
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 12, 2009

THE COOPER COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-8597
(Commission File Number)

94-2657368
(IRS Employer
Identification No.)

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

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

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 2.05. Costs Associated with Exit or Disposal Activities.

On August 12, 2009, CooperVision, Inc., or CVI, the contact lens subsidiary of The Cooper Companies, Inc., or the Company, informed affected employees of its plan to discontinue the operations of its soft contact lens manufacturing plant in Norfolk, Virginia by relocating certain manufacturing operations to its plants in Juana Diaz, Puerto Rico and Hamble, U.K. over the next 15 months. The closure of the Norfolk, Virginia plant is primarily the result of increased manufacturing efficiencies gained over the last year. CVI also intends to transfer part of its contact lens manufacturing operations in Adelaide, Australia to Hamble, U.K., over the coming four months. This restructuring plan is intended to better utilize CVI's manufacturing efficiencies and reduce its manufacturing expenses through a reduction in workforce of approximately 570 employees. No additional hires are anticipated in Puerto Rico or the U.K. as part of this restructuring plan.

As a result of the restructuring plan, CVI expects to recognize pre-tax restructuring charges of approximately \$25 million, including approximately \$6 million in the third fiscal quarter of 2009, \$7.5M in the fourth fiscal quarter of 2009 and the remainder in fiscal year 2010. CVI expects approximately \$10 million of the charges to be cash related with minimal cash impact in fiscal year 2009. Upon its completion, CVI anticipates annual cash savings of approximately \$14 million beginning in fiscal year 2011 and also anticipates earnings improvements of approximately \$7.5 million in fiscal year 2011 and \$15 million per year thereafter.

CVI currently expects that a significant portion of the total restructuring costs will be associated with asset related and employee benefit costs. CVI expects restructuring costs of approximately \$17 million associated with assets, including accelerated depreciation and facility lease and contract termination costs, and approximately \$8 million associated with employee benefit costs, including anticipated severance payments, termination benefit costs, retention bonus payouts and other similar costs.

The preceding amounts are estimates and the actual amounts and timing of such costs may vary materially as the closure plans are finalized and implemented. To the extent required by applicable rules, the Company will file one or more amendments to this Current Report on Form 8-K as details of the restructuring plan and estimates of related costs and charges are refined.

ITEM 8.01. Other Events.

On August 13, 2009, the Company issued a press release regarding the restructuring plan. A copy of the press release is filed as Exhibit 99.1 to this Current Report and incorporated by reference herein.

Forward-Looking Statements

This Current Report on Form 8-K contains "forward-looking statements" as defined by the Private Securities Litigation and Reform Act of 1995. These include certain statements about the Company's restructuring decisions, the amount of the reduction of the Company's worldwide workforce, the restructuring's effect on operational efficiencies, the impact of restructuring on global plant sites, the location of headcount reductions, expected annualized cost savings, the amount of pre-tax restructuring costs, and the timing of recognition of such costs, the amount of cash cost of pre-tax restructuring costs, and the timing of incurrence of such cash cost. 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. Discussions of strategy, plans or intentions often contain forward-looking statements. Forward looking statements necessarily depend on assumptions, data or methods that may be incorrect or imprecise and are subject to risks and uncertainties. The statements in this Current Report on Form 8-K are based on current expectations, forecasts and assumptions involving risks and

uncertainties that could cause actual outcomes and results to differ materially. These risks and uncertainties include, but are not limited to: the outcome of the Company's consultations with its employees and their representatives; delays encountered in finalizing the scope of, and implementing, the restructuring; the failure to achieve targeted cost savings; the failure to meet operational targets and customer requirements due to loss of employees and any work stoppages that might occur; the effect of different legal and regulatory requirements that govern the extent and the speed of the Company's ability to reduce its manufacturing capacity and workforce; and other factors that the Company may not have currently identified or quantified; and the risks, relevant factors and uncertainties identified in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2008 and our other securities filings. The Cooper Companies disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 13, 2009 of The Cooper Companies, Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE COOPER COMPANIES, INC.

By /s/ Carol R. Kaufman

Carol R. Kaufman

Senior Vice President of Legal Affairs,

Secretary and Chief Administrative Officer

Dated: August 13, 2009

EXHIBIT INDEX

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NEWS RELEASE

CONTACTS:

Albert G. White, III
VP, Investor Relations and Treasurer

Kim Duncan
Director, Investor Relations
ir@coopercompanies.com

6140 Stoneridge Mall Road
Suite 590
Pleasanton, CA 94588
925-460-3663
www.coopercos.com

FOR IMMEDIATE RELEASE**COOPERVISION TO CLOSE NORFOLK CONTACT LENS MANUFACTURING PLANT****Manufacturing Efficiencies Continue**

PLEASANTON, CA, August 13, 2009 – CooperVision, Inc., the contact lens unit of The Cooper Companies, Inc. (NYSE: COO), today announced that it intends to discontinue the operations of its soft contact lens manufacturing plant in Norfolk, VA, over the next 15 months. The closure of the plant is primarily the result of increased manufacturing efficiencies gained over the last year.

