

COOPER COMPANIES INC  
Form DEF 14A  
January 31, 2014  
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:

- |  |  |
|--|--|
| <input type="checkbox"/> Preliminary Proxy Statement           | <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input checked="" type="checkbox"/> Definitive Proxy Statement |  |
| <input type="checkbox"/> Definitive Additional Materials       |  |
| <input type="checkbox"/> 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:

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(2) Aggregate number of securities to which transaction applies:

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(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):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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.. 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:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**Table of Contents**

January 31, 2014

Dear Stockholder:

You are cordially invited to join us at the 2014 Annual Meeting of Stockholders of The Cooper Companies, Inc., which will be held at 8:00 a.m. (PDT) on March 17, 2014 at 6140 Stoneridge Mall Road, Suite 145, Pleasanton, California.

At the meeting, we will ask our stockholders to vote on proposals to elect a Board of Directors and to ratify the Audit Committee's appointment of our independent registered public accounting firm for the current fiscal year. We will also ask our stockholders to take an advisory vote on the compensation of our Named Executive Officers.

Your vote is important to us and we hope that you will take this opportunity to participate in the affairs of the Company. Whether or not you plan to attend the Annual Meeting, we urge you to read the accompanying materials regarding matters to be voted on and use either the proxy card or voting instruction form provided to you to submit your vote by proxy. Additional information about voting your shares is included in the Proxy Statement.

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:** March 17, 2014  
**Meeting Time:** 8:00 a.m. (PDT)  
**Location:** 6140 Stoneridge Mall Road, Suite 145  
Pleasanton, California 94588

**Agenda:**

1. Elect the eight directors named in the Proxy Statement;
2. Ratify the appointment of our independent registered public accounting firm;
3. Hold an advisory vote on the compensation of our Named Executive Officers; and
4. Transact any other business that may properly come before the meeting.

**Admission**

All stockholders are cordially invited to attend the meeting in person.

**Voting**

Only stockholders owning our common stock at the close of business on Tuesday, January 21, 2014, or their legal proxy holders, will be entitled to vote at the Annual Meeting.

On or about February 4, 2014, we will mail either (1) a Notice of Internet Availability of Proxy Materials (the **Notice**) containing instructions on how to access an electronic copy of our proxy materials and vote your shares or (2) a copy of this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended October 31, 2013. 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 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: January 31, 2014

**Table of Contents**

CONTENTS

<b><u>Other Proposals and Stockholder Nominations for Director</u></b>	<b>5</b>
<b><u>Ownership Of The Company</u></b>	<b>6</b>
<u>Principal Securityholders</u>	6
<u>Securities Held by Insiders</u>	7
<b><u>Corporate Governance</u></b>	<b>9</b>
<u>Related Party Transactions</u>	14
<u>Compensation Committee Interlocks &amp; Insider Participation</u>	15
<b><u>Report Of The Audit Committee</u></b>	<b>16</b>
<b><u>Executive Officers Of The Company</u></b>	<b>18</b>
<b><u>Report Of The Organization And Compensation Committee</u></b>	<b>20</b>
<b><u>Compensation Discussion And Analysis</u></b>	<b>21</b>
<b><u>Executive Compensation Tables</u></b>	<b>35</b>
<u>Summary Compensation Table</u>	35
<u>Grants of Plan-Based Awards</u>	37
<u>Outstanding Equity Awards at Fiscal Year End</u>	40
<u>Option Exercises and Stock Vested</u>	43
<u>Non-Qualified Deferred Compensation Table</u>	43
<u>Pension Benefits Table</u>	44
<b><u>Potential Payments Upon Termination Or Change In Control</u></b>	<b>45</b>
<b><u>Director Compensation</u></b>	<b>50</b>
<b><u>Proposal 1 Election Of Directors</u></b>	<b>54</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>Other Matters</u></b>	<b>63</b>

**Table of Contents**

**THE COOPER COMPANIES, INC.**

**6140 Stoneridge Mall Road, Suite 590**

**Pleasanton, CA 94588**

We will hold our Annual Meeting of Stockholders, or the Annual Meeting, on Monday, March 17, 2014 at 6140 Stoneridge Mall Road, Suite 145, Pleasanton, California. The meeting will start at 8:00 a.m. (PDT).

