

COOPER COMPANIES INC  
Form DEF 14A  
February 02, 2018  
Table of Contents

**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:

---

---

**Table of Contents**

February 2, 2018

Dear Stockholder:

You are cordially invited to join us at the 2018 Annual Meeting of Stockholders (the Annual Meeting ) of The Cooper Companies, Inc., which will be held at 8:00 a.m. (PDT) on March 19, 2018 at The Rose Hotel, 807 Main Street, Pleasanton, California. At the Annual Meeting we will ask our stockholders to vote on the proposals detailed in our Proxy Statement and related materials.

We will be providing access to our proxy materials electronically under the U.S. Securities and Exchange Commission's notice and access rules. As a result, beginning on or about February 7, 2018, we are mailing to many of our stockholders a Notice of Internet Availability of Proxy Materials instead of a paper copy of this Proxy Statement and our 2017 Annual Report on Form 10-K (the Annual Report ). This approach conserves natural resources and reduces our printing and distribution costs, while providing a timely and convenient method of accessing the materials and voting.

The Notice contains instructions on how to access our materials through the internet and also contains instructions on how to receive a paper copy of our proxy materials, including this proxy statement, our 2017 Annual Report, and a form of proxy card or voting instruction card. All stockholders who do not receive a Notice, including stockholders who have previously requested to receive paper copies of proxy materials, will receive a paper copy of the proxy materials by mail.

**Your vote is important.** Regardless of whether you plan to participate in the Annual Meeting, we hope you will vote as soon as possible. You may vote by proxy by following the instructions on the proxy card or voting instruction card. Voting may be done over the internet, by telephone, or by mail (if you received paper copies of the proxy materials). Voting by proxy will ensure your representation at the Annual Meeting regardless of whether you attend.

We look forward to seeing you at the Annual Meeting.

Sincerely,

A. Thomas Bender

Chairman of the Board of Directors

Table of Contents

**THE COOPER COMPANIES, INC.**

**6140 Stoneridge Mall Road, Suite 590**

**Pleasanton, CA 94588**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**Meeting Date:** Monday, March 19, 2018

**Meeting Time:** 8:00 a.m. (PDT)

**Location:** The Boardroom at the Rose Hotel, 807 Main Street, Pleasanton, California

**Admission:** All stockholders are cordially invited to attend the Annual Meeting in person.

- Agenda:**
1. Elect the nine directors named in the Proxy Statement;
  2. Ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2018;
  3. Hold an advisory vote on the compensation of our Named Executive Officers;
  4. Consider a stockholder proposal regarding a net-zero greenhouse gas emissions report; and
  5. Transact any other business that may properly come before the meeting.

Stockholders of record at the close of business on Tuesday, January 23, 2018, or their legal proxy holders, will be entitled to vote at the Annual Meeting.

On or about February 7, 2018, we will mail either (1) a Notice of Internet Availability of Proxy Materials (the Notice ) or (2) a copy of this Proxy Statement and our Annual Report for the fiscal year ended October 31, 2017. The Notice will also contain instructions on how to request a paper copy of our proxy materials.

You may vote by following the instructions on the Notice or by using the proxy card accompanying the paper copy of materials. If phone or internet voting is available to you, instructions will be included on your proxy card.

**YOUR VOTE IS IMPORTANT TO US.** Regardless of whether you plan to attend the Annual Meeting, we encourage you to vote your shares as soon as possible to ensure that your vote is recorded. We look forward to your participation.

