

COOPER COMPANIES INC
Form 8-K
January 12, 2005

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): January 6, 2005

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.)

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

(Address of principal executive offices)

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(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))
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ITEM 1.01. Entry Into a Material Definitive Agreement.

Puerto Rico Lease Agreements

In connection with the completion of The Cooper Companies, Inc.'s (the Company or Cooper) acquisition of Ocular Sciences, Inc. (Ocular) on January 6, 2005, TCC Acquisition Corp., a Delaware corporation and wholly owned subsidiary of the Company, has assumed a lease contract (the Lease Agreement) dated as of November 6, 2003 by and between The Puerto Rico Industrial Development Company (PRIDCO) and Ocular Sciences Puerto, Inc. (Ocular Puerto Rico), a subsidiary of Ocular. Pursuant to the Lease Agreement, among other things, Ocular Puerto Rico leases manufacturing facilities in Juana Diaz, Puerto Rico through February 28, 2011 at an annual rent of approximately \$488,870.

On December 30, 2003, the Lease Agreement was amended and supplemented pursuant to a First Supplement and Amendment to Lease Contract (the Lease Amendment). The Lease Amendment, among other things, authorized Ocular Puerto Rico to construct, at PRIDCO's expense not to exceed \$2,975,000, an extension to the premises rented pursuant to the Lease Agreement, and granted Ocular Puerto Rico a lease to the new premises through December 30, 2018 at an annual rent of approximately \$295,806. The Lease Amendment also extended the rental term on the original premises to December 30, 2018 at an annual rent of \$627,604 beginning on March 1, 2011.

On June 29, 2004, Ocular Sciences Puerto Rico assigned the Lease Agreement, as amended (the Lease Assignment), to Ocular Sciences Cayman Islands Corporation, another wholly owned subsidiary of Ocular (Ocular Cayman). Ocular Cayman agreed to observe all the covenants and conditions of the Lease Agreement, as amended, including the payment of all rents due. Subsequent to Cooper's acquisition of Ocular, Ocular Cayman is now an indirect subsidiary of Cooper.

The descriptions of the Lease Agreement, the Lease Amendment and the Lease Assignment do not purport to be complete and are qualified in their entirety by reference to the Lease Agreement, the Lease Amendment and the Lease Assignment, which are filed as Exhibits 10.1, 10.2 and 10.3, respectively, to this report and incorporated by reference herein.

ITEM 9.01. Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 10.1 | Lease Contract dated as of November 6, 2003 by and between The Puerto Rico Industrial Development Company and Ocular Sciences Puerto Rico, Inc. |
| 10.2 | First Supplement and Amendment to Lease Contract dated as of December 30, 2003 by and between The Puerto Rico Industrial Development Company and Ocular Sciences Puerto Rico, Inc. |
| 10.3 | Assignment of Lease Agreement dated as of June 29, 2004 by and among Ocular Sciences Puerto Rico, Inc., Ocular Sciences Cayman Islands Corporation and The Puerto Rico Industrial Development Company. |

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
Senior Vice President of Legal Affairs,

Secretary and Chief Administrative Officer

Dated: January 12, 2005

EXHIBIT INDEX

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