cooper stockholders - basic	$ 2.14	$ 1.53	$ 3.70	$ 2.59
Earnings per share attributable to Cooper stockholders - diluted	$ 2.12	$ 1.52	$ 3.65	$ 2.57
Number of shares used to compute earnings per share:				
Basic	49.0	48.4	48.9	48.4
Diluted	49.5	48.9	49.5	48.8

See accompanying notes.

Consolidated Statements of Comprehensive Income (Loss)
Periods Ended April 30,
(In millions)
(Unaudited)

	Three Months		Six Months	
	2017	2016	2017	2016
Net income	104.9	74.4	$ 180.7	$ 126.2
Other comprehensive income (loss):				
Foreign currency translation adjustment	38.3	52.3	66.5	(61.5)
Comprehensive income	143.2	126.7	247.2	64.7
Less: comprehensive income attributable to noncontrolling interests	—	0.7	—	0.7
Comprehensive income attributable to Cooper stockholders	143.2	126.0	$ 247.2	$ 64.0

See accompanying notes.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Consolidated Condensed Balance Sheets
(In millions, unaudited)

		April 30, 2017		October 31, 2016
ASSETS				
Current assets:				
Cash and cash equivalents	$	121.3	$	100.8
Trade accounts receivable, net of allowance for doubtful accounts of $9.4 at April 30, 2017 and $8.5 at October 31, 2016		311.2		291.4
Inventories		437.6		417.7
Deferred tax assets [1]		—		49.7
Prepaid expense and other current assets		88.2		77.5
Total current assets		958.3		937.1
Property, plant and equipment, at cost		1,675.2		1,603.2
Less: accumulated depreciation and amortization		788.7		725.5
		886.5		877.7
Goodwill		2,302.7		2,164.7
Other intangibles, net		485.0		441.1
Deferred tax assets [1]		59.7		6.1
Other assets		57.6		51.9
	$	4,749.8	$	4,478.6
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Short-term debt	$	41.3	$	226.3
Accounts payable		100.4		107.4
Employee compensation and benefits		62.5		77.7
Other current liabilities		139.0		131.8
Total current liabilities		343.2		543.2
Long-term debt		1,345.6		1,107.4
Deferred tax liabilities [1]		25.6		37.5
Accrued pension liability and other		95.6		94.6
Total liabilities		1,810.0		1,782.7
Commitments and contingencies				
Stockholders' equity:				
Preferred stock, 10 cents par value, shares authorized: 1.0; zero shares issued or outstanding		—		—
Common stock, 10 cents par value, shares authorized: 120.0; issued 52.3 at April 30, 2017 and 52.1 at October 31, 2016		5.2		5.2
Additional paid-in capital		1,503.8		1,494.0
Accumulated other comprehensive loss		(423.1)		(489.6)
Retained earnings		2,243.4		2,046.3
Treasury stock at cost: 3.4 shares at April 30, 2017 and 3.3 shares at October 31, 2016		(389.7)		(360.1)
Noncontrolling interests		0.2		0.1
Stockholders' equity		2,939.8		2,695.9
	$	4,749.8	$	4,478.6

[1] *Prospective adoption of ASU 2015-17, Balance Sheet Classification of Deferred Taxes. Refer to Note 1.*

See accompanying notes.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Consolidated Condensed Statements of Cash Flows
Six Months Ended April 30,
(In millions)
(Unaudited)

	2017	2016
Cash flows from operating activities:		
Net income	$ 180.7	$ 126.2
Depreciation and amortization	94.0	101.4
Decrease in operating capital	(59.5)	(61.6)
Other non-cash items	24.9	21.4
Net cash provided by operating activities	240.1	187.4
Cash flows from investing activities:		
Purchases of property, plant and equipment	(57.3)	(86.3)
Acquisitions of businesses, net of cash acquired, and other	(173.8)	(145.5)
Net cash used in investing activities	(231.1)	(231.8)
Cash flows from financing activities:		
Proceeds from long-term debt	619.0	1,367.3
Repayments of long-term debt	(374.0)	(1,250.4)
Net repayments of short-term debt	(192.4)	(23.6)
Repurchase of common stock	(29.5)	—
Net payments related to share-based compensation awards	(10.0)	(11.4)
Excess tax benefit from share-based compensation awards	—	5.0
Dividends on common stock	(1.5)	(1.5)
Debt acquisition costs	—	(12.5)
Distributions to noncontrolling interests	—	(0.4)
Payment of contingent consideration	(3.7)	—
Proceeds from construction allowance	2.1	—
Net cash provided by financing activities	10.0	72.5
Effect of exchange rate changes on cash and cash equivalents	1.5	—
Net increase in cash and cash equivalents	20.5	28.1
Cash and cash equivalents - beginning of period	100.8	16.4
Cash and cash equivalents - end of period	$ 121.3	$ 44.5

See accompanying notes.

THE COOPER COMPANIES, INC. AND SUBSIDIARIES
Notes to Consolidated Condensed Financial Statements
(Unaudited)

Note 1. General

The Cooper Companies, Inc. (Cooper, we or the Company) is a global medical device company publicly traded on the NYSE Euronext (NYSE: COO). Cooper is dedicated to being A Quality of Life Company ™ with a focus on delivering shareholder value. Cooper operates through our business units, CooperVision and CooperSurgical.

- CooperVision primarily develops, manufactures and markets a broad range of soft contact lenses for the worldwide vision correction market.
- CooperSurgical primarily develops, manufactures, markets medical devices and procedures solutions, and provides services to improve health care delivery to families.

The unaudited consolidated condensed financial statements presented in this report contain all adjustments necessary to present fairly Cooper's consolidated condensed financial position at April 30, 2017 and October 31, 2016, the consolidated results of its operations for the three and six months ended April 30, 2017 and 2016 and its consolidated condensed cash flows for the six months ended April 30, 2017 and 2016. Most of these adjustments are normal and recurring. However, certain adjustments associated with acquisitions are of a nonrecurring nature. Readers should not assume that the results reported here either indicate or guarantee future performance.

During interim periods, we follow the accounting policies described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016. Please refer to this when reviewing this Quarterly Report on Form 10-Q.

Management estimates and judgments are an integral part of financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). We believe that the critical accounting policies listed below address the more significant estimates required of Management when preparing our consolidated financial statements in accordance with GAAP. We consider an accounting estimate critical if changes in the estimate may have a material impact on our financial condition or results of operations. We believe that the accounting estimates employed are appropriate and resulting balances are reasonable; however, actual results could differ from the original estimates, requiring adjustment to these balances in future periods. The accounting policies that reflect our more significant estimates, judgments and assumptions and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results are:

- Revenue recognition
- Net realizable value of inventory
- Valuation of goodwill
- Business combinations
- Income taxes
- Share-based compensation

During the fiscal first half of 2017, there were no significant changes in our estimates and critical accounting policies except for the accounting pronouncements that were recently adopted which are discussed below. Please refer to Note 1. Summary of Significant Accounting Policies of our Annual Report on Form 10-K for the fiscal year ended October 31, 2016, for a more complete discussion of our estimates and critical accounting policies.

During the fiscal first quarter of 2017, the Company identified and recorded an amount of $4.1 million, net of income tax expense, to reflect a net cumulative decrease to retained earnings as of the opening balance sheet for the fiscal year ended October 31, 2016 and a corresponding net increase in other current liabilities and deferred tax asset, all associated with an understatement of accruals for rebates in prior years. Accordingly, the Company has not revised income statements or cash flows of any periods as the impact to all periods is minimal since the understated rebates liability was accumulated primarily prior to fiscal 2014. Based upon evaluation and consideration of provisions under ASC 250, *Accounting Changes and Error Corrections,* that incorporates SEC Staff Accounting Bulletin (SAB) No.99, *Materiality,* we determined that the impact is not material to our prior year's consolidated financial statements. However, we have revised our prior year Balance Sheet as of October 31, 2016 in this Quarterly Report on Form 10-Q to reflect this adjustment.

Accounting Pronouncements Issued Not Yet Adopted

In March 2017, the FASB issued ASU 2017-07, *Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost.* The ASU requires an entity to disaggregate the service cost component from the other components of net benefit cost. The service cost component is presented in the same line items as other compensation costs arising from services rendered by the pertinent employees during the period and the other components of net benefit costs are presented separately as other income/expense below income from operations. ASU 2017-07 will be effective for the Company in our fiscal year and interim periods beginning November 1, 2018.

In January 2017, the FASB issued ASU 2017-04, *Intangibles - Goodwill and other (Topic 350): Simplifying the Test for Goodwill Impairment.* FASB eliminated Step 2 from the goodwill impairment test, which required a hypothetical purchase price allocation. Under the amendments in this update, an entity should perform goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and recognize an impairment charge for the carrying amount which exceeds the reporting unit’s fair value. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. ASU 2017-04 will be effective for the Company's interim or annual goodwill impairment test in fiscal 2020 and is not expected to have a significant impact on the Company’s financial statements. Early adoption is permitted.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash.* ASU 2016-18 provides guidance on the classification and presentation of changes in restricted cash and cash equivalents in the statement of cash flows. ASU 2016-18 will be effective for the Company in fiscal 2019 and is not expected to have a significant impact on the Company's Consolidated Statements of Cash Flows. Early adoption is permitted.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842).* ASU 2016-01 requires that a lessee recognize the assets and liabilities that arise from operating leases. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. In transition, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. We are currently evaluating the impact of ASU 2016-02, which is effective for the Company in our fiscal year and interim periods beginning on November 1, 2019.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. ASU 2014-09 requires revenue recognition to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 sets forth a new revenue recognition model that requires identifying the contract, identifying the performance obligations, determining the transaction price, allocating the transaction price to performance obligations and recognizing the revenue upon satisfaction of performance obligations. The amendments in the ASU can be applied either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying the update recognized at the date of the initial application along with additional disclosures. We are currently evaluating the impact of ASU 2014-09, which is effective for the Company in our fiscal year and interim periods beginning on November 1, 2018.

Accounting Pronouncements Recently Adopted

In January 2017, the FASB issued ASU 2017-01, *Business Combination (Topic 805): Clarifying the Definition of a Business.* ASU 2017-01 provides a new framework for determining whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The Company has elected to early adopt ASU 2017-01 effective in the fiscal second quarter, the adoption has no material impact for the Company.

In March 2016, the FASB issued ASU 2016-09, *Compensation- Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*, to improve the accounting for share-based payments to employees. ASU 2016-09 requires excess tax benefits (windfall tax benefits) and tax deficiencies (shortfalls) to be recognized as income tax expense or benefit in the income statement when awards vest or are settled. Companies will no longer record excess tax benefits and certain tax deficiencies in additional paid-in capital. This ASU also requires companies to classify cash flows resulting from employee share-based payments, including the additional tax benefits or expenses related to the vesting or settlement of share-based awards, as cash flows from operating activities rather than financing activities. The standard also allows for additional employee tax withholding on the exercise or release of awards, without triggering liability classification of the award. Finally, the update allows an accounting policy election for the treatment of forfeitures of stock based awards. Companies can elect to continue to estimate forfeitures expected to occur, or account for forfeitures as they occur. The Company has elected to early adopt ASU 2016-09 effective November 1, 2016.