By Order of the Board of Directors

**Carol R. Kaufman**

**Secretary**

Dated: February 2, 2018

**Table of Contents**

**Table of Contents**

<b><u>NOTICE OF ANNUAL MEETING OF STOCKHOLDERS</u></b>	<b>1</b>
<b><u>PROPOSALS TO BE PRESENTED AT THE ANNUAL MEETING</u></b>	<b>1</b>
<u>Voting Information</u>	2
<u>Stockholder Proposals and Nominations for Director</u>	4
<u>Other Q&amp;A</u>	5
<b><u>OWNERSHIP OF THE COMPANY</u></b>	<b>7</b>
<u>Principal Securityholders</u>	7
<u>Securities Held by Insiders</u>	8
<b><u>CORPORATE GOVERNANCE</u></b>	<b>10</b>
<u>About Our Board of Directors</u>	10
<u>Corporate Governance Policies</u>	13
<u>Board of Directors Role in Risk Oversight</u>	14
<u>Management Succession Planning</u>	16
<u>Related Party Transactions</u>	16
Table of Contents	7

<b><u>REPORT OF THE AUDIT COMMITTEE</u></b>	<b>17</b>
<b><u>EXECUTIVE OFFICERS OF THE COMPANY</u></b>	<b>19</b>
<b><u>REPORT OF THE ORGANIZATION AND COMPENSATION COMMITTEE</u></b>	<b>21</b>
<b><u>COMPENSATION DISCUSSION AND ANALYSIS</u></b>	<b>21</b>
<b><u>EXECUTIVE COMPENSATION TABLES</u></b>	<b>40</b>
<u>Summary Compensation Table</u>	40
<u>Grants of Plan Based Awards Table</u>	42
<u>Outstanding Equity Awards at Fiscal Year End Table</u>	44
<u>Option Exercises and Stock Vested Table</u>	47
<u>Pension Benefits Table</u>	48
<b><u>POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL</u></b>	<b>49</b>
<b><u>DIRECTOR COMPENSATION</u></b>	<b>50</b>
<b><u>PROPOSAL 1 ELECTION OF DIRECTORS</u></b>	<b>53</b>
<b><u>PROPOSAL 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u></b>	<b>60</b>
<b><u>PROPOSAL 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION</u></b>	<b>61</b>
<b><u>PROPOSAL 4 STOCKHOLDER PROPOSAL REGARDING A NET-ZERO GREENHOUSE GAS EMISSIONS REPORT</u></b>	<b>63</b>
	<b>67</b>
Table of Contents	8



**OTHER MATTERS**

**RECOMMENDATIONS**

**67**

**Table of Contents**

**THE COOPER COMPANIES, INC.**  
**6140 Stoneridge Mall Road, Suite 590**  
**Pleasanton, CA 94588**

Our 2018 Annual Meeting will be held at 8:00 a.m. (PDT) on March 19, 2018 in the Boardroom at The Rose Hotel, 807 Main Street, Pleasanton, California.

This Proxy Statement was provided to all stockholders of record at Tuesday, January 23, 2018 and is presented on our behalf by order of the Board of Directors. It contains information about our Company and the proposals to be presented at the Annual Meeting. We have also furnished our 2017 Annual Report to all stockholders of record. The Annual Report contains our financial statements for the fiscal year ended October 31, 2017 and other useful information, but it is not part of the materials for the solicitation of proxies.

**PROPOSALS TO BE PRESENTED AT THE ANNUAL MEETING**

The following proposals are presented for consideration by our stockholders.

**PROPOSAL 1:** ELECTION OF NINE DIRECTORS IDENTIFIED BELOW (page 53)

**Our Board Recommends:           FOR each director**

**PROPOSAL 2:** RATIFICATION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (page 60)

**Our Board Recommends:           FOR**

**PROPOSAL 3:** ADVISORY VOTE ON EXECUTIVE COMPENSATION (page 61)

**Our Board Recommends:           FOR**

**PROPOSAL 4:** STOCKHOLDER PROPOSAL REGARDING A NET-ZERO GREENHOUSE GAS EMISSIONS REPORT (page 63)

**Our Board Recommends:           AGAINST**

Detailed information regarding each proposal is presented in this Proxy Statement starting on page 53. Additional information about the Company, our Board and its committees, equity ownership, compensation of officers and directors, and other matters can be found starting on page 10.

You may also find useful information about the Company on our website at <http://www.coopercos.com>. Information contained on our website is not, and should not be considered, a part of this Proxy Statement or any other filing or report filed with or furnished to with the Securities and Exchange Commission (the "SEC").