Our stockholders of record on Tuesday, January 21, 2014 will receive either (1) a Notice of Internet Availability of Proxy Materials containing instructions on how to access an electronic copy of our proxy materials and vote their shares or (2) a physical copy of this Proxy Statement together with the proxy card and our Annual Report on Form 10-K for the fiscal year ended October 31, 2014. The Notice of Internet Availability of Proxy Materials will also contain instructions on how to request a paper copy of our proxy materials to be sent to you if you prefer. These materials are presented on our behalf by order of the Board of Directors.

You may also find useful information about the Company on our website at <http://www.coopercos.com> in the Investor Relations section. 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, or the SEC.

**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 has adopted regulations that permit us to provide our materials electronically to stockholders if they have not previously requested that printed materials be provided to them on an ongoing basis. Accordingly, on or about February 4, 2014 we mailed a Notice of Internet Availability of Proxy Materials, or the Notice. The Notice was sent to our stockholders of record on January 21, 2014 who have not previously requested that printed materials be provided to them on an ongoing basis. All stockholders receiving the Notice have the ability to access the proxy materials electronically through the website referred to in the Notice. They also have the option to request a printed set of the proxy materials.

Instructions on how to access the proxy materials over the internet or to request a printed copy may be found in the Notice. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by e-mail on an ongoing basis. 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.

**What proposals will be considered at the Annual Meeting?**

At the Annual Meeting, stockholders will be asked to consider and act upon the following proposals:



1. The election of the eight directors named in this Proxy Statement to our Board of Directors;

## **Table of Contents**

2. The ratification of the appointment of our independent registered public accounting firm for the fiscal year ending October 31, 2014;
3. An advisory vote on the compensation of our Named Executive Officers as described in this Proxy Statement; and
4. The transaction of any other business that is properly presented at the meeting.

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.

The Board recommends a vote **FOR** each of the nominees for director, **FOR** the ratification of KPMG LLP as our independent registered public accounting firm and **FOR** approval on an advisory basis of the compensation of our Named Executive Officers.

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

We have set January 21, 2014 as the Record Date for this year's Annual Meeting. 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 47,854,785 shares of our common stock outstanding and entitled to vote at the Annual Meeting.

### **We strongly encourage you to vote.**

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.

### **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?**

As a stockholder, 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 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, you may also vote by following the instructions on the 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 follows:

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, 2014; and  
Shares will be voted *FOR* the compensation of our Named Executive Officers as described in this Proxy Statement.

### **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.

### **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 \$15,500 for this service, plus reasonable costs and expenses.

### **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, and the determination depends on the proposal being voted on as shown in the table below.

**How many votes are required to approve the proposals?**

<b>Proposal</b>	<b>Vote Required</b>	<b>Broker Discretionary Voting Allowed</b>
<u>Proposal 1</u> Election of Directors	Majority of Votes Cast	NO
<u>Proposal 2</u> Ratification of Appointment of Independent Registered Public Accounting Firm	Majority of Shares Entitled to Vote and Present in Person or Represented by Proxy	YES
<u>Proposal 3</u> Advisory Vote on Executive Compensation	Majority of Shares Entitled to Vote and Present in Person or Represented by Proxy	NO

Detailed information regarding each of the proposals to be presented at the 2014 Annual Meeting, and the means for stockholders to present proposals to be considered at the 2015 Annual Meeting, are presented on the following pages. Additional information about us, our Board and its committees, equity ownership, compensation of officers and directors, and other matters can be found starting at page 6. Proposals under Rule 14a-8 must be submitted no later than October 7, 2014 to be included in our next Proxy Statement and considered at the 2015 Annual Meeting of Stockholders. Proposals should be sent to Carol R. Kaufman, Secretary, The Cooper Companies, Inc., 6140 Stoneridge Mall Road, Suite 590, Pleasanton, CA 94588.

**Table of Contents**

**OTHER PROPOSALS AND STOCKHOLDER NOMINATIONS FOR DIRECTOR**

Our Bylaws allow stockholders to nominate directors for election and to propose other business to be considered by stockholders at the Annual Meeting. Under the Bylaw provisions, stockholders wishing to submit proposals must notify the Company Secretary in writing. Notice must be sent no earlier than the close of business on the 120th day prior to the anniversary date of the prior year's annual meeting and no later than the close of business on the 90th day prior to the anniversary date of the prior year's annual meeting.