Accordingly, the Company recognized $17.9 million in deferred tax assets associated with excess tax benefits not previously recognized in deferred taxes as a cumulative-effect adjustment to retained earnings as of November 1, 2016. Furthermore, in accordance with the update, the Company recognized excess tax benefits as a discrete income tax benefit of $7.3 million during the fiscal first half of 2017 and accordingly, this is classified as an operating activity in the Consolidated Statements of Cash Flows on a prospective basis. The Company elected to continue to estimate forfeitures that are expected to occur when estimating the amount of compensation expense to record in each accounting period.

In November 2015, the FASB issued ASU 2015-17, *Balance Sheet Classification of Deferred Taxes,* which requires entities to present all deferred tax assets and liabilities as noncurrent in the Balance Sheet. ASU 2015-17 can be early adopted for any period that has not been issued on a prospective or retrospective basis. The Company elected to early adopt this guidance on a prospective basis for the quarter ended January 31, 2017. No prior periods were retrospectively adjusted.

Note 2. Acquisitions

Fiscal Year 2017

On November 4, 2016, we completed the acquisition of Wallace, the in-vitro fertilization (IVF) segment of Smiths Medical International, Ltd., a division of Smiths Group plc. The fair value of the consideration transferred for the acquisition was approximately $167.4 million in cash. Our preliminary allocation of the fair value of the purchase price includes $72.2 million in identifiable intangible assets, consisting of $66.5 million for technology, $3.2 million for trade name and $2.5 million for customer relationships; $94.8 million in goodwill; and $0.4 million in identifiable net assets. We are in the process of finalizing information related to assets and the corresponding effect on goodwill.

Fiscal Year 2016

On March 31, 2016 we completed the acquisition of Genesis Genetics Inc., a U.S. based genetics laboratory specializing in preimplantation genetic screening and preimplantation genetic diagnosis used during the IVF process. The fair value of the consideration transferred for the acquisition was approximately $61.1 million in cash, $60.5 million net of cash acquired. Our allocation of the fair value of the purchase price includes $28.6 million in identifiable intangible assets, consisting of $25.2 million for customer relationships and $3.4 million for trade names; $28.7 million in goodwill; and $3.8 million in identifiable net tangible assets.

On February 8, 2016, we completed the acquisition of The Pipette Company, an Australian manufacturer and distributor of micro pipettes for the Assisted Reproductive Technology market. The fair value of the consideration transferred for the acquisition was approximately $20.2 million in cash, $19.6 million net of cash acquired. Our allocation of the fair value of the purchase price includes $5.6 million in identifiable intangible assets, consisting of $5.2 million for customer relationships and $0.4 million for trade names; $15.0 million in goodwill; and $0.4 million in identifiable net liabilities.

On December 17, 2015, we completed the acquisition of Research Instruments Limited, a UK manufacturer and supplier of IVF medical devices and systems. The fair value of the consideration transferred for the acquisition was approximately $53.6 million in cash, $50.0 million net of cash acquired. Our allocation of the fair value of the purchase price includes $10.3 million in identifiable intangible assets, consisting of $6.2 million for developed technology, $2.2 million of trade names and $1.9 million for customer relationships; $35.8 million in goodwill; and $7.6 million in identifiable net tangible assets.

We believe these acquisitions strengthen CooperSurgical's business through the addition of new or complementary products and services within IVF and our genetic testing platform.

The pro forma results of operations of these acquisitions have not been presented because the effects of the business combinations described above, individually and in the aggregate, were not material to our consolidated results of operations.

Note 3. Restructuring and Integration Costs

2014 Sauflon Integration Plan
During the fiscal fourth quarter of 2014 and in connection with the Sauflon acquisition, our CooperVision business unit initiated restructuring and integration activities to optimize operational synergies of the combined companies. These activities include product and equipment rationalization, workforce reductions and consolidation of duplicative facilities. At October 31, 2016, our activities related to this restructuring and integration plan were essentially complete. The total restructuring costs under this plan were $148.3 million. There were no charges related to the 2014 Sauflon Integration Plan in fiscal first half of 2017.

In the three and six month periods ended April 30, 2016, we recorded in cost of sales $4.2 million and $14.7 million of expense, respectively, arising from production-related asset disposals and accelerated depreciation on equipment, primarily related to our hydrogel lenses, based on our review of products, materials and manufacturing processes of Sauflon. We recorded in cost of sales, employee termination costs of $0.7 million and $0.5 million in the three and six month periods ended April 30, 2016, respectively. We recorded $0.1 million of employee termination costs and $0.3 million for lease termination costs in selling, general and administrative expense in the six months ended April 30, 2016. We also recorded in research and development expense $0.1 million of employee termination costs in the six months ended April 30, 2016. In addition, CooperVision incurred $2.1 million and $10.0 million of integration costs included in operating expenses in the three and six month periods ended April 30, 2016, respectively.

A summary of the cumulative total restructuring costs by major component recognized as of October 31, 2016, is as follows:

(In millions)	Employee-related	Facilities-related	Product Rationalization	Total
Cumulative amounts incurred as of October 31, 2016	$ 17.8	$ 1.1	$ 129.4	$ 148.3

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The following table summarizes the restructuring activities by major component for the fiscal year ended October 31, 2016 and the six months ended April 30, 2017:

(In millions)	Employee-related	Facilities-related	Product Rationalization	Total
Balance at October 31, 2015	$ 8.6	$ 0.3	$ —	$ 8.9
Additions during fiscal 2016	—	0.2	56.4	56.6
Payments during the fiscal year	(5.2)	(0.2)	—	(5.4)
Non-cash adjustments (a) (b)	(0.6)	—	(56.4)	(57.0)
Balance at October 31, 2016	$ 2.8	$ 0.3	$ —	$ 3.1
Payments during the six months ended April 30, 2017	(1.5)	—	—	(1.5)
Non-cash adjustments (a)	(0.7)	(0.3)	—	(1.0)
Balance at April 30, 2017	$ 0.6	$ —	$ —	$ 0.6

(a) Represent adjustments for currency translation and accrual releases for employee and facilities-related.
(b) Represents equipment disposals, inventory write-offs and accelerated depreciation for product rationalization.

Note 4. Inventories

(In millions)	April 30, 2017	October 31, 2016
Raw materials	$ 101.1	$ 86.0
Work-in-process	14.7	12.6
Finished goods	321.8	319.1
	$ 437.6	$ 417.7

Inventories are stated at the lower of cost or net realizable value. Cost is computed using standard cost that approximates actual cost, on a first-in, first-out basis.

Note 5. Intangible Assets

Goodwill

(In millions)	CooperVision	CooperSurgical	Total
Balance at October 31, 2015	$ 1,827.6	$ 369.5	$ 2,197.1
Net additions during the year ended October 31, 2016	9.1	156.9	166.0
Translation	(190.3)	(8.1)	(198.4)
Balance at October 31, 2016	1,646.4	518.3	2,164.7
Net (reductions) additions during the six months ended April 30, 2017	(1.1)	94.8	93.7
Translation	43.4	0.9	44.3
Balance at April 30, 2017	$ 1,688.7	$ 614.0	$ 2,302.7

We performed our annual impairment assessment in our fiscal third quarter of 2016, and our analysis indicated that we had no impairment of goodwill. As described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016, we will continue to monitor conditions and changes which could indicate that our recorded goodwill may be impaired.

Other Intangible Assets

(In millions)	As of April 30, 2017 Gross Carrying Amount	As of April 30, 2017 Accumulated Amortization & Translation	As of October 31, 2016 Gross Carrying Amount	As of October 31, 2016 Accumulated Amortization & Translation
Trademarks	$ 40.1	$ 8.4	$ 36.6	$ 6.8
Technology	422.7	156.5	354.8	139.3
Customer relationships	291.1	132.8	285.7	121.9
License and distribution rights and other	68.2	39.4	65.8	33.8
	822.1	$ 337.1	742.9	$ 301.8
Less: accumulated amortization and translation	337.1		301.8	
Other intangible assets, net	$ 485.0		$ 441.1	

We estimate that amortization expense for our existing other intangible assets at April 30, 2017, will be $66.7 million in fiscal 2017, $64.5 million in fiscal 2018, $62.1 million in fiscal 2019, $52.2 million in fiscal 2020 and $50.7 million in fiscal 2021.

Note 6. Debt

(In millions)	April 30, 2017	October 31, 2016
Short-term:		
Overdraft and other credit facilities	$ 31.3	$ 17.1
Current portion of long-term debt	11.3	210.7
Less: unamortized debt issuance cost on term loans	(1.3)	(1.5)
	$ 41.3	$ 226.3
Long-term:		
Credit agreement	$ 245.0	$ —
Term loans	1,103.8	1,111.2
Other	0.2	0.2
Less: unamortized debt issuance cost on term loans	(3.4)	(4.0)
	$ 1,345.6	$ 1,107.4

Revolving Credit and Term Loan Agreement on March 1, 2016 (2016 Credit Agreement)

On March 1, 2016, we entered into a new Revolving Credit and Term Loan Agreement (2016 Credit Agreement), among the Company, CooperVision International Holding Company, LP, the lenders party thereto and KeyBank National Association, as administrative agent. The 2016 Credit Agreement provides for a multicurrency revolving credit facility in an aggregate principal amount of $1.0 billion and a term loan facility in an aggregate principal amount of $830.0 million, each of which, unless terminated earlier, mature on March 1, 2021. In addition, we have the ability from time to time to request an increase to the size of the revolving credit facility or establish one or more new term loans under the term loan facility in an aggregate amount up to $750.0 million, subject to the discretionary participation of the lenders.

Amounts outstanding under the 2016 Credit Agreement will bear interest, at our option, at either the base rate, or the adjusted LIBO rate or adjusted foreign currency rate (each as defined in the 2016 Credit Agreement), plus, in each case, an applicable rate of between 0.00% and 0.75% in respect of base rate loans and between 1.00% and 1.75% in respect of adjusted LIBO rate or adjusted foreign currency rate loans, in each case in accordance with a pricing grid tied to the Total Leverage Ratio, as defined in the 2016 Credit Agreement.

We pay an annual commitment fee that ranges from 0.125% to 0.25% of the unused portion of the revolving credit facility depending on certain financial ratios. In addition to the annual commitment fee described above, we are also required to pay certain letter of credit and related fronting fees and other administrative fees pursuant to the terms of the 2016 Credit Agreement.

The 2016 Credit Agreement contains customary restrictive covenants, as well as financial covenants that require us to maintain a certain total leverage ratio and interest coverage ratio, each as defined in the 2016 Credit Agreement:

- Interest Coverage Ratio, as defined, to be at least 3.00 to 1.00 at all times.
- Total Leverage Ratio, as defined, to be no higher than 3.75 to 1.00.