## **Table of Contents**

We are not aware of any other business to be brought before the meeting. If any additional business is properly brought before the meeting, the designated officers serving as proxies will vote in accordance with their best judgment.

## **Voting Information**

**Your vote is important to us.** Regardless of whether you plan to attend the meeting, we encourage you to read this Proxy Statement and the accompanying materials and to vote your shares as soon as possible to ensure that your vote is recorded. We look forward to your participation.

## **Who is entitled to vote at the Annual Meeting?**

Our Record Date for the Annual Meeting is January 23, 2018. All stockholders who owned our stock at the close of business on the Record Date are entitled to receive proxy materials and to vote at the Annual Meeting and any continuations, adjournments or postponements thereof.

As of the Record Date, there were 49,021,383 shares of our common stock outstanding and entitled to vote at the Annual Meeting.

## **How many votes do I have?**

Each outstanding share of our common stock is entitled to one vote at the Annual Meeting. You have one vote per share that you owned at the close of business on the Record Date.

## **How do I vote my shares?**

You can vote your shares in person at the Annual Meeting or vote by proxy. The method of voting by proxy differs for shares held as a record holder and shares held in street name. If you hold your shares of common stock as a record holder you may vote your shares by following the instructions on the Notice, or by completing, dating, and signing the proxy card included with this Proxy Statement and promptly returning it in the pre-addressed, postage paid envelope provided to you. If phone or internet voting is available to you, instructions are included in the Notice or on your proxy card.

If you hold your shares of common stock in street name, which means your shares are held of record by a broker, bank, or other nominee, you will receive the proxy materials from your broker, bank, or other nominee with instructions on how to vote your shares. Your broker, bank, or other nominee may allow you to deliver your voting instructions by phone or through the internet. If you wish to vote your shares in person you may do so by attending the Annual Meeting and requesting a ballot.

**Table of Contents**

**What happens if I vote my shares by proxy?**

When you return a completed proxy card, or vote your shares by telephone or internet, you authorize our officers listed on the proxy card to vote your shares on your behalf as you direct.

If you sign and return a proxy card, but do not provide instructions on how to vote your shares, the designated officers will vote on your behalf as recommended by the Board:

Shares will be voted **FOR** each of the individuals nominated to serve as directors;

Shares will be voted **FOR** ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2018;

Shares will be voted **FOR** the compensation of our Named Executive Officers as described in this Proxy Statement; and

Shares will be voted **AGAINST** the stockholder proposal regarding a net-zero greenhouse gas emissions report.

**Can I change or revoke my vote after I return my proxy card or voting instructions?**

If you choose to vote your shares by proxy, you may revoke or change your vote at any time prior to the casting of votes at the Annual Meeting. To revoke or change your vote, you may take any of the following actions:

1. Execute and submit a new proxy card;
2. Submit new voting instructions through telephonic or internet voting, if available to you;
3. Notify Carol R. Kaufman, Secretary of the Company, in writing that you wish to revoke your proxy; or
4. Vote your shares in person at the Annual Meeting.

Attending the Annual Meeting in person will not automatically revoke your proxy.

### **How many votes must be present to hold the Annual Meeting?**

In order to conduct business and have a valid vote at the Annual Meeting a quorum must be present in person or represented by proxies. A quorum is defined as a majority of the shares outstanding on the Record Date and entitled to vote. In accordance with Delaware law and our Bylaws, broker non-votes and proxies reflecting abstentions will be considered present and entitled to vote for purposes of determining whether a quorum is present.

### **What are broker non-votes ?**

Broker non-votes occur when a broker is not permitted to vote on behalf of shares it holds for a beneficial owner and the beneficial owner does not provide voting instructions. Shares held in a

**Table of Contents**

broker's name may be voted by the broker, but only in accordance with the rules of the New York Stock Exchange. Under those rules, the broker must follow the instructions of the beneficial owner. If instructions are not provided, NYSE rules determine whether the broker may vote the shares based on its own judgment or is required to withhold its vote. This determination depends on the proposal being voted on. For the proposals to be presented at the Annual Meeting, broker discretionary voting is only permitted for the ratification of our independent registered public accounting firm.