To be considered at the 2015 Annual Meeting, director nominations and other proposals for consideration under these provisions must be submitted no earlier than November 17, 2014 and no later than December 17, 2014. In the event that we set the date for the 2015 Annual Meeting more than 30 days before or more than 70 days after March 17, 2015, director nominations and other proposals must be submitted 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.

Also, if we increase the number of directors to be elected at the 2015 Annual Meeting, and we do not make a public announcement at least 100 days prior to March 17, 2015 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. This also does not apply to proposals other than the nomination of director candidates. Nominations or proposals should be submitted, in writing, to Carol R. Kaufman, Secretary, The Cooper Companies, Inc., 6140 Stoneridge Mall Road, Suite 590, Pleasanton, CA 94588. A stockholder's notice to nominate a director or bring any other business before the 2015 Annual Meeting must set forth certain information specified in our Bylaws.

Our Corporate Governance and Nominating Committee of the Board will also directly consider suggestions from stockholders for potential Board nominees for election as directors to be presented at the 2015 Annual Meeting. The person recommending the nominee must be a stockholder entitled to vote at the 2015 Annual Meeting, and the recommendation must be received in writing between November 17, 2014 and December 17, 2014. To be considered, recommendations should include: (i) the nominee's written consent to being named in the Proxy Statement as a nominee and to serve as a director if elected, (ii) the name and address of the stockholder submitting the recommendation or beneficial owner on whose behalf the proposed candidate is being suggested for nomination, and (iii) the class and number of our shares owned beneficially and of record by the stockholder or beneficial owner submitting the recommendation. The Corporate Governance and Nominating Committee will consider nominees suggested by stockholders on the same terms as nominees selected by the Committee.

**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.

	<b>Common Stock</b>	
	<b>Beneficially</b>	
<b>Name of Beneficial Owner</b>	<b>Owned as of</b>	
	<b>December 31, 2013</b>	
	<b>Number of Shares</b>	<b>Percentage of Shares</b>
FMR LLC (1)	7,215,710	14.882%
82 Devonshire Street		
Boston, MA 02109		
BlackRock, Inc. (2)	3,797,492	7.900%
40 East 52 <sup>nd</sup> Street		
New York, NY 10022		
T. Rowe Price Associates, Inc. (3)	3,038,086	6.200%
100 E. Pratt Street		
Baltimore, MD 21202		

- (1) Based on information disclosed in a Schedule 13G/A filed by FMR LLC and Edward C. Johnson 3d on February 14, 2013. FMR LLC and Edward C. Johnson 3d, through their control of the subsidiaries of FMR LLC, have the sole power to dispose of or direct the disposition of all 7,215,710 shares and the sole power to vote or direct the voting of 250,408 of these shares. According to this Schedule 13G/A, Fidelity Management & Research Company, a wholly-owned subsidiary of FMR LLC, beneficially owns 6,958,698 of these shares; Strategic Advisers, Inc., a wholly-owned subsidiary of FMR LLC, beneficially owns 2,699 of these shares; Pyramis Global Advisors, LLC, a wholly-owned subsidiary of FMR LLC, beneficially owns 154,760 of these shares; and Pyramis Global Advisors Trust Company, a wholly-owned subsidiary of FMR LLC, beneficially



owns 3,322 of these shares. Additionally, FIL Limited, an international entity in which FMR LLC holds a voting interest of more than 25% but less than 50%, beneficially owns 96,231 of these shares.

- (2) Based on information disclosed in a Schedule 13G/A filed by BlackRock, Inc. on January 28, 2014. 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 these 3,797,492 shares; and has the sole power to vote or direct the vote of 3,570,900 of these shares.
- (3) Based on information disclosed in a Schedule 13G filed by T. Rowe Price Associates, Inc. on February 13, 2013. According to this Schedule 13G, T. Rowe Price Associates beneficially owns and has the sole power to dispose of or direct the disposition of these 3,038,086 shares; and has the sole power to vote or to direct the vote of 637,735 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 15, 2014		
	Number of Shares		Percentage of Shares
A. Thomas Bender	72,658	(1)	*
Michael H. Kalkstein	77,044	(2)	*
Carol R. Kaufman	202,799	(3)	*
Jody S. Lindell	62,311	(4)	*
Greg W. Matz	30,177	(5)	*
Daniel G. McBride, Esq.	78,926	(6)	*
Gary S. Petersmeyer	2,294	(7)	*
Donald Press	116,470	(8)	*
Steven Rosenberg	103,144	(9)	*
Allan E. Rubenstein, M.D.	40,442	(10)	*
John A. Weber	26,933	(11)	*
Robert S. Weiss	448,381	(12)	*
Stanley Zinberg, M.D.	70,908	(13)	*
<b>All current directors and executive officers as a group (18 persons)</b>	<b>1,447,924</b>		<b>3.0%</b>

\* Less than 1% ownership.