At April 30, 2017, we were in compliance with the Interest Coverage Ratio at 23.95 to 1.00 and the Total Leverage Ratio at 1.87 to 1.00.

At April 30, 2017, we had $830.0 million outstanding under the term loan and $754.8 million available under the revolving credit agreement.

Refer to our Annual Report on Form 10-K for the fiscal year ended October 31, 2016 for more details.

$700.0 million Term Loan and $300 million Term Loan

On August 4, 2014, we entered into a three-year, $700.0 million, senior unsecured term loan agreement by and among the Company, the lenders party thereto and KeyBank National Association as administrative agent (as subsequently amended, the 2014 Term Loan Agreement) with a maturity date of August 4, 2017. In August 2014, we utilized this facility to fund the acquisition of Sauflon, as well as to provide working capital and for general corporate purposes. We repaid $493.0 million of the outstanding balance in fiscal 2016 and fully repaid the remaining outstanding balance of $207.0 million in the fiscal second quarter of 2017 using the funds from the 2016 Credit Agreement, as well as from cash provided by operations.

At April 30, 2017, we had no outstanding balance under the 2014 Term Loan.

On September 12, 2013, the Company entered into a five-year, $300.0 million, senior unsecured term loan agreement by and among the Company; the lenders party thereto and KeyBank National Association, as administrative agent (as subsequently amended, the 2013 Term Loan Agreement), with a maturity date of September 12, 2018, subject to amortization of principal of 5% per annum payable quarterly beginning October 31, 2016, with the balance payable at maturity. In fiscal 2016, we repaid $15.0 million of the outstanding balance using the funds from the 2016 Credit Agreement.

At April 30, 2017, we had $285.0 million outstanding under the 2013 Term Loan. Subsequent to the end of fiscal second quarter, we fully repaid the remaining $285.0 million in May 2017 using the funds from the 2016 Credit Agreement.

Amounts outstanding under the 2014 and 2013 Term Loan Agreements (Term Loan Agreements) bear interest, at our option, at either the base rate, or the adjusted LIBO rate (each as defined in the Term Loan Agreements), plus, in each case, an applicable rate of between 0.00% and 0.50% in respect of base rate loans and between 0.75% and 1.50% in respect of adjusted LIBO rate loans, in each case in accordance with a pricing grid tied to the Total Leverage Ratio, as defined in the Term Loan Agreements.

These Term Loan Agreements contain customary restrictive covenants, as well as financial covenants that require the Company to maintain a certain Total Leverage Ratio and Interest Coverage Ratio, each as defined in the agreements, consistent with the 2016 Credit Agreement discussed above.

Refer to our Annual Report on Form 10-K for the fiscal year ended October 31, 2016 for more details.

Note 7. Income Taxes

Our effective tax rate (ETR) (provision for income taxes divided by pretax income) for the fiscal first half of 2017 was 4.7%. Our year-to-date results reflect the projected fiscal year ETR, plus any discrete items. The ETR used to record the provision for income taxes for the fiscal first half of 2016 was 5.4%. The decrease in the effective tax rate in the fiscal first half of 2017 reflects a shift in our geographic mix of income as well as the benefit from adopting ASU 2016-09 (Excess tax benefit from share-based compensation).

We recognize the benefit from a tax position only if it is more likely than not that the position would be sustained upon audit based solely on the technical merits of the tax position. At November 1, 2016, Cooper had unrecognized tax benefits of $39.9 million, of which, if recognized, $29.7 million would impact our ETR. For the fiscal first half of 2017, there were no material changes to the total amount of unrecognized tax benefits.

We have accrued $3.7 million of interest and penalties as of November 1, 2016. It is our policy to recognize the items of interest and penalties directly related to income taxes as additional income tax expense.

Included in the balance of unrecognized tax benefits at November 1, 2016, is $1.6 million related to tax positions for which it is reasonably possible that the total amounts could significantly change during the next twelve months. This amount represents a decrease in unrecognized tax benefits related to expiring statutes in various jurisdictions worldwide and relates primarily to transfer pricing matters.

At April 30, 2017, the tax years for which Cooper remains subject to United States Federal income tax assessment upon examination are 2014 through 2016. Cooper remains subject to income tax examinations in other significant tax jurisdictions including the United Kingdom, Japan, France and Australia for the tax years 2013 through 2016.

Note 8. Earnings Per Share

Periods Ended April 30,	**Three Months**		**Six Months**	
(In millions, except per share amounts)	**2017**	**2016**	**2017**	**2016**
Net income attributable to Cooper stockholders	$ 104.9	$ 74.1	$ 180.7	$ 125.5
Basic:				
Weighted average common shares	49.0	48.4	48.9	48.4
Basic earnings per common share attributable to Cooper stockholders	$ 2.14	$ 1.53	$ 3.70	$ 2.59
Diluted:				
Weighted average common shares	49.0	48.4	48.9	48.4
Effect of potential dilutive common shares	0.5	0.5	0.6	0.4
Diluted weighted average common shares	49.5	48.9	49.5	48.8
Diluted earnings per common share attributable to Cooper stockholders	$ 2.12	$ 1.52	$ 3.65	$ 2.57

The following table sets forth stock options to purchase Cooper's common stock and restricted stock units that were not included in the diluted earnings per share calculation because their effect would have been antidilutive for the periods presented:

Periods Ended April 30,	Three Months		Six Months	
(In thousands, except exercise prices)	2017	2016	2017	2016
Numbers of stock option shares excluded	192	537	234	537
Range of exercise prices	$ 175.31	$131.60-$162.69	$162.28-$175.31	$131.60-$162.69
Numbers of restricted stock units excluded	1	7	1	2

Note 9. Share-Based Compensation Plans

Cooper has several share-based compensation plans that are described in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2016. The compensation expense and related income tax benefit recognized in our consolidated condensed financial statements for share-based awards were as follows:

Periods Ended April 30,	Three Months		Six Months	
(In millions)	2017	2016	2017	2016
Selling, general and administrative expense	$ 7.6	$ 7.0	$ 17.2	$ 12.8
Cost of sales	0.8	0.7	2.0	1.2
Research and development expense	0.3	0.2	0.6	0.6
Total share-based compensation expense	$ 8.7	$ 7.9	$ 19.8	$ 14.6
Related income tax benefit	$ 2.6	$ 2.3	$ 5.9	$ 4.3

We capitalized share-based compensation expense as part of the cost of inventory in the amounts of $0.8 million and $2.0 million during the three and six months ended April 30, 2017, respectively; and $0.7 million and $1.2 million during the three and six months ended April 30, 2016, respectively.

Note 10. Stockholders' Equity

Analysis of Changes in Accumulated Other Comprehensive Income (Loss):

(In millions)	Foreign Currency Translation Adjustment	Minimum Pension Liability	Total
Balance at October 31, 2015	$ (171.8)	$ (19.8)	$ (191.6)
Gross change in value during the year ended October 31, 2016	(289.6)	(13.7)	(303.3)
Tax effect for the period	—	5.3	5.3
Balance at October 31, 2016	$ (461.4)	$ (28.2)	$ (489.6)
Gross change in value during the six months ended April 30, 2017	66.5	—	66.5
Balance at April 30, 2017	$ (394.9)	$ (28.2)	$ (423.1)

Share Repurchases

In December 2011, our Board of Directors authorized the 2012 Share Repurchase Program and through subsequent amendments, the most recent in March 2017, the total repurchase authorization was increased from $500.0 million to $1.0 billion of the Company's common stock in March 2017. This program has no expiration date and may be discontinued at any time. Purchases under the 2012 Share Repurchase Program are subject to a review of the circumstances in place at the time and may be made from time to time as permitted by securities laws and other legal requirements. In the fiscal second quarter of 2017, we repurchased 150 thousand shares of the Company's common stock for $29.5 million, at an average purchase price of $196.82 per share. We did not repurchase shares during the fiscal first half of 2016. At April 30, 2017, approximately $589.0 million remains authorized for repurchase under the program.

Dividends

We paid a semiannual dividend of approximately $1.5 million or 3 cents per share on February 9, 2017, to stockholders of record on January 23, 2017.

Note 11. Fair Value Measurements

At April 30, 2017 and October 31, 2016, the carrying value of cash and cash equivalents, accounts receivable, prepaid expense and other current assets, lines of credit, accounts payable and other current liabilities approximate fair value due to the short-term nature of such instruments and the ability to obtain financing on similar terms.

Assets and liabilities are measured and reported at fair value per related accounting standards that define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. An asset's or liability's level is based on the lowest level of input that is significant to the fair value measurement. Assets and liabilities carried at fair value are valued and disclosed in one of the following three levels of the valuation hierarchy:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs reflecting the reporting entity's own assumptions.

We believe that the balances of our revolving credit agreement and term loans approximated their fair values at April 30, 2017 and October 31, 2016 and are categorized as Level 2 of the fair value hierarchy.

At April 30, 2017 and October 31, 2016, we do not have derivative assets and liabilities balance. We may from time-to-time use interest rate swaps to maintain our desired mix of fixed-rate and variable-rate debt.

Note 12. Employee Benefits

Cooper's Retirement Income Plan (Plan), a defined benefit plan, covers substantially all full-time United States employees. Our contributions are designed to fund normal cost on a current basis and to fund the estimated prior service cost of benefit improvements. The unit credit actuarial cost method is used to determine the annual cost. Cooper pays the entire cost of the Plan and funds such costs as they accrue. Virtually all of the assets of the Plan are comprised of equities and participation in equity and fixed income funds.

Our results of operations for the three and six months ended April 30, 2017 and 2016 reflect the following components of net periodic pension costs:

Periods Ended April 30,	Three Months		Six Months	
(In millions)	2017	2016	2017	2016
Service cost	$ 2.5	$ 2.3	$ 5.0	$ 4.6
Interest cost	1.1	1.2	2.2	2.5
Expected return on plan assets	(1.8)	(1.6)	(3.6)	(3.3)
Recognized net actuarial loss	0.7	0.4	1.4	0.8
Net periodic pension cost	$ 2.5	$ 2.3	$ 5.0	$ 4.6

We contributed $2.5 million to the Plan in the first half of fiscal 2017, and expect to contribute an additional $7.5 million during the remainder of fiscal 2017. We contributed $2.5 million to the Plan in the first half of fiscal 2016. The expected rate of return on plan assets for determining net periodic pension cost is 8%.