**Stockholder Proposals and Nominations for Director**

SEC rules and our Bylaws permit stockholders to nominate directors for election and to propose other business to be considered by stockholders at the Annual Meeting under various mechanisms.

To be considered at the 2019 Annual Meeting, director nominations or other proposals must be submitted in writing to:

Carol R. Kaufman, Secretary

The Cooper Companies, Inc.

6140 Stoneridge Mall Road, Suite 590

Pleasanton, CA 94588

**Proposals to be Presented Under Rule 14a-8:**

No later than October 10, 2018.

**Nominations and Proposals Submitted Under Bylaw Provisions:**

and no later than December 19, 2018.

No earlier than November 19, 2018

In the event that we set the date for the 2019 Annual Meeting more than 30 days before or more than 70 days after March 19, 2019, submissions may be made no earlier than the close of business on the 120th day prior to the announced meeting date and no later than the close of business on the later of the 90th day prior to the announced meeting date and the 10th day following our first public disclosure of the date of the meeting.

**Other Director Nomination Proposals:**

and no later than December 19, 2018.

No earlier than November 19, 2018

The Corporate Governance and Nominating Committee will consider director nominees suggested by stockholders on the same terms as nominees selected by the Committee. See page 10 for information about the Committee's criteria for director nominations.



The person recommending the nominee must be a stockholder entitled to vote at the 2019 Annual Meeting. To be considered, recommendations must include:

- (i) the nominee's written consent to being named in the Proxy Statement and to serve as a director if elected;
- (ii) the name and address of the stockholder submitting the recommendation or the beneficial owner on whose behalf the proposed candidate is being suggested for nomination;
- (iii) a statement of the proposed nominee's qualifications to serve as director; and

## **Table of Contents**

(iv) the class and number of our shares owned by the stockholder or beneficial owner submitting the recommendation.

If we increase the number of directors to be elected at the 2019 Annual Meeting with less than 100 days' notice prior to March 19, 2019, stating the size of the increase and naming all the nominees for director, then stockholder nominations for directors will be considered if the proposal is delivered to our Secretary at our principal offices no later than 10 days after we make a public announcement of the increased board size. This only applies to nominations for positions created by the increase and does not apply to nominations for current positions.

## **Other Q&A**

### **Why did I receive a one-page notice in the mail regarding the internet availability of proxy materials instead of a full set of proxy materials?**

The SEC permits us to provide our proxy materials electronically if you have not previously requested to receive only printed materials on an ongoing basis. Accordingly, on or about February 7, 2018, we will mail a Notice of Internet Availability of Proxy Materials (the Notice). The Notice includes instructions on how to access the proxy materials over the internet or to request a printed copy.

The Notice was sent to our stockholders of record at January 23, 2018. All stockholders receiving the Notice have the ability to access the proxy materials electronically through the website referred to in the Notice, and they also have the option to request a printed set of the proxy materials. We encourage stockholders to take advantage of the availability of proxy materials on the internet.

### **Can I vote my shares by filling out and returning the Notice of Internet Availability of Proxy Materials?**

No. The Notice only identifies the items to be voted on at the Annual Meeting. You cannot vote by marking the Notice and returning it. The Notice provides instructions on how to cast your vote.

**Who pays for the proxy solicitation and how will the Company solicit votes?**

We pay all costs associated with the solicitation of proxies, including any costs incurred by brokers and other fiduciaries to forward proxy solicitation materials to beneficial owners.

We may solicit proxies in person or by mail, telephone, facsimile, or e-mail. Proxies may be solicited on our behalf by any of our directors, officers, or employees. Additionally, we have retained the firm of D.F. King & Co., Inc. to assist with the solicitation of proxies and will pay a fee of \$16,500 for this service, plus reasonable costs and expenses.

**Table of Contents**

**How can I communicate with the Board of Directors?**

Any interested party can contact our Board to provide comments, to report concerns, or to ask a question, at the following address:

Carol R. Kaufman

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

The Cooper Companies, Inc.

