

COOPER COMPANIES INC
Form 8-K
March 16, 2017

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): March 13, 2017

THE COOPER COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

1-8597
(Commission

94-2657368
(IRS Employer

of incorporation)

File Number)

Identification No.)

6140 Stoneridge Mall Road, Suite 590, Pleasanton, California 94588

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(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))

ITEM 5.07.Submission of Matters to a Vote of Security Holders.

On March 13, 2017, The Cooper Companies, Inc. (Cooper) held its Annual Meeting of Stockholders. The matters listed below were submitted to a vote of the stockholders through the solicitation of proxies, and the proposals are described in detail in Cooper s definitive Proxy Statement filed with the Securities and Exchange Commission (SEC) on January 27, 2017. Each of the proposals was approved by the stockholders as set forth below.

Proposal 1 Election of Directors

The following individuals were elected to serve as directors of Cooper until the 2017 Annual Meeting of Stockholders and until their successors have been duly elected and qualified. The voting results were as follows:

| Nominee | For | Against | Abstain | Broker Non-Vote |
|----------------------------------------------------------------|------------|-----------|---------|-----------------|
| A. Thomas Bender (Chairman) | 43,108,443 | 569,656 | 5,235 | 1,551,899 |
| Colleen E. Jay | 43,589,732 | 88,920 | 4,685 | 1,551,896 |
| Michael H. Kalkstein | 42,975,227 | 702,513 | 5,598 | 1,551,895 |
| William A. Kozy | 43,600,456 | 78,185 | 4,694 | 1,551,898 |
| Jody S. Lindell | 43,111,195 | 567,456 | 4,685 | 1,551,897 |
| Gary S. Petersmeyer | 43,550,811 | 127,738 | 4,786 | 1,551,898 |
| Allan E. Rubenstein, M.D. (Vice-Chairman and Lead Director) | 41,458,321 | 2,220,587 | 4,418 | 1,551,907 |
| Robert S. Weiss | 43,377,703 | 300,519 | 5,105 | 1,551,906 |
| Stanley Zinberg, M.D. | 43,043,435 | 634,934 | 4,959 | 1,551,905 |

Proposal 2 Ratification of Appointment of Independent Registered Public Accounting Firm

The appointment of KPMG LLP to serve as Cooper s independent registered public accounting firm for the fiscal year ending October 31, 2017 was ratified. The voting results were as follows:

| | | | |
|------------|---------|---------|-----------------|
| For | Against | Abstain | Broker Non-Vote |
| 44,821,621 | 407,123 | 6,486 | -0- |

Proposal 3 Approval of the 2017 Executive Incentive Plan

The 2017 Executive Incentive Plan was approved. The voting results were as follows:

| | | | |
|------------|---------|---------|-----------------|
| For | Against | Abstain | Broker Non-Vote |
| 43,083,148 | 584,054 | 16,124 | 1,551,907 |

Proposal 4 Advisory Vote on Executive Compensation

The stockholders adopted, on an advisory basis, a resolution approving the compensation of Cooper's Named Executive Officers as presented in the Proxy Statement. The voting results were as follows:

| | | | |
|------------|-----------|---------|-----------------|
| For | Against | Abstain | Broker Non-Vote |
| 42,627,355 | 1,034,345 | 21,626 | 1,551,907 |

Proposal 5 Advisory Vote on the Frequency With Which Compensation of Named Executive Officers Will be Subject to an Advisory Vote

The stockholders approved, on an advisory basis, the annual presentation of a vote on the compensation of the Company's Named Executive Officers as presented in the Proxy Statement. The voting results were as follows:

| | | | | |
|------------|----------|-----------|---------|-----------------|
| Annual | Biennial | Triennial | Abstain | Broker Non-Vote |
| 41,030,429 | 33,365 | 2,599,112 | 20,337 | 1,551,990 |

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
Executive Vice President, Secretary,
Chief Administrative Officer & Chief
Governance Officer

Dated: March 16, 2017