Note 13. Contingencies

Since March 2015, over 50 putative class action complaints were filed by contact lens consumers alleging that contact lens manufacturers, in conjunction with their respective Unilateral Pricing Policy (UPP), conspired to reach agreements between each other and certain distributors and retailers regarding the prices at which certain contact lenses could be sold to consumers. The plaintiffs are seeking damages against CooperVision, Inc., other contact lens manufacturers, distributors and retailers, in various courts around the United States. In June 2015, all of the class action cases were consolidated and transferred to the United States District Court for the Middle District of Florida. CooperVision and the other defendants jointly filed a motion to dismiss the complaints in December 2015. In June 2016, the motion to dismiss with respect to claims brought under the Maryland Consumer Protection Act was granted, but the motion to dismiss with respect to claims brought under Section 1 of the Sherman Act and other state laws was denied. The actions currently are in discovery. In March 2017, the plaintiffs filed a motion for class certification. CooperVision denies the allegations and intends to defend the actions vigorously. At this time, we do not believe a loss or adverse effect on our financial condition is probable nor is any range of potential loss reasonably estimable.

The Company is involved in various lawsuits, claims and other legal matters from time to time that arise in the ordinary course of conducting business, including matters involving our products, intellectual property, supplier relationships, distributors, competitor relationships, employees and other matters. The Company does not believe that an estimate of possible loss or a range of loss can be made at this time.

Note 14. Business Segment Information

Cooper uses operating income, as presented in our financial reports, as the primary measure of segment profitability. We do not allocate costs from corporate functions to segment operating income. Items below operating income are not considered when measuring the profitability of a segment. We use the same accounting policies to generate segment results as we do for our consolidated results.

Identifiable assets are those used in continuing operations except cash and cash equivalents, which we include as corporate assets.

Segment information:

Periods Ended April 30,	**Three Months**		**Six Months**	
(In millions)	**2017**	**2016**	**2017**	**2016**
CooperVision net sales by category:				
Toric lens	$ 131.8	$ 120.5	$ 252.5	$ 228.0
Multifocal lens	42.9	42.5	85.3	82.9
Single-use sphere lens	104.1	97.6	203.7	188.4
Non single-use sphere and other	129.7	130.6	256.3	256.3
Total CooperVision net sales	408.5	391.2	797.8	755.6
CooperSurgical net sales	113.9	92.6	223.7	177.8
Total net sales	$ 522.4	$ 483.8	$ 1,021.5	$ 933.4
Operating income (loss):				
CooperVision	$ 112.1	$ 83.6	$ 199.4	$ 136.4
CooperSurgical	16.8	17.7	33.3	33.1
Corporate	(11.8)	(11.5)	(24.9)	(22.3)
Total operating income	117.1	89.8	207.8	147.2
Interest expense	7.7	7.6	15.0	12.9
Other (income) expense, net	(0.1)	(0.4)	3.2	0.9
Income before income taxes	$ 109.5	$ 82.6	$ 189.6	$ 133.4

(In millions)	**April 30, 2017**	**October 31, 2016**
Identifiable assets:		
CooperVision	$ 3,454.0	$ 3,382.4
CooperSurgical	1,086.4	907.1
Corporate	209.4	189.1
Total	$ 4,749.8	$ 4,478.6

Geographic information:

Periods Ended April 30, (In millions)	Three Months 2017	Three Months 2016	Six Months 2017	Six Months 2016
Net sales to external customers by country of domicile:				
United States	$ 235.3	$ 221.4	$ 459.5	$ 428.2
Europe	175.6	165.9	343.9	323.0
Rest of world	111.5	96.5	218.1	182.2
Total	$ 522.4	$ 483.8	$ 1,021.5	$ 933.4

(In millions)	April 30, 2017	October 31, 2016
Net property, plant and equipment by country of domicile:		
United States	$ 463.4	$ 464.1
Europe	342.2	334.4
Rest of world	80.9	79.2
Total	$ 886.5	$ 877.7

Note numbers refer to “Notes to Consolidated Condensed Financial Statements” in Item 1. Financial Statements.

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains “forward-looking statements” as defined by the Private Securities Litigation Reform Act of 1995. These include statements relating to plans, prospects, goals, strategies, future actions, events or performance and other statements which are other than statements of historical fact, including all statements regarding acquisitions including the acquired companies' financial position, market position, product development and business strategy, expected cost synergies, expecting timing and benefits of the transaction, difficulties in integrating entities or operations, as well as estimates of our and the acquired entities' future expenses, sales and earnings per share are forward-looking. In addition, all statements regarding anticipated growth in our revenue, anticipated effects of any product recalls, anticipated market conditions, planned product launches and expected results of operations and integration of any acquisition are forward-looking. To identify these statements look for words like “believes,” “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 that could adversely affect our global markets, and the potential adverse economic impact and related uncertainty caused by these items, including but not limited to, the United Kingdom’s election to withdraw from the European Union.
- 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 revenues and/or earnings.
- Acquisition-related adverse effects including the failure to successfully obtain the anticipated revenues, 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).
- Our indebtedness and associated interest expense, could adversely affect our financial health, prevent us from fulfilling our debt obligations or limit our ability to borrow additional funds.
- A major disruption in the operations of our manufacturing, accounting and financial reporting, research and development or distribution facilities due to integration of acquisitions, natural disasters, system upgrades or other causes.
- A major disruption in the operations of our manufacturing, accounting and financial reporting, research and development or distribution facilities due to technological problems, including any related to our information systems maintenance, enhancements or new system deployments, integrations or upgrades.
- Changes in tax laws or their interpretation and changes in statutory tax rates, including but not limited to, the United States, the United Kingdom and other countries with proposed changes to tax laws, some of which may affect our taxation of earnings recognized in foreign jurisdictions and/or negatively impact our effective tax rate.
- Disruptions in supplies of raw materials, including but not limited to, 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 and the medical device industry.
- Compliance costs and potential liability in connection with U.S. and foreign laws and health care regulations pertaining to privacy and security of third party information, including but not limited to product recalls, warning letters, and data security breaches.
- Legal costs, insurance expenses, settlement costs and the risk of an adverse decision, prohibitive injunction or settlement related to product liability, patent infringement 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 and costs/expenses related to recalls.
- Failure to receive, or delays in receiving, U.S. or foreign regulatory approvals for products.
- Failure of our customers and end users to obtain adequate coverage and reimbursement from third party payors 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 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.
- Changes in accounting principles or estimates.
- Environmental risks.
- Other events described in our Securities and Exchange Commission filings, including the "Business" and "Risk Factors" sections in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016, as such Risk Factors may be updated in quarterly filings.

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.

Results of Operations

In this section, we discuss the results of our operations for the fiscal second quarter of 2017 ended April 30, 2017, and the six months then ended and compare them with the same periods of fiscal 2016. We discuss our cash flows and current financial condition under “Capital Resources and Liquidity.” Within the tables presented, percentages are calculated based on the underlying whole-dollar amounts and, therefore, may not recalculate from the rounded numbers used for disclosure purposes.

Second Quarter Highlights

- Net sales of $522.4 million, up 8% from $483.8 million
- Gross profit $343.9 million, up 15% from $298.5 million
- Operating income $117.1 million, up 30% from $89.8 million
- Diluted earnings per share of $2.12, up 60 cents from $1.52 per share
- Cash provided by operations $131.6 million, up from $97.8 million

Results in our fiscal second quarter of 2017 include $0.7 million of integration costs in CooperSurgical, recorded in cost of sales; $3.6 million of expenses for acquisition and integration activities primarily in CooperSurgical, $1.8 million of certain legal and lobbying expenses, as well as $16.7 million for amortization of intangible assets, all recorded in operating expenses. The legal costs relate to litigation of the class action complaints filed against CooperVision and other contact lens manufacturers, distributors and retailers relating to Unilateral Pricing Policy (UPP) along with state and federal lobbying expenses.

Results in our fiscal second quarter of 2016 included $4.9 million of expenses primarily for equipment and product rationalization and related integration costs primarily related to the acquisition of Sauflon, $1.4 million of costs associated with the start-up of new manufacturing facilities in CooperVision, and $0.9 million of integration costs in CooperSurgical, all recorded in cost of sales; $5.6 million of expenses primarily related to CooperVision's restructuring and integration activities related to the acquisition of Sauflon and acquisition and integration costs in CooperSurgical, and $0.6 million of certain legal and lobbying expenses, discussed above, recorded in operating expenses; as well as $14.3 million for amortization of intangible assets. We also incurred a loss of $0.4 million in the period relating to debt extinguishment, recorded in other expense.

Six-Month Highlights

- Net sales of $1,021.5 million, up 9% from $933.4 million
- Gross profit $656.2 million, up 17% from $560.5 million
- Operating income $207.8 million, up 41% from $147.2 million
- Diluted earnings per share of $3.65, up $1.08 from $2.57 per share
- Cash provided by operations $240.1 million, up from $187.4 million

Results in the six months ended April 30, 2017 include $0.6 million of costs associated with the start-up of new manufacturing facilities in CooperVision, and $1.5 million of integration costs in CooperSurgical, recorded in cost of sales; $7.3 million of expenses for acquisition and integration activities primarily in CooperSurgical, $3.1 million of certain legal and lobbying expenses, discussed above, as well as $33.4 million for amortization of intangible assets, all recorded in operating expenses. We also incurred a loss of $0.2 million in the period on foreign exchange forward contracts related to an acquisition, recorded in other expense.

Results in the six months ended April 30, 2016 included $16.2 million of expenses primarily for equipment and product rationalization and related integration costs, arising from the acquisition of Sauflon, $3.7 million of costs associated with the start-up of new manufacturing facilities in CooperVision, and $1.3 million of integration costs in

CooperSurgical, all recorded in cost of sales; $16.5 million of expenses for CooperVision's restructuring and integration activities related to the acquisition of Sauflon and acquisition and integration costs in CooperSurgical, and $1.4 million of certain legal and lobbying expenses, discussed above, recorded in operating expenses; as well as $30.5 million for amortization of intangible assets. We also incurred losses of $0.9 million in the period related to debt extinguishment and foreign exchange forward contracts related to an acquisition, recorded in other expense.

Outlook

Overall, we remain optimistic about the long-term prospects for the worldwide contact lens and general health care markets. However, events affecting the economy as a whole, including the uncertainty and instability of global markets driven by foreign currency volatility, debt concerns, the uncertainty caused by the United Kingdom's intention to withdraw from the European Union, and the trend of consolidation within the health care industry, impact our current performance and continue to represent a risk to our future performance.

CooperVision - We compete in the worldwide contact lens market with our spherical, toric and multifocal contact lenses offered in a variety of materials including using silicone hydrogel Aquaform® technology and phosphorylcholine technology (PC) Technology™. We believe that there will be lower contact lens wearer dropout rates as technology improves and enhances the wearing experience through a combination of improved designs and materials and the growth of preferred modalities such as single-use and monthly wearing options. CooperVision is focused on greater worldwide market penetration of recently introduced products and we continue to expand our presence in existing and emerging markets, including through acquisitions, most recently being Soflex, an Israeli manufacturer and distributor of soft contact lenses and aftercare solutions in September 2016.

