

COOPER COMPANIES INC  
Form 8-K  
June 01, 2012

**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): May 31, 2012

**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.)

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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 (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 1.01. Entry into a Material Definitive Agreement.**

On May 31, 2012, The Cooper Companies, Inc. (the Company) entered into an amendment (the Amendment) to its Credit Agreement, dated as of January 12, 2011 (the Credit Agreement), by and among the Company, CooperVision International Holding Company, LP (the Foreign Borrower and together with the Company, individually each a Borrower and collectively, the Borrowers), the lenders party thereto and KeyBank National Association, as administrative agent (the Administrative Agent). The Credit Agreement provided for (a) a multicurrency revolving credit facility in an aggregate principal amount of \$750,000,000 (the Revolving Facility) and (b) a delayed draw term loan facility in an aggregate principal amount of \$250,000,000 (the Term Loan). Concurrently with the effectiveness of the Amendment, and pursuant to the terms of the Credit Agreement, the Company repaid in full the outstanding Term Loan. The Amendment also modified certain provisions of the Credit Agreement to (among other things):

increase the aggregate commitment amount under the Revolving Facility from \$750,000,000 to \$1,000,000,000;

amend the amount by which the aggregate commitment amount under the Revolving Facility may be increased, upon written request by the Company, from \$250,000,000 to \$500,000,000;

extend the termination date of the Revolving Facility from January 12, 2016, to May 31, 2017;

amend the commitment fee rate to a range between 0.100% and 0.275% of the unused portion of the Revolving Facility based on a pricing grid tied to the Company's total leverage ratio (as defined in the Credit Agreement); and

amend the applicable margin rates such that the loans outstanding under the Credit Agreement will bear interest based, at the Company's option, on either the base rate or the adjusted Eurodollar rate or adjusted foreign currency rate (each as defined in the Credit Agreement), plus an applicable margin of between 0.00% and 0.75% in respect of base rate loans and between 1.00% and 1.75% in respect of adjusted Eurodollar rate or adjusted foreign currency rate loans, in each case in accordance with a pricing grid tied to the Company's total leverage ratio.

The foregoing description of the Amendment set forth in this Current Report on Form 8-K is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth in Item 1.01 of this Form 8-K is incorporated in this Item 2.03 by reference.

**Item 7.01. Regulation FD Disclosure.**

On May 31, 2012, The Cooper Companies, Inc. issued a press release announcing that it had entered into an amendment to its Credit Agreement. A copy of this release is attached and incorporated by reference.

Internet addresses in the release are for information purposes only and are not intended to be hyperlinks to other The Cooper Companies, Inc. information.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

Exhibit No.	Description
10.1	Amendment No. 1 to Credit Agreement, dated as of May 31, 2012, among The Cooper Companies, Inc., CooperVision International Holding Company, LP, the lenders party thereto and KeyBank National Association, as administrative agent.

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99.1 Press release dated May 31, 2012, 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/ Rodney E. Folden  
Rodney E. Folden  
Vice President and Corporate Controller

(Principal Accounting Officer)

Dated: May 31, 2012

**INDEX TO EXHIBITS**

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