

Auerbach Robert D  
 Form 3  
 July 18, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Auerbach Robert D		(Month/Day/Year)	COOPER COMPANIES INC [COO]	
(Last)	(First)	(Middle)	07/11/2018	
C/O THE COOPER COMPANIES, INC., 6140 STONERIDGE MALL ROAD, SUITE 590			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PLEASANTON, CA 94588			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President, CSI	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,272	D	A

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (2)	Common Stock	592	\$ (3)	D	Â
Employee Stock Option (Right to Buy)	Â (4)	12/12/2027	Common Stock	4,318	\$ 229.66	D	Â
Employee Stock Option (Right to Buy)	Â (5)	12/13/2026	Common Stock	5,113	\$ 175.31	D	Â
Employee Stock Option (Right to Buy)	Â (6)	12/09/2025	Common Stock	4,832	\$ 131.6	D	Â
Restricted Stock Units	Â (7)	Â (2)	Common Stock	666	\$ (3)	D	Â
Employee Stock Option (Right to Buy)	Â (8)	06/01/2028	Common Stock	1,739	\$ 228.11	D	Â
Restricted Stock Units	Â (9)	Â (2)	Common Stock	750	\$ (3)	D	Â
Restricted Stock Units	Â (10)	Â (2)	Common Stock	1,089	\$ (3)	D	Â
Restricted Stock Units	Â (11)	Â (2)	Common Stock	1,026	\$ (3)	D	Â
Restricted Stock Units	Â (12)	Â (2)	Common Stock	1,109	\$ (3)	D	Â
Restricted Stock Units	Â (13)	Â (2)	Common Stock	1,026	\$ (3)	D	Â
Restricted Stock Units	Â (10)	Â (2)	Common Stock	435	\$ (3)	D	Â
Restricted Stock Units	Â (11)	Â (2)	Common Stock	228	\$ (3)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Auerbach Robert D C/O THE COOPER COMPANIES, INC. 6140 STONERIDGE MALL ROAD, SUITE 590 PLEASANTON, CA 94588	Â	Â	Â President, CSI	Â

## Signatures

/s/ Robert D.  
Auerbach, M.D.

07/17/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 12/12/17 Exec Grant-3 yr cliff: The grant will vest 100% on 2/1/2021.
- (2) RSU Expiration Date: This award has no expiration date. Units will either vest or be forfeit.
- (3) RSU Exercise Price: There is no exercise price associated with the grant of Restricted Stock Units.
- (4) 12/12/17 NQ Grant: The options will vest in equal increments on the first through the fifth anniversaries of the date of grant.
- (5) 12/13/16 NQ Grant: The options will vest in equal increments over five years measured from the date of grant as follows: 1/5 shall vest on 12/13/17; 1/5 shall vest on 12/13/18; 1/5 shall vest on 12/13/19; 1/5 shall vest on 12/13/20 and 1/5 shall vest on 12/13/21.
- (6) 12/9/15 NQ Grant: The options will vest in equal increments over five years measured from the date of grant as follows: 1/5 shall vest on 12/9/16; 1/5 shall vest on 12/9/17; 1/5 shall vest on 12/9/18; 1/5 shall vest on 12/9/19 and 1/5 shall vest on 12/9/20.
- (7) 2/1/2017 RSU Grant - Vest Date: The grant vests 100% on February 1, 2020.
- (8) 6/1/18 NQ Grant (mod anni vest): The options will vest in equal increments over five years measured from the date of grant as follows: 1/3 shall vest on 6/1/2021; 1/3 shall vest on 6/1/2022 and 1/3 shall vest on 6/1/2023.
- (9) Grant Date 12/11/13 RSU Vesting Date: The grant vests in equal portions on the following dates: 1/8/15, 1/8/16, 1/8/17, 1/8/18 and 1/8/19.
- (10) 12/12/17 RSU Grant - Vesting Date: The grant vests in equal portions on the following dates: 1/8/19, 1/8/20, 1/8/21, 1/8/22 and 1/8/23.
- (11) 12/13/16 RSU Grant - Vesting Date: The grant vests in equal portions on the following dates: 1/8/18, 1/8/19, 1/8/20, 1/8/21 and 1/8/22.
- (12) 12/9/14 RSU Grant - Vesting Date: The grant vests in equal portions on the following dates: 1/8/16, 1/8/17, 1/8/18, 1/8/19 and 1/8/20.
- (13) 12/9/15 RSU Grant - Vesting Date: The grant vests in equal portions on the following dates: 1/8/17, 1/8/18, 1/8/19, 1/8/20 and 1/8/21.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.