Sales of contact lenses utilizing silicone hydrogel materials continue to grow and this material represents about half of the industry's sales. Our ability to compete successfully with a full range of silicone hydrogel products is an important factor to achieving our desired future levels of sales growth and profitability. CooperVision manufactures and markets a wide variety of silicone hydrogel contact lenses within the daily, two-week and monthly modalities along with manufacturing some of these lenses as toric and/or multifocal lenses. These lenses are marketed under a number of different brand names, including but not limited to, Biofinity®, clariti®, MyDay®and Avaira®.

We believe the global market for single-use contact lenses will continue growing and our single-use silicone hydrogel products represent an opportunity for our business. Our clariti 1day brand provides the only single-use silicone hydrogel lenses in the marketplace with a complete line of spherical, toric and multifocal contact lenses. We forecast increasing aggregate demand for clariti 1day and MyDay products, as well as future single-use products.

CooperSurgical - Our CooperSurgical business competes in the general health care market with a focus on advancing the health of families through a diversified portfolio of products and services focusing on women's health, fertility and diagnostics. CooperSurgical has established its market presence and distribution system by developing products and acquiring companies, products and services that complement its business model. CooperSurgical product sales are categorized based on the point of health care delivery including products used in medical office and surgical procedures primarily by obstetricians and gynecologists (ob/gyns) that represented 46% of CooperSurgical's net sales in the fiscal second quarter of 2017 compared to 56% in the prior year period. CooperSurgical's remaining sales are specialized products and services that largely target the in vitro fertilization (IVF) process used in fertility that now represent 54% of CooperSurgical's net sales up from 44% in the prior year period. This change in product mix is attributed to recent acquisitions discussed below.

We have continued to invest in CooperSurgical's business through the acquisition of companies and product lines for new or complementary products and services for the IVF process. In our fiscal first quarter of 2017, we acquired Wallace, the IVF segment of Smiths Medical International, Ltd.

In fiscal 2016, we acquired Recombine Inc., Reprogenetics UK and Genesis Genetics Inc., which compete in service offerings of carrier screening, preimplantation genetic screening (PGS) and/or preimplantation genetic diagnosis (PGD) used during the IVF process, and we also acquired Kivex Biotec A/S, The Pipette Company and Research Instruments, who are manufacturers and distributors of IVF medical devices, systems and/or equipment. Refer to our Annual Report on Form 10-K for the fiscal year ended October 31, 2016 for more details. We intend to continue investing in

CooperSurgical's business with the goal of expanding our integrated solutions model within the areas of health care, fertility and diagnostics.

Capital Resources - At April 30, 2017, we had $121.3 million in cash, primarily outside the United States, and $754.8 million available under our syndicated revolving credit agreement. The $830.0 million term loan entered on March 1, 2016 remains outstanding as of April 30, 2017. In the fiscal second quarter of 2017, we used funds from operations and from our revolving credit agreement to fully repay the remaining $207.0 million outstanding from the $700.0 million term loan originally entered into on August 4, 2014. Subsequent to the end of fiscal second quarter of 2017, in May 2017, we fully repaid the remaining $285.0 million outstanding from the $300.0 million term loan originally entered into on September 12, 2013 using the funds from the 2016 Credit Agreement.

On March 1, 2016, we entered into a syndicated revolving Credit and Term Loan Agreement with Keybank as administrative agent. This agreement, maturing on March 1, 2021, replaced our previous revolving Credit Agreement, entered into on January, 12, 2011 and provides for a multi-currency revolving credit facility in an aggregate principal amount of $1.0 billion and a term loan facility in the aggregate principal amount of $830.0 million. We used funds from the new term loan to repay outstanding amounts under the previous Credit Agreement, to repay our other outstanding term loans and for general corporate purposes. See Note 6. Debt for additional information.

We believe our cash and cash equivalents, cash flow from operating activities and borrowing capacity under our credit facilities will fund operations both in the next 12 months and in the longer term as well as current and long-term cash requirements for capital expenditures, acquisitions, share repurchases and cash dividends. However, depending on the size or timing of these business activities, we may seek to raise additional debt financing.

Selected Statistical Information – Percentage of Sales and Growth

	Three Months			Six Months		
	Percentage of Sales		2017 vs 2016 % Change	Percentage of Sales		2017 vs 2016 % Change
Periods Ended April 30,	2017	2016		2017	2016	
Net sales	100%	100%	8 %	100%	100%	9 %
Cost of sales	34%	38%	(4)%	36%	40%	(2)%
Gross profit	66%	62%	15 %	64%	60%	17 %
Selling, general and administrative expense	37%	37%	9 %	37%	38%	9 %
Research and development expense	3%	3%	1 %	3%	3%	5 %
Amortization of intangibles	3%	3%	17 %	3%	3%	9 %
Operating income	22%	19%	30 %	20%	16%	41 %

Net Sales

Our two business units, CooperVision and CooperSurgical, generate all of our sales. Our consolidated net sales grew by $38.6 million or 8%, and $88.1 million or 9%, in the three and six months ended April 30, 2017, respectively:

Periods Ended April 30,	Three Months			Six Months		
($ in millions)	2017	2016	2017 vs 2016 % Change	2017	2016	2017 vs 2016 % Change
CooperVision	$ 408.5	$ 391.2	4%	$ 797.8	$ 755.6	6%
CooperSurgical	113.9	92.6	23%	223.7	177.8	26%
	$ 522.4	$ 483.8	8%	$ 1,021.5	$ 933.4	9%

CooperVision Net Sales

The contact lens market has two major product categories:

- Spherical lenses including lenses that correct near- and farsightedness uncomplicated by more complex visual defects.
- Toric and multifocal lenses including lenses that, in addition to correcting near- and farsightedness, address more complex visual defects such as astigmatism and presbyopia by adding optical properties of cylinder and axis, which correct for irregularities in the shape of the cornea.

In order to achieve comfortable and healthy contact lens wear, products are sold with recommended replacement schedules, often defined as modalities, with the primary modalities being single-use, two-week and monthly. CooperVision offers spherical, aspherical, toric, multifocal and toric multifocal lens products in most modalities.

Single-use lenses are designed for daily replacement and frequently replaced lenses are designed for two-week or monthly replacement. Significantly, the market for spherical lenses is growing with value-added spherical lenses to alleviate dry eye symptoms, to reduce eye fatigue from use of digital devices, to add aspherical optical properties, and/or higher oxygen permeable lenses such as silicone hydrogels.

CooperVision's silicone hydrogel Biofinity brand spherical, toric and multifocal contact lenses, Avaira brand spherical and toric lenses and MyDay brand spherical and toric lenses, are manufactured using proprietary Aquaform technology to increase oxygen transmissibility for longer wear. Our silicone hydrogel clariti brand spherical, toric and multifocal contact lenses are available in monthly and single-use modalities. We believe the clariti single-use silicone hydrogel lens products provide a competitive advantage in approved markets as clariti is the only single-use silicone hydrogel lens available in all vision correction categories - spherical, toric and multifocal.

CooperVision's Proclear® brand aspheric, toric and multifocal contact lenses, manufactured using PC Technology, help enhance tissue/device compatibility and offer improved lens comfort.

CooperVision Net Sales by Category

Three Months Ended April 30,

($ in millions)	2017	% Net Sales	2016	% Net Sales	2017 vs 2016 % Change
Toric	$ 131.8	32%	$ 120.5	31%	9 %
Multifocal	42.9	10%	42.5	11%	1 %
Single-use spheres	104.1	26%	97.6	25%	7 %
Non single-use sphere, other	129.7	32%	130.6	33%	(1)%
	$ 408.5	100%	$ 391.2	100%	4 %

Six Months Ended April 30,

($ in millions)	2017	% Net Sales	2016	% Net Sales	2017 vs 2016 % Change
Toric	$ 252.5	32%	$ 228.0	30%	11%
Multifocal	85.3	11%	82.9	11%	3%
Single-use spheres	203.7	25%	188.4	25%	8%
Non single-use sphere, other	256.3	32%	256.3	34%	—%
	$ 797.8	100%	$ 755.6	100%	6%

In the three and six months ended April 30, 2017, CooperVision's toric and multifocal lenses grew largely through the success of our clariti and Biofinity portfolios, offset by declines in older hydrogel products. Single-use sphere lenses growth was largely attributable to clariti and MyDay lenses offset by declines in older hydrogel products. Non single-use sphere grew largely on sales of Biofinity offset by declines in older hydrogel products. Other products primarily include lens care, approximately 2% and 3% of net sales, in the three and six months ended April 30, 2017, respectively. Total silicone hydrogel products, including clariti, Biofinity, Avaira and MyDay grew 15% in the three months ended, representing 66% of net sales compared to 60% in the same prior year period, and grew 16% in the six months ended, representing 64% of net sales compared to 59% in the same prior year period.

CooperVision Net Sales by Geography

CooperVision competes in the worldwide soft contact lens market and services three primary regions: the Americas, EMEA (Europe, Middle East and Africa) and Asia Pacific.

Periods Ended April 30,	Three Months			Six Months		
($ in millions)	2017	2016	2017 vs 2016 % Change	2017	2016	2017 vs 2016 % Change
Americas	$ 171.9	$ 165.1	4%	$ 334.9	$ 316.5	6%
EMEA	152.5	148.8	2%	297.4	294.1	1%
Asia Pacific	84.1	77.3	9%	165.5	145.0	14%
	$ 408.5	$ 391.2	4%	$ 797.8	$ 755.6	6%

CooperVision net sales growth for the three and six months ended were partially offset by foreign exchange rate fluctuations which had a net negative impact on net sales of $10.8 million and $17.9 million, respectively, primarily from currencies in the EMEA region. Americas net sales growth was primarily due to silicone hydrogel lenses including Biofinity, clariti, and MyDay, partially offset by the decrease in sales of older hydrogel products. EMEA net sales growth was due to silicone hydrogel lenses including Biofinity, clariti and MyDay, which was partially offset by weakening foreign currencies, primarily the British pound and euro, compared to the United States dollar. Net sales in the Asia Pacific region grew primarily due to silicone hydrogel lenses, including Biofinity, MyDay and clariti. Net sales growth in the Asia Pacific region benefited in the six-month period by exchange rate changes of the United States dollar compared to the Japanese yen.

CooperVision's net sales were driven primarily by increases in the volume of lenses sold, including recently introduced silicone hydrogel products. While unit growth and product mix have influenced CooperVision's net sales, average realized prices by product have not materially influenced sales growth.

CooperSurgical Net Sales

CooperSurgical supplies the market for family health care with a diversified portfolio of products and services for use in surgical and other medical procedures that are performed primarily by obstetricians and gynecologists in hospitals, surgical centers, fertility clinics and in the medical office. Fertility offerings include highly specialized products and services that target the in vitro fertilization (IVF) process with a goal to make fertility treatment safer, more efficient and convenient.