CooperVision's Norfolk facility manufactures approximately 7 percent of its annual lens production. CooperVision intends to relocate lens manufacturing from Norfolk to Juana Diaz, Puerto Rico, and Hamble, UK. It also intends to transfer part of its contact lens manufacturing operations in Adelaide, Australia, to Hamble, UK, over the coming four months. No additional hires are anticipated in Puerto Rico or the UK as part of this transition.

Robert S. Weiss, Cooper's president and chief executive officer said, "Our manufacturing employees are first-rate, and this is an extremely difficult decision. As we've said on multiple occasions, our manufacturing team has done a phenomenal job improving efficiencies, and our excess capacity is largely due to their successes. Over the past year, we have increased manufacturing throughput while reducing manufacturing headcount by roughly 685 employees. We expect these additional moves will allow us to reduce headcount by roughly 570 more employees while continuing to increase production."

As a result of the moves, CooperVision expects to recognize pre-tax restructuring charges of approximately \$25 million, including approximately \$6 million in fiscal Q3, \$7.5M in fiscal Q4 and the remainder in fiscal 2010. CooperVision expects approximately \$10 million of the charges to be cash related with minimal cash impact in fiscal 2009. Upon its completion, CooperVision anticipates annual cash savings of approximately \$14 million beginning in 2011 and earnings improvements of approximately \$7.5 million in fiscal 2011 and \$15 million per year thereafter.

Additional details will be provided on the Company's fiscal third quarter conference call scheduled for September 3, 2009.

About The Cooper Companies

The Cooper Companies, Inc. (www.coopercos.com) manufactures and markets specialty healthcare products through its CooperVision and CooperSurgical units. Corporate offices are in Pleasanton, CA.

CooperVision, Inc. (www.coopervision.com) develops, manufactures and markets a broad range of contact lenses for the worldwide vision correction market. Dedicated to enhancing the contact lens experience for practitioners and patients, CooperVision specializes in lenses for astigmatism and presbyopia. CooperVision manufactures a full array of monthly, two-week, and daily disposable contact lenses featuring advanced materials and optics. Headquartered in Pleasanton, CA, it manufactures in: Juana Diaz, Puerto Rico; Norfolk, VA; Rochester, NY; Adelaide, Australia; Hamble and Hampshire, UK; and Madrid, Spain.

CooperSurgical, Inc. (www.coopersurgical.com) develops, manufactures and markets medical devices, diagnostic products and surgical instruments and accessories used primarily by gynecologists and obstetricians. Its major manufacturing and distribution facilities are in Trumbull, CT, and Stafford, TX.

Forward-Looking Statements

This news release contains "forward-looking statements" as defined by the Private Securities Litigation and Reform Act of 1995. These include certain statements about our restructuring decisions, the amount of the reduction of our worldwide workforce, the restructuring's effect on our operational efficiencies, the impact of our restructuring on our global plant sites, the location of our headcount reductions, our expected annualized cost savings, the amount of our pre-tax restructuring costs, and the timing of our recognition of such costs, the amount of cash cost of our pre-tax restructuring costs, and the timing of our incurrence of such cash cost. 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. Discussions of strategy, plans or intentions often contain forward-looking statements. Forward looking statements necessarily depend on assumptions, data or methods that may be incorrect or imprecise and are subject to risks and uncertainties. The statements in this news release are based on current expectations, forecasts and assumptions involving risks and uncertainties that could cause actual outcomes and results to differ materially. These risks and uncertainties include, but are not limited to: the outcome of our consultations with our employees and their representatives; delays encountered in finalizing the scope of, and implementing, the restructuring; the failure to achieve targeted cost savings;

the failure to meet operational targets and customer requirements due to loss of employees and any work stoppages that might occur; the effect of different legal and regulatory requirements that govern the extent and the speed of our ability to reduce our manufacturing capacity and workforce; and other factors that we may not have currently identified or quantified; and the risks, relevant factors and uncertainties identified in our Annual Report on Form 10-K for the fiscal year ended October 31, 2008, and our other securities filings. The Cooper Companies disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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