

# COOPER COMPANIES INC

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 02/02/18

Address	6140 STONERIDGE MALL RD STE 590 PLEASANTON, CA, 94588
Telephone	9254603600
CIK	0000711404
Symbol	COO
SIC Code	3851 - Ophthalmic Goods
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
Fiscal Year	10/31

**SCHEDULE 14A  
(RULE 14A-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

**THE COOPER COMPANIES, INC.**

**(Name of Registrant as Specified in Its Charter)**

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Important Notice of Availability of Proxy Materials for the Stockholder Meeting of

# THE COOPER COMPANIES, INC.

To Be Held On:

March 19, 2018 at 8:00 a.m., (P.D.T.)

The Boardroom at The Rose Hotel, 807 Main Street, Pleasanton CA 94566

COMPANY NUMBER	
ACCOUNT NUMBER	
CONTROL NUMBER	

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before 3/5/18.

Please visit [investor.coopercos.com/financials.cfm](http://investor.coopercos.com/financials.cfm), where the following materials are available for view:

- Notice of Annual Meeting of Stockholders
- Proxy Statement
- Form of Electronic Proxy Card
- Annual Report on Form 10-K

TO REQUEST MATERIAL:

TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)

E-MAIL: [info@astfinancial.com](mailto:info@astfinancial.com)

WEBSITE: <https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>

TO VOTE:



ONLINE: To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting.

TELEPHONE: To vote by telephone, please visit [www.voteproxy.com](http://www.voteproxy.com) to view the materials and to obtain the toll free number to call.

MAIL: You may request a card by following the instructions above.

**PLEASE NOTE THAT YOU CANNOT USE THIS NOTICE TO VOTE BY MAIL.**

In their discretion, the proxies are authorized to vote for the election of such substitute nominee(s) for directors as such proxies may select in the event that any nominee(s) named herein become unable to serve, and on such other matters as may properly come before the meeting or any adjournments or postponements thereof.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" ITEMS 1 THRU 3, AND "AGAINST" ITEM 4.**

1. ELECTION OF NINE DIRECTORS.

- A. Thomas Bender
- Colleen E. Jay
- Michael H. Kalkstein
- William A. Kozy
- Jody S. Lindell
- Gary S. Petersmeyer
- Allan E. Rubenstein, M.D.
- Robert S. Weiss
- Stanley Zinberg, M.D.

- 2. Ratification of the appointment of KPMG LLP as the independent registered public accounting firm for The Cooper Companies, Inc. for the fiscal year ending October 31, 2018;
- 3. An advisory vote on the compensation of our named executive officers as presented in the Proxy Statement;
- 4. Consider a stockholder proposal regarding a "net-zero" greenhouse gas emissions report; and
- 5. Transact any other business that may properly come up before the meeting or any continuations, adjournments or postponements thereof.

**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
 Shareholder Meeting to Be Held on March 19, 2018**

**THE COOPER COMPANIES, INC.**

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** January 23, 2018  
**Date:** March 19, 2018      **Time:** 8:00 AM PDT  
**Location:** The Boardroom at The Rose Hotel  
 807 Main Street  
 Pleasanton, CA 94566



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You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

<b>BROKER LOGO HERE</b>	
<small>Return Address Line 1          Return Address Line 2          Return Address Line 3          51 MERCEDES WAY          EDGEWOOD NY 11717</small>	
<small>Investor Address Line 1          Investor Address Line 2          Investor Address Line 3          Investor Address Line 4          Investor Address Line 5          John Sample          1234 ANYWHERE STREET          ANY CITY, ON A1A 1A1</small>	<small>1 OF 2          12          15</small>
	

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## — Before You Vote —

### How to Access the Proxy Materials

#### Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement
2. Form 10-K

#### How to View Online:

Have the information that is printed in the box marked by the arrow →  (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

#### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET* : [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE* : 1-800-579-1639
- 3) *BY E-MAIL* \* : [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow →  (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before March 05, 2018 to facilitate timely delivery.

## — How To Vote —

### Please Choose One of the Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a “*legal proxy*.” To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow →  available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Internal Use  
Only

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**Voting items**

**The Board of Directors recommends you vote FOR the following proposal(s):**

1. Election of Directors

**Nominees**

1A A. Thomas Bender

1B Colleen E. Jay

1C William A. Kozy

1D Michael H. Kalkstein

1E Jody S. Lindell

1F Gary S. Petersmeyer

1G Allan E. Rubenstein, MD

1H Robert S. Weiss

1I Stanley Zinberg, MD

**The Board of Directors recommends you vote FOR the following proposal(s):**

2 Ratification of the appointment of KPMG LLP as the independent registered public accounting firm for The Cooper Companies, Inc. for the fiscal year ending October 31, 2018.

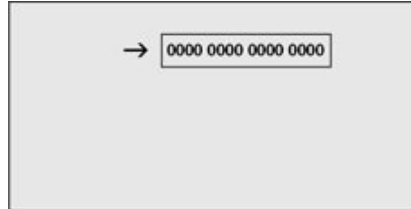
3 An advisory vote on the compensation of our named executive officers as presented in the Proxy Statement.

**The Board of Directors recommends you vote AGAINST the following proposal(s):**

4 Consider a stockholder proposal regarding a "net-zero" greenhouse gas emissions report.

**The Board of Directors does not have a recommendation for voting on the following proposal(s):**

5 Transact any other business that may properly come before the meeting or any continuations, adjournments or postponements thereof.



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Reserved for Broadridge Internal Control Information

Voting Instructions

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO  
BANKS AND BROKERS  
AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

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THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE

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