Three Months Ended April 30,					
($ in millions)	2017	% Net Sales	2016	% Net Sales	2017 vs 2016 % Change
Office and surgical products	$ 52.7	46%	$ 52.3	56%	1%
Fertility	61.2	54%	40.3	44%	52%
	$ 113.9	100%	$ 92.6	100%	23%

Six Months Ended April 30,

($ in millions)	2017	% Net Sales	2016	% Net Sales	2017 vs 2016 % Change
Office and surgical products	$ 105.8	47%	$ 106.4	60%	(1)%
Fertility	117.9	53%	71.4	40%	65 %
	$ 223.7	100%	$ 177.8	100%	26 %

CooperSurgical's net sales of medical office and surgical products in the three and six months ended April 30, 2017 remained relatively flat compared to the prior year periods due to declines in sales of disposable products partially offset by growth in recently launched products used in surgical procedures. The net sales increases in fertility products and services compared to the prior year periods were primarily due to sales of products and services of recently acquired companies. Unit growth and product mix, primarily sales of recently acquired products and services, influenced sales growth. Net sales growth was partially offset by the negative impact from the weakening of foreign currencies as compared to the United States dollar.

Cost of Sales/Gross Profit

Gross Profit Percentage of Net Sales	Three Months		Six Months	
Periods Ended April 30,	2017	2016	2017	2016
CooperVision	67%	61%	65%	59%
CooperSurgical	61%	64%	61%	64%
Consolidated	66%	62%	64%	60%

CooperVision's increases in gross margin in the three and six months ended as compared to the prior year periods are primarily due to the increase in sales of higher margin products including Biofinity and favorable currency impact to CooperVision's cost of sales primarily led by the weakening of British pound compared to the United States dollar. Prior year period's gross margin was also negatively impacted primarily due to product and equipment rationalization costs arising from the Sauflon restructuring and integration activities and facility startup costs for $6.3 million and $19.9 million in the three and six months ended April 30, 2016, respectively.

CooperSurgical's decreases in gross margin in the three and six months ended as compared to the prior year periods are primarily due to the addition of sales of lower margin products and services from acquisitions.

Selling, General and Administrative Expense (SGA)

Three Months Ended April 30,

($ in millions)	2017	% Net Sales	2016	% Net Sales	2017 vs 2016 % Change
CooperVision	$ 141.7	35%	$ 133.6	34%	6%
CooperSurgical	39.8	35%	32.6	35%	22%
Corporate	11.8	—	11.5	—	3%
	$ 193.3	37%	$ 177.7	37%	9%

Six Months Ended April 30,

($ in millions)	2017	% Net Sales	2016	% Net Sales	2017 vs 2016 % Change
CooperVision	$ 279.0	35%	$ 265.9	35%	5%
CooperSurgical	78.0	35%	63.1	35%	24%
Corporate	24.9	—	22.3	—	11%
	$ 381.9	37%	$ 351.3	38%	9%

The increases in CooperVision's SGA in absolute dollars in the three and six months ended as compared to the prior year periods were attributed to investments to support our long term objectives, including increased headcount in sales, marketing and G&A, investment in information technology and higher distribution expenses to support revenue growth. CooperVision's SGA in the three and six months ended April 30, 2017, include $0.6 million and $0.9 million of acquisition costs and $1.8 million and $3.1 million of legal costs, respectively. Legal costs relate primarily to UPP, state and federal lobbying expenses. CooperVision's SGA in the prior year periods included $2.1 million and $10.4 million of Sauflon restructuring and integration costs in the three and six months ended April 30, 2016, respectively.

The increases in CooperSurgical's SGA in absolute dollars are primarily due to the inclusion of operating expenses of recently acquired companies and investment in headcount to support growth. CooperSurgical's SGA included $2.7 million and $5.6 million of primarily integration expenses from recently acquired companies in the three and six months ended April 30, 2017, respectively, compared to $3.4 million and $6.2 million in the prior year periods, respectively. CooperSurgical continues to invest in sales activities to promote products and to reach new customers.

The increases in Corporate SGA in absolute dollars for the three and six months ended as compared to the prior year periods are primarily due to share based compensation related expenses.

Research and Development Expense (R&D)

Three Months Ended April 30,

($ in millions)	2017	% Net Sales	2016	% Net Sales	2017 vs 2016 % Change
CooperVision	$ 11.6	3%	$ 12.4	3%	(7)%
CooperSurgical	5.2	5%	4.3	5%	22 %
	$ 16.8	3%	$ 16.7	3%	1 %

Six Months Ended April 30,

($ in millions)	2017	% Net Sales	2016	% Net Sales	2017 vs 2016 % Change
CooperVision	$ 22.9	3%	$ 23.5	3%	(3)%
CooperSurgical	10.2	5%	8.0	4%	28 %
	$ 33.1	3%	$ 31.5	3%	5 %

The decreases in CooperVision's R&D expenses in absolute dollars in the three and six months ended compared to the prior year periods are primarily due to reduction in headcount due to synergies from integration activities. CooperVision's R&D activities are primarily focused on the development of contact lenses and manufacturing improvements.

The increases in CooperSurgical's R&D expenses in absolute dollars in the three and six months ended are largely due to increased activity to bring newly acquired products to market, increased project investments to develop new products and the upgrade of existing products. CooperSurgical's R&D activities include in vitro fertilization product development and the design and upgrade of surgical procedure devices and diagnostic services.

Amortization Expense

Three Months Ended April 30,

($ in millions)	2017	% Net Sales	2016	% Net Sales	2017 vs 2016 % Change
CooperVision	$ 8.8	2%	$ 9.7	2%	(9)%
CooperSurgical	7.9	7%	4.6	5%	71 %
	$ 16.7	3%	$ 14.3	3%	17 %

Six Months Ended April 30,

($ in millions)	2017	% Net Sales	2016	% Net Sales	2017 vs 2016 % Change
CooperVision	$ 17.7	2%	$ 21.7	3%	(19)%
CooperSurgical	15.7	7%	8.8	5%	79 %
	$ 33.4	3%	$ 30.5	3%	9 %

The increases in amortization are due primarily to amortization of intangible assets acquired in recent acquisitions by CooperSurgical. The decreases in CooperVision's amortization expense in the three and six months ended compared to the prior year periods were due to a charge of $2.3 million in the fiscal first quarter of 2016 to write off acquired in-process research and development and certain intangible assets that were fully amortized.

Restructuring Costs

During the fiscal fourth quarter of 2014 and in connection with the Sauflon acquisition, our CooperVision business unit initiated restructuring and integration activities to optimize operational synergies of the combined companies. The 2014 Sauflon Integration Plan activities included workforce reductions, consolidation of duplicative facilities and product rationalization. At October 31, 2016, our activities related to this restructuring and integration plan were essentially complete. The total restructuring costs under this plan were $148.3 million.

Pursuant to the 2014 Sauflon Integration Plan, in the three and six month periods ended April 30, 2016 , we recorded in cost of sales $4.2 million and $14.7 million of expense, respectively, arising from production-related asset disposals and accelerated depreciation on equipment, primarily related to our hydrogel lenses, based on our review of products, materials and manufacturing processes of Sauflon. We recorded in cost of sales, employee termination costs of $0.7 million and $0.5 million in the three and six month periods ended April 30, 2016 , respectively. We recorded $0.1 million of employee termination costs and $0.3 million for lease termination costs in selling, general and administrative expense in the six months ended April 30, 2016. We also recorded in research and development expense $0.1 million of employee termination costs in the six months ended April 30, 2016. In addition, CooperVision incurred $2.1 million and $10.0 million of integration costs included in operating expenses in the three and six month periods ended April 30, 2016, respectively.

Operating Income

Three Months Ended April 30,

($ in millions)	2017	% Net Sales	2016	% Net Sales	2017 vs 2016 % Change
CooperVision	$ 112.1	27%	$ 83.6	21%	34 %
CooperSurgical	16.8	15%	17.7	19%	(5)%
Corporate	(11.8)	—	(11.5)	—	(3)%
	$ 117.1	22%	$ 89.8	19%	30 %

Six Months Ended April 30,

($ in millions)	2017	% Net Sales	2016	% Net Sales	2017 vs 2016 % Change
CooperVision	$ 199.4	25%	$ 136.4	18%	46 %
CooperSurgical	33.3	15%	33.1	19%	— %
Corporate	(24.9)	—	(22.3)	—	(11)%
	$ 207.8	20%	$ 147.2	16%	41 %

Consolidated operating income in the fiscal 2017 periods increased in absolute dollars and as a percentage of net sales compared to the prior year periods primarily due to the increase in consolidated net sales and improved gross margin.

CooperVision's operating income in the fiscal 2017 periods increased in absolute dollars and as a percentage of net sales primarily due to increases in net sales, improved gross margin and decreases in expenses relating to restructuring and integration costs primarily related to Sauflon, as discussed above, recorded in cost of sales and operating expenses.

CooperSurgical's operating income in the three month period decreased in absolute dollars and decreased as a percentage of net sales in the three and six months ended reflect the sales of lower margin products and services from acquisitions and the increase in total operating expenses primarily due to SGA and amortization expenses from recent acquisitions.

Interest Expense

Three Months Ended April 30,

($ in millions)	2017	% Net Sales	2016	% Net Sales	2017 vs 2016 % Change
Interest expense	$ 7.7	1%	$ 7.6	2%	1%

Six Months Ended April 30,

($ in millions)	2017	% Net Sales	2016	% Net Sales	2017 vs 2016 % Change
Interest expense	$ 15.0	1%	$ 12.9	1%	16%

Interest expense increases in the three and six months ended compared to the prior year periods reflect higher average debt as a result of debt incurred in connection with acquisitions and higher interest rates.

Other Expense (Income), Net

Periods Ended April 30,	Three Months		Six Months	
($ in millions)	2017	2016	2017	2016
Foreign exchange (gain) loss	$ (0.4)	$ (0.7)	$ 2.8	$ 0.9
Other, net	0.3	0.3	0.4	—
	$ (0.1)	$ (0.4)	$ 3.2	$ 0.9

Foreign exchange (gain) loss is primarily resulting from revaluation and settlement of foreign currencies-denominated balances.

Provision for Income Taxes

We recorded income tax expense of $8.9 million in the fiscal first half of 2017 compared to $7.2 million in the prior year period. Our effective tax rate (ETR) (provision for income taxes divided by pretax income) for the fiscal first half of 2017 was 4.7% compared to our ETR of 5.4% in the prior year period. The decrease in our ETR compared to the prior year period reflects a shift in our geographic mix of income as well as discrete benefits from excess tax benefit from share-based compensation.

The ETR is lower than the United States federal statutory rate as a majority of our taxable income is earned in foreign jurisdictions with lower tax rates. The ratio of domestic taxable income to worldwide taxable income has decreased over recent fiscal years effectively lowering the overall tax rate due to the fact that the tax rates in the majority of foreign jurisdictions where we operate are significantly lower than the statutory rate in the United States.