- (1) Includes 1,148 restricted shares granted to Mr. Bender pursuant to the terms of the Second Amended and Restated 2006 Long-Term Incentive Plan for Non-Employee Directors, or the 2006 Directors Plan. Mr. Bender has sole voting power with respect to those 1,148 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan. Also includes 38,900 shares which Mr. Bender could acquire upon the exercise of currently exercisable stock options.
- (2) Includes 1,044 restricted shares granted to Mr. Kalkstein pursuant to the terms of the 2006 Directors Plan. Mr. Kalkstein has sole voting power with respect to these 1,044 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan. Also includes 62,500 shares which Mr. Kalkstein could acquire upon the exercise of currently exercisable stock options.
- (3) Includes 172,673 shares which Ms. Kaufman could acquire upon the exercise of currently exercisable stock options.

- (4) Includes 1,044 restricted shares granted to Ms. Lindell pursuant to the terms of the 2006 Directors' Plan. Ms. Lindell has sole voting power with respect to those 1,044 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors' Plan. Also includes 45,000 shares which Ms. Lindell could acquire upon the exercise of currently available stock options; 27,500 of these exercisable options are held by the Matthews-Lindell Family Trust, an estate planning trust in which Ms. Lindell maintains 50% or greater control.

**Table of Contents**

- (5) Includes 24,562 shares which Mr. Matz could acquire upon the exercise of currently exercisable stock options.
- (6) Includes 60,562 shares which Mr. McBride could acquire upon the exercise of currently exercisable stock options.
- (7) Includes 2,294 restricted shares granted to Mr. Petersmeyer pursuant to the terms of the 2006 Directors Plan. Mr. Petersmeyer has sole voting power with respect to these 2,294 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan.
- (8) Includes 1,044 restricted shares granted to Mr. Press pursuant to the terms of the 2006 Directors Plan. Mr. Press has sole voting power with respect to these 1,044 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan. Also includes 72,500 shares which Mr. Press could acquire upon the exercise of currently exercisable stock options.
- (9) Includes 1,044 restricted shares granted to Mr. Rosenberg pursuant to the terms of the 2006 Directors Plan. Mr. Rosenberg has sole voting power with respect to these 1,044 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan. Also includes 90,000 shares which Mr. Rosenberg could acquire upon the exercise of currently exercisable stock options.
- (10) Includes 1,044 restricted shares granted to Dr. Rubenstein pursuant to the terms of the 2006 Directors Plan. Dr. Rubenstein has sole voting power with respect to these 1,044 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan. Also includes 26,500 shares which Dr. Rubenstein could acquire upon the exercise of currently exercisable stock options.
- (11) Includes 11,673 shares which Mr. Weber could acquire upon the exercise of currently exercisable stock options.
- (12) Includes 321,428 shares which Mr. Weiss could acquire upon the exercise of currently exercisable stock options.
- (13) Includes 1,044 restricted shares granted to Dr. Zinberg pursuant to the terms of the 2006 Directors Plan. Dr. Zinberg has sole voting power with respect to these 1,044 shares; however, disposition is restricted pursuant to the terms of the 2006 Directors Plan. Also includes 57,500 shares which Dr. Zinberg could acquire upon the exercise of currently exercisable stock options.

***Section 16(a) Beneficial Ownership Reporting Compliance***

Section 16(a) of the Exchange Act requires our executive officers, directors, and anyone owning more than ten percent of a registered class of our equity securities to file reports with the SEC detailing their ownership and any changes in ownership. SEC regulations also require these persons to provide us with a copy of all reports filed.

Based solely on our review of the copies of reports and related amendments we have received, we believe that during and with respect to the 2013 fiscal year, all Section 16(a) filing requirements applicable to our officers, directors and

greater-than-ten-percent owners were met.