6140 Stoneridge Mall Road, Suite 590

Pleasanton, CA 94588

Communications are distributed to the Board, or to any individual directors as appropriate, depending on the facts and circumstances outlined in the communication. You may also communicate online with our Board of Directors as a group through our website. Please refer to our website at <http://www.coopercos.com> for any changes in this process.

**Table of Contents****OWNERSHIP OF THE COMPANY****Principal Securityholders**

The following table contains information regarding all individuals or groups who have advised us that they own more than five percent (5%) of the outstanding shares of our common stock. Information presented is as of January 23, 2018.

Name & Address of Beneficial Owner	Aggregate Number of Shares Beneficially Held	Percentage of Shares
	5,636,279	11.500%
T. Rowe Price Associates, Inc. <sup>(1)</sup>		
100 E. Pratt Street		
Baltimore, MD 21202		
	4,938,181	10.100%
Vanguard Group, Inc. <sup>(2)</sup>		
100 Vanguard Blvd.		
Malvern, PA 19355		
	3,948,756	8.100%
Massachusetts Financial Services Company <sup>(3)</sup>		
111 Huntington Avenue		
Boston, MA 02199		
	3,024,777	6.200%
BlackRock, Inc. <sup>(4)</sup>		
55 East 52 <sup>nd</sup> Street		
New York, NY 10022		
	2,658,640	5.450%
State Street Corporation <sup>(5)</sup>		
One Lincoln Street		

Boston, Massachusetts 02111

- (1) Based on information disclosed in a Schedule 13G/A filed by T. Rowe Price Associates, Inc. on January 10, 2018. According to this Schedule 13G/A, T. Rowe Price Associates beneficially owns and has the sole power to dispose of or direct the disposition of all 5,636,279 of these shares and has the sole power to vote or to direct the vote of 1,689,033 of these shares.
- (2) Based on information disclosed in a Schedule 13G/A filed by The Vanguard Group, Inc. on July 10, 2017. According to this Schedule 13G/A, The Vanguard Group beneficially owns and has the sole power to dispose of or direct the disposition of 4,854,366 of these shares and has the shared power to dispose of or direct the disposition of 83,815 of these shares; and has the sole power to vote or to direct the vote of 73,522 of these shares and has shared power to vote 11,137 of these shares.
- (3) Based on information disclosed in a Schedule 13G/A filed by Massachusetts Financial Services Company ( MFS ) on February 13, 2017. MFS beneficially owns and has the sole power to dispose of or direct the disposition of all 3,948,756 of these shares and the sole power to vote or direct the vote of 3,510,937 of these shares.
- (4) Based on information disclosed in a Schedule 13G/A filed by BlackRock, Inc. on January 23, 2017. According to this Schedule 13G/A, BlackRock, Inc., directly and through its subsidiaries, beneficially owns, and has the sole power to dispose of or direct the disposition of all 3,024,777 of these shares and has the sole power to vote or direct the vote of 2,628,831 of these shares.
- (5) Based on information disclosed in a Schedule 13G filed by State Street Corporation on February 9, 2017. State Street Corporation has the shared power to dispose of or direct the disposition of and to vote or direct the voting of all 2,658,640 of these shares.

**Table of Contents****Securities Held by Insiders**

The following table contains information regarding ownership of our common stock by each of our directors, the executives named in the Summary Compensation Table, and all of the current directors and executive officers as a group. The figures in this table represent sole voting and investment power except where otherwise indicated.

Name of Beneficial Owner	Common Stock Beneficially		
	Owned as of January 23, 2018 Number of Shares		Percentage of Shares
A. Thomas Bender	38,971	(1)	*
Colleen E. Jay	3,836	(2)	*
Michael H. Kalkstein	36,626	(3)	*
Carol R. Kaufman	86,605	(4)	*
William A. Kozy	4,106	(5)	*
Jody S. Lindell	54,687	(6)	*
Daniel G. McBride	77,799	(7)	*

Gary S. Petersmeyer	7,448	(8)	*
---------------------	-------	-----	---

Agostino Ricupati	6,001	(9)	
			&nbs