The impact on our provision for income taxes of income earned in foreign jurisdictions being taxed at rates different than the United States federal statutory rate was a benefit of approximately $57.8 million and a foreign effective tax rate of approximately 2.6% in our fiscal first half of 2017 compared to a benefit of approximately $37.3 million and a foreign effective tax rate of a benefit of approximately 5.5% in our fiscal first half of 2016. See the notes to consolidated condensed financial statements for additional information.

Share Repurchase

In December 2011, our Board of Directors authorized a share repurchase program and through subsequent amendments, the most recent in March 2017, the total repurchase authorization was increased from $500.0 million to $1.0 billion. The program has no expiration date and may be discontinued at any time. During the fiscal second quarter of 2017, we repurchased 150 thousand shares of our common stock for $29.5 million at an average price of $196.82 per share. At April 30, 2017, we had remaining authorization to repurchase about $589.0 million of our common stock. See the notes to consolidated condensed financial statements for additional information.

Share-Based Compensation Plans

Cooper has several share-based compensation plans that are described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016. The compensation expense and related income tax benefit recognized in our consolidated condensed financial statements for share-based awards were as follows:

Periods Ended April 30,	Three Months		Six Months	
($ in millions)	2017	2016	2017	2016
Selling, general and administrative expense	$ 7.6	$ 7.0	$ 17.2	$ 12.8
Cost of sales	0.8	0.7	2.0	1.2
Research and development expense	0.3	0.2	0.6	0.6
Total share-based compensation expense	$ 8.7	$ 7.9	$ 19.8	$ 14.6
Related income tax benefit	$ 2.6	$ 2.3	$ 5.9	$ 4.3

We capitalized share-based compensation expense as part of the cost of inventory in the amounts of $0.8 million and $2.0 million during the three and six months ended April 30, 2017, respectively; and $0.7 million and $1.2 million during the three and six months ended April 30, 2016, respectively.

Capital Resources and Liquidity

Second Quarter Highlights

- Operating cash flow $131.6 million compared to $97.8 million in the second quarter of fiscal 2016
- Expenditures for purchases of property, plant and equipment $28.5 million compared to $41.2 million in the prior year period
- Share repurchases under our share repurchase plan $29.5 million, compared to no share repurchase in the prior year period

Six-Month Highlights

- Operating cash flow $240.1 million compared to $187.4 million in the fiscal second quarter of 2016
- Expenditures for purchases of property, plant and equipment $57.3 million compared to $86.3 million in the prior year period
- Share repurchases under our share repurchase plan $29.5 million, compared to no share repurchase in the prior year period
- Cash payments for acquisitions, $173.8 million, primarily CooperSurgical acquisition, compared to $145.5 million in the prior year period

Comparative Statistics

($ in millions)		April 30, 2017		October 31, 2016
Cash and cash equivalents	$	121.3	$	100.8
Total assets	$	4,749.8	$	4,478.6
Working capital	$	615.1	$	393.9
Total debt	$	1,386.9	$	1,333.8
Stockholders' equity	$	2,939.8	$	2,695.9
Ratio of debt to equity		0.47:1		0.49:1
Debt as a percentage of total capitalization		32%		33%
Operating cash flow - twelve months ended	$	562.3	$	509.6

Working Capital

The increase in working capital at April 30, 2017 from the end of fiscal 2016 was primarily due to the repayment of $207.0 million term loan classified as short-term debt, increase in cash, accounts receivable and inventories. This is partially offset by the reclassification of short term deferred tax assets to long term assets (See Note 1. General).

At April 30, 2017, our inventory months on hand (MOH) were 7.4 compared to 5.6 at October 31, 2016. MOH at October 31, 2016 was 6.7 after adjusting for product rationalization costs related to Sauflon. The $19.9 million increase in inventories was primarily due to increase in raw materials to support product launches and production levels. Our days sales outstanding (DSO) were 51 days at April 30, 2017, compared to 53 days at October 31, 2016 and 54 days at April 30, 2016. The decrease in DSO related to increased collections from accounts receivable.

We have reviewed our needs in the United States for possible repatriation of undistributed earnings or cash of our foreign subsidiaries. Cooper presently intends to continue to indefinitely invest all earnings and cash outside of the United States of all foreign subsidiaries to fund foreign investments or meet foreign working capital and property, plant and equipment requirements.

Operating Cash Flow

Cash flow provided by operating activities in the fiscal first half of 2017 continued to be our major source of liquidity, at $240.1 million compared to $187.4 million in the prior year period. Current period results include $180.7 million of net income and non-cash items primarily made up of $94.0 million related to depreciation and amortization, $27.1 million related to share-based compensation expense, including excess tax benefit and $2.6 million related to impairment of property, plant and equipment. Cash flow from operating capital reflect the changes in operating assets and liabilities, which are primarily $11.8 million of decreases in accounts payable and other liabilities primarily due to timing of payment, increase in receivables and other assets of $29.0 million, driven by increase in accounts receivable from higher revenue and increases in inventories of $19.9 million. The $52.7 million increase in cash flow provided by operations in the fiscal first half of 2017 as compared to fiscal 2016 is primarily due to the increase in net income.

For the fiscal first half of 2017 and 2016, our primary source of cash flows provided by operating activities were cash collections from our customers for purchase of our products. Our primary uses of cash flows from operating activities were for personnel and material costs along with cash payments for interest of $13.4 million and $9.6 million for the fiscal first half of 2017 and 2016, respectively.

Investing Cash Flow

Cash used in investing activities of $231.1 million in the fiscal first half of 2017 was driven by capital expenditures of $57.3 million, primarily to increase manufacturing capacity, and payments of $173.8 million related to acquisitions, primarily the acquisition of Wallace in the fiscal first quarter of 2017.

Cash used in investing activities of $231.8 million in the fiscal first half of 2016 was driven by capital expenditures of $86.3 million, primarily to increase manufacturing capacity, and payments of $145.5 million primarily related to CooperSurgical acquisitions.

Financing Cash Flow

The changes in cash provided by financing activities primarily relate to borrowings and repayments of debt as well as the effects of share-based compensation awards. Cash provided by financing activities of $10.0 million in the fiscal first half of 2017 was driven by $52.6 million from net borrowings of debt, partially offset by $29.5 million of share repurchases, and $10.0 million for taxes paid related to vested share-based compensation awards.

Cash provided by financing activities of $72.5 million in the fiscal first half of 2016 was driven by $93.3 million net borrowings of debt and $5.0 million of excess tax benefit relating to share-based compensation awards, partially offset by $12.5 million payment of debt acquisition costs, $11.4 million for taxes paid related to vested share-based compensation awards, dividend payments on common stock of $1.5 million and $0.4 million for distributions to noncontrolling interests.

At April 30, 2017, we had $754.8 million available under the 2016 Credit Agreement. Current period debt outstanding includes the $830.0 million term loan entered into on March 1, 2016, and $285.0 million of the $300.0 million term loan entered into on September 12, 2013. Subsequent to the end of fiscal second quarter, we fully repaid the remaining $285.0 million of the $300.0 million term loan in May 2017. We are in compliance with our financial covenants including the Interest Coverage Ratio at 23.95 to 1.00 and the Total Leverage Ratio at 1.87 to 1.00. As defined, in both the 2016 Credit Agreement and our Term Loan Agreements, we are required to maintain an Interest Coverage Ratio of at least 3.00 to 1.00, and a Total Leverage Ratio of no higher than 3.75 to 1.00.

Estimates and Critical Accounting Policies

Management estimates and judgments are an integral part of financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). We believe that the critical accounting policies listed below address the more significant estimates required of management when preparing our consolidated financial statements in accordance with GAAP. We consider an accounting estimate critical if changes in the estimate may have a material impact on our financial condition or results of operations. We believe that the accounting estimates employed are appropriate and resulting balances are reasonable; however, actual results could differ from the original estimates, requiring adjustment to these balances in future periods. The accounting policies that reflect our more significant estimates, judgments and assumptions and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results are:

- Revenue recognition
- Net realizable value of inventory
- Valuation of goodwill
- Business combinations
- Income taxes
- Share-based compensation

During the first half of fiscal 2017, there were no significant changes in our estimates and critical accounting policies except for the accounting pronouncements that were recently adopted which are discussed below. Please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended October 31, 2016, for a more complete discussion of our estimates and critical accounting policies.

We performed our annual impairment assessment of goodwill during the fiscal third quarter of 2016, and our analysis indicated that we had no impairment of goodwill. As described in Note 5 in this Quarterly Report on Form 10-Q and Note 1 in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016, we will continue to monitor conditions and changes that could indicate that our recorded goodwill may be impaired.

Accounting Pronouncements Issued Not Yet Adopted

In March 2017, the FASB issued ASU 2017-07, *Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost.* The ASU requires an entity to disaggregate the service cost component from the other components of net benefit cost. The service cost component is presented in the same line items as other compensation costs arising from services rendered by the pertinent employees during the period and the other components of net benefit costs are presented separately as other income/expense below income from operations. ASU 2017-07 will be effective for the Company in our fiscal year and interim periods beginning November 1, 2018.

In January 2017, the FASB issued ASU 2017-04, *Intangibles - Goodwill and other (Topic 350): Simplifying the Test for Goodwill Impairment.* FASB eliminated Step 2 from the goodwill impairment test, which required a hypothetical purchase price allocation. Under the amendments in this update, an entity should perform goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and recognize an impairment charge for the carrying amount which exceeds the reporting unit's fair value. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. ASU 2017-04 will be effective for the Company's interim or annual goodwill impairment test in fiscal 2020 and is not expected to have a significant impact on the Company's financial statements. Early adoption is permitted.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash.* ASU 2016-18 provides guidance on the classification and presentation of changes in restricted cash and cash equivalents in the statement of cash flows. ASU 2016-18 will be effective for the Company in fiscal 2019 and is not expected to have a significant impact on the Company's Consolidated Statements of Cash Flows. Early adoption is permitted.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842).* ASU 2016-01 requires that a lessee recognize the assets and liabilities that arise from operating leases. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. In transition, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. We are currently evaluating the impact of ASU 2016-02, which is effective for the Company in our fiscal year and interim periods beginning on November 1, 2019.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. ASU 2014-09 requires revenue recognition to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 sets forth a new revenue recognition model that requires identifying the contract, identifying the performance obligations, determining the transaction price, allocating the transaction price to performance obligations and recognizing the revenue upon satisfaction of performance obligations. The amendments in the ASU can be applied either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying the update recognized at the date of the initial application along with additional disclosures. We are currently evaluating the impact of ASU 2014-09, which is effective for the Company in our fiscal year and interim periods beginning on November 1, 2018.

Accounting Pronouncements Recently Adopted

In January 2017, the FASB issued ASU 2017-01, *Business Combination (Topic 805): Clarifying the Definition of a Business.* ASU 2017-01 provides a new framework for determining whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The Company has elected to early adopt ASU 2017-01 effective in the fiscal second quarter, the adoption has no material impact for the Company.