**Table of Contents**

**CORPORATE GOVERNANCE**

***The Board of Directors***

The Board is elected annually and each of our directors stands for election every year. Presently the Board is comprised of nine directors, and all except Mr. Weiss have been determined by the Board to be independent. Mr. Weiss serves as our Chief Executive Officer and is compensated for his position as an executive. He receives no additional compensation for his service on the Board.

In making this determination, the Board has affirmed that each of the independent directors meets the objective requirements for independence set forth by the NYSE and the SEC, and that each has no relationship, either directly or indirectly through an organization that has a relationship with the Company, other than as a stockholder of the Company or through his or her service on the Board. The Board and its active committees conduct regular self-evaluations and review director independence and committee composition to ensure continued compliance with regulations.

Directors who are not also employees, or Non-Employee Directors, are compensated for their services as described in *Director Compensation* on page 50.

Under our Corporate Governance Principles, directors are not permitted to serve on the boards of more than two other public companies while they serve on our Board. We do not limit service on private company boards of directors or with non-profit organizations.

Any interested party wishing to communicate with the Board, the Non-Employee Directors as a group or any specific Board member, may do so by writing to the Board, the Non-Employee Directors as a group, or the particular Board member and delivering the communication in person or mailing it to: Board of Directors, c/o Carol R. Kaufman, Secretary, The Cooper Companies, Inc., 6140 Stoneridge Mall Road, Suite 590, Pleasanton, CA 94588. Communications will be distributed to specific Board members as directed in the communication. If addressed generally to the Board, communications may be distributed to specific members of the Board as appropriate, depending on the material outlined in the communication. For example, if a communication relates to accounting, internal accounting controls or auditing matters, it will be forwarded to the Chairman of the Audit Committee unless otherwise specified. From time to time, the Board may change the process for interested parties to communicate with the Board or its members. Please refer to our website at <http://www.coopercos.com> for any changes in this process.

***Identification of Candidates***

The Corporate Governance and Nominating Committee is responsible for identification and selection of qualified candidates for nomination to the Board. The Corporate Governance and Nominating Committee believes that nominees for election to the Board must possess certain minimum qualifications and attributes.

To be nominated by the Board, an individual: (i) must meet the objective independence requirements set forth by the SEC and NYSE (other than executive nominees), (ii) must exhibit strong personal integrity, character, and ethics and a commitment to ethical business and accounting practices, (iii) must not serve on more than two other public company boards, (iv) must not be involved in on-going litigation with us or be employed by an entity which is

engaged in such litigation, and (v) must not be the subject of any on-going criminal investigations, including investigations for

## **Table of Contents**

fraud or financial misconduct. The Committee does not currently maintain a separate diversity policy. Instead the Committee relies on diversity as one of many factors in the consideration of director nominees who meet these stated criteria.

The Committee will consider suggestions from stockholders for nominees for election as directors at our Annual Stockholder Meetings on the same terms as nominees selected by the Committee. Stockholder suggestions must be received on a timely basis and meet the criteria set forth in the information on *Stockholder Nominations and Proposals for the 2014 Annual Meeting* on page 5.

As of the date of this Proxy Statement, no stockholder suggestions for director nominees have been received by the Corporate Governance and Nominating Committee. Except as set forth above, the Corporate Governance and Nominating Committee does not currently have a formal process for identifying and evaluating nominees for directors, including nominees recommended by stockholders.

### ***Board Leadership Structure***

We maintain separate positions for the Chairman and Chief Executive Officer. We also maintain a Lead Director position, which is currently held by Dr. Allan Rubenstein.

We feel this division provides a balance between independence of our directors and the experience of our officers. Our current Chairman has significant business experience with the Company, but has also been affirmatively determined to be independent by our Board. We feel that maintaining an independent Chair provides for strong, knowledgeable leadership of the Board, separate from the CEO position's immediate day-to-day involvement with the Company.

### ***Board Committees***

The Board maintains four standing committees whose functions are described below. As required by the SEC and NYSE, all members of the Corporate Governance and Nominating Committee, the Audit Committee, and the Organization and Compensation Committee are independent directors. At the Board's discretion, other committees may include directors who have not been determined to be independent. Currently the Board maintains one committee, the Science and Technology Committee, which has non-independent director membership. Committee membership is determined by the Board and reviewed regularly.

Each committee maintains a written charter detailing its authority and responsibilities. These charters are updated periodically as legislative and regulatory developments and business circumstances warrant. The committee charters are available in their entirety on our website at <http://www.coopercos.com>.