In March 2016, the FASB issued ASU 2016-09, *Compensation- Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*, as part of their simplification initiative to improve the accounting for share-based payments to employees. ASU 2016-09 requires excess tax benefits (windfall tax benefits) and tax deficiencies (shortfalls) to be recognized as income tax expense or benefit in the income statement when awards vest or are settled. Companies will no longer record excess tax benefits and certain tax deficiencies in additional paid-in capital. This ASU also requires companies to classify cash flows resulting from employee share-based payments, including the additional tax benefits or expenses related to the vesting or settlement of share-based awards, as cash flows from operating activities rather than financing activities. The standard also allows for additional employee tax withholding on the exercise or release of awards, without triggering liability classification of the award. Finally, the update allows an accounting policy election for the treatment of forfeitures of stock based awards. Companies can elect to continue to estimate forfeitures expected to occur, or account for forfeitures as they occur. The Company has elected to early adopt ASU 2016-09 effective November 1, 2016.

Accordingly, the Company recognized $17.9 million in deferred tax assets associated with excess tax benefits not previously recognized in deferred taxes as a cumulative-effect adjustment to retained earnings as of November 1, 2016. Furthermore, in accordance with the update, the Company recognized excess tax benefits as a discrete income tax benefit of $7.3 million during the fiscal first half of 2017 and accordingly, this is classified as an operating activity in the Consolidated Statements of Cash Flows on a prospective basis. The Company elected to continue to estimate forfeitures that are expected to occur when estimating the amount of compensation expense to record in each accounting period.

In November 2015, the FASB issued ASU 2015-17, *Balance Sheet Classification of Deferred Taxes,* which requires entities to present all deferred tax assets and liabilities as noncurrent in the Balance Sheet. ASU 2015-17 can be early adopted for any period that has not been issued on a prospective or retrospective basis. The Company elected to early adopt this guidance on a prospective basis for the quarter ended January 31, 2017. No prior periods were retrospectively adjusted.

Trademarks

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Item 3. Quantitative and Qualitative Disclosure About Market Risk

Most of our operations outside the United States have their local currency as their functional currency. We are exposed to risks caused by changes in foreign exchange, principally our British pound sterling, euro, Japanese yen, Danish krone, Swedish krona, Australian dollar and Canadian dollar-denominated debt and receivables denominated in currencies other than the United States dollar, and from operations in other foreign currencies. Although we may enter into foreign exchange agreements with financial institutions to reduce our exposure to fluctuations in foreign currency values relative to our debt or receivables obligations, these hedging transactions do not eliminate that risk entirely. We are also exposed to risks associated with changes in interest rates, as the interest rates on our revolving lines of credit and term loans may vary with the federal funds rate and Eurodollar rate. We may decrease this interest rate risk by hedging a portion of variable rate debt effectively converting it to fixed rate debt for varying periods. As of April 30, 2017, we have no outstanding interest rate swaps. For additional detail, see Item 1A. Risk Factors and Note 1 and Note 11 to the consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016.

On March 1, 2016, we entered into a syndicated Revolving Credit and Term Loan Agreement (2016 Credit Agreement) with Keybank as administrative agent. The agreement provides for a multicurrency revolving credit facility in an aggregate principal amount of $1.0 billion and a term loan facility in the aggregate principal amount of $830.0 million. The 2016 Credit Agreement replaced our previous credit agreement and funds from the new term loan were used to repay the outstanding amounts under the previous Credit Agreement, to partially repay our other outstanding term loans and for general corporate purposes. At April 30, 2017, we had $754.8 million available under the revolving credit facility and $830.0 million outstanding under the term loan.

On August 4, 2014, we entered into a three-year, $700.0 million, senior unsecured term loan agreement with a maturity date of August 4, 2017. There was no amortization of the principal, and we could prepay the loan balances from time to time, in whole or in part, with premium or penalty. We repaid $493.0 million of the outstanding balance in fiscal 2016 and repaid the remaining $207.0 million of the outstanding balance in the fiscal second quarter of 2017. At April 30, 2017, there was no outstanding balance on this term loan.

On September 12, 2013, we entered into a five-year, $300.0 million, senior unsecured term loan agreement with a maturity date of September 12, 2018, subject to amortization of principal of 5% per year payable quarterly beginning October 31, 2016, with the balance payable at maturity. We repaid $15.0 million of the outstanding balance in fiscal 2016. At April 30, 2017, there was $285.0 million outstanding on this term loan. Subsequent to the end of fiscal second quarter, we fully repaid the remaining $285.0 million in May 2017 using the funds from the 2016 Credit Agreement.

See Note 6. Debt for additional information.

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Item 4. Controls and Procedures

The Company has established and currently maintains disclosure controls and procedures designed to ensure that material information required to be disclosed in its reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission and that any material information relating to the Company is recorded, processed, summarized and reported to its principal officers to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognizes that controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving desired control objectives. In reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

In conjunction with the close of each fiscal quarter, the Company conducts a review and evaluation, under the supervision and with the participation of the Company’s management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company’s disclosure controls and procedures. The Company’s Chief Executive Officer and Chief Financial Officer, based upon their evaluation as of April 30, 2017, the end of the fiscal quarter covered in this report, concluded that the Company’s disclosure controls and procedures were effective at the reasonable assurance level.

As of April 30, 2017, there has been no change in the Company’s internal control over financial reporting during the Company’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

Since March 2015, over 50 putative class action complaints were filed by contact lens consumers alleging that contact lens manufacturers, in conjunction with their respective Unilateral Pricing Policy (UPP), conspired to reach agreements between each other and certain distributors and retailers regarding the prices at which certain contact lenses could be sold to consumers. The plaintiffs are seeking damages against CooperVision, Inc., other contact lens manufacturers, distributors and retailers, in various courts around the United States. In June 2015, all of the class action cases were consolidated and transferred to the United States District Court for the Middle District of Florida. CooperVision and the other defendants jointly filed a motion to dismiss the complaints in December 2015. In June 2016, the motion to dismiss with respect to claims brought under the Maryland Consumer Protection Act was granted, but the motion to dismiss with respect to claims brought under Section 1 of the Sherman Act and other state laws was denied. The actions currently are in discovery. In March 2017, the plaintiffs filed a motion for class certification. CooperVision denies the allegations and intends to defend the actions vigorously. At this time, we do not believe a loss or adverse effect on our financial condition is probable nor is any range of potential loss reasonably estimable.

Item 1A. Risk Factors

Risk factors describing the major risks to our business can be found under Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016. There has been no material change in our risk factors from those previously discussed in our Form 10-K for the fiscal year October 31, 2016.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

The Company's share repurchase activity during the three-month period ended April 30, 2017, was as follows:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under Publicly Announced Plans or Programs
2/1/17 - 2/28/17	—	$ —	—	$ 118,500,000
3/1/17 - 3/31/17	—	$ —	—	$ 618,500,000
4/1/17 - 4/30/17	150,000	$ 196.82	150,000	$ 589,000,000
Total	150,000	$ 196.82	150,000	

The transactions described in the table above represent the repurchase of the Company's common stock on the New York Stock Exchange as part of the share repurchase program approved by the Company's Board of Directors in December 2011 (2012 Share Repurchase Program). The program as amended in December 2012 and December 2013 provides authorization for a total of $500.0 million. In March 2017, the program was amended and approved by the Company's Board of Directors for an increase of $500.0 million, providing authorization for a total of $1.0 billion. Purchases under the 2012 Share Repurchase Program may be made from time-to-time on the open market at prevailing market prices or in privately negotiated transactions and are subject to a review of the circumstances in place at the time and will be made from time to time as permitted by securities laws and other legal requirements. This program has no expiration date and may be discontinued at any time. At April 30, 2017, the remaining repurchase authorization under the 2012 Share Repurchase Program was approximately $589.0 million.

Item 6. Exhibits

Exhibit Number	Description
11*	Calculation of Earnings Per Share
31.1	Certification of the Chief Executive Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
31.2	Certification of the Chief Financial Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
32.1	Certification of the Chief Executive Officer, pursuant to 18 U.S.C. Section 1350
32.2	Certification of the Chief Financial Officer, pursuant to 18 U.S.C. Section 1350
101	The following materials from the Company's Quarterly Report on Form 10-Q for the three and six months periods ended April 30, 2017, formatted in Extensible Business Reporting Language (XBRL): (i) Consolidated Statements of Income for the three and six months ended April 30, 2017 and 2016, (ii) Consolidated Statements of Comprehensive Income (Loss) for the three and six months ended April 30, 2017 and 2016, (iii) Consolidated Condensed Balance Sheets at April 30, 2017 and October 31, 2016, (iv) Consolidated Condensed Statements of Cash Flows for the six months ended April 30, 2017 and 2016 and (v) related notes to consolidated condensed financial statements.

* The information called for in this Exhibit is provided in Note 8. Earnings Per Share to the Consolidated Condensed Financial Statements in this report.

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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 thereunto duly authorized.

The Cooper Companies, Inc.

(Registrant)

Date: June 2, 2017

/s/ Albert G. White, III

Albert G. White, III

Executive Vice President, Chief Financial Officer and Chief Strategy Officer

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THE COOPER COMPANIES, INC. AND SUBSIDIARIES

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101	The following materials from the Company's Quarterly Report on Form 10-Q for the three and six months periods ended April 30, 2017, formatted in Extensible Business Reporting Language (XBRL): (i) Consolidated Statements of Income for the three and six months ended April 30, 2017 and 2016, (ii) Consolidated Statements of Comprehensive Income (Loss) for the three and six months ended April 30, 2017 and 2016, (iii) Consolidated Condensed Balance Sheets at April 30, 2017 and October 31, 2016, (iv) Consolidated Condensed Statements of Cash Flows for the six months ended April 30, 2017 and 2016 and (v) related notes to consolidated condensed financial statements.	

* The information called for in this Exhibit is provided in Note 8. Earnings Per Share to the Consolidated Condensed Financial Statements in this report.

Exhibit 31.1

CERTIFICATION PURSUANT TO EXCHANGE ACT RULE 13a-14(a)/15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Robert S. Weiss, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Cooper Companies, Inc. (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 2, 2017

/s/ Robert S. Weiss

Robert S. Weiss
President and
Chief Executive Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO EXCHANGE ACT RULE 13a-14(a)/15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Albert G. White, III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Cooper Companies, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 2, 2017

/s/ Albert G. White, III

Albert G. White, III

Executive Vice President, Chief Financial Officer and Chief Strategy Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert S. Weiss, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Quarterly Report on Form 10-Q of the Company for the quarterly period ended April 30, 2017, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 2, 2017

/s/ Robert S. Weiss

Robert S. Weiss
President and Chief Executive Officer

Exhibit 32.2

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

I, Albert G. White, III, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Quarterly Report on Form 10-Q of the Company for the quarterly period ended April 30, 2017, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 2, 2017

/s/ Albert G. White, III

Albert G. White, III
Executive Vice President, Chief Financial Officer and Chief Strategy Officer