**The Audit Committee** provides advice with respect to our financial matters and assists the Board in fulfilling its oversight responsibilities regarding: (i) the quality and integrity of our financial statements, (ii) our compliance with legal and regulatory requirements, (iii) review of our potential risk factors, (iv) the qualifications and independence of the independent accounting firm serving as auditors of the Company, and (v) the oversight and performance of the Company's internal audit function and the outside auditors. The Audit Committee advises and makes recommendations to the Board regarding our financial, investment and accounting procedures and practices.





## **Table of Contents**

The current members of the Audit Committee are Steven Rosenberg (Chair), Michael H. Kalkstein, and Jody S. Lindell.

**The Organization and Compensation Committee**, or the Compensation Committee, reviews and approves all aspects of the compensation paid to our Chief Executive Officer and all executives identified by the Compensation Committee as officers under Section 16(a) of the Exchange Act. The Compensation Committee also approves all compensation for employees whose total combined annual base salary plus target non-equity incentive bonus is \$400,000 or greater, regardless of whether they have been designated as officers under Section 16(a). Members of the Compensation Committee are not eligible to participate in any of our executive compensation programs.

The Compensation Committee also approves all awards under our equity and non-equity incentive bonus plans and has approval authority for all agreements providing for the payment of benefits following a change in control of the Company, severance following a termination of employment or any other special arrangement with the executive officers or employees which would affect their compensation.

The current members of the Compensation Committee are Michael H. Kalkstein (Chair), Jody S. Lindell, Gary S. Petersmeyer, Donald Press, and Allan E. Rubenstein, M.D.

**The Corporate Governance and Nominating Committee** develops, implements, and maintains the corporate governance standards by which we conduct business, and advises and makes recommendations to the Board concerning our primary governance policies. The Corporate Governance and Nominating Committee meets with the Chief Executive Officer and senior corporate staff as it deems appropriate to fulfill its obligations with regard to our corporate governance standards. The Corporate Governance and Nominating Committee also performs the functions described under *Identification of Candidates* on page 9.

The members of the Corporate Governance and Nominating Committee are Donald Press (Chair), Steven Rosenberg, Allan E. Rubenstein, M.D. and Stanley Zinberg, M.D.

**The Science and Technology Committee** evaluates new and existing technologies. The Science and Technology Committee's primary functions are to: (i) discuss technology that falls outside the usual scope of current business, (ii) periodically review our research and development projects and portfolio, (iii) annually review our key technologies and assess the position of these technologies versus third party products and processes, and (iv) provide information and guidance to the Board on matters relating to science and technology. The Science and Technology Committee functions on an ad hoc basis.

The current members of the Science and Technology Committee are Stanley Zinberg, M.D. (Chair), Gary S. Petersmeyer, Allan E. Rubenstein, M.D., Robert S. Weiss, and A. Thomas Bender.

**Table of Contents*****Meetings***

The Board and committees met as follows during our fiscal year ended October 31, 2013:

	<b>Number of Meetings</b>
Board of Directors	11
Audit Committee	7
Organization and Compensation Committee	7
Corporate Governance and Nominating Committee	5
Science and Technology Committee	3

The Non-Employee Directors also meet routinely in executive session in connection with regular meetings of the Board and more often as they deem appropriate. Either Mr. Bender, as Chair, or Dr. Rubenstein, as Lead Director, presides over executive sessions.

Currently we do not maintain a formal policy regarding director attendance at the Annual Meeting; however, it is expected that the directors will attend. Last year all of the directors attended.

During the 2013 fiscal year, each director attended at least 90% of the aggregate of board meetings and meetings of committees on which the director served.

***Corporate Governance Policies***

We have an ongoing commitment to good governance and business practices. In furtherance of this commitment, we regularly monitor developments in the area of corporate governance and review company processes and procedures in light of such developments. We seek to comply with the rules and regulations promulgated by the SEC and the NYSE and implement other corporate governance practices we believe are in the best interest of the Company and its stockholders. In keeping with this commitment, our corporate Bylaws include a majority voting standard for the election of our directors and we maintain various corporate policies that reflect our dedication to good governance. We believe that the policies currently in place enhance our stockholders' interests.

**Corporate Governance Principles**

The Board has approved a set of Corporate Governance Principles for the Company. The Principles are available in their entirety on our website at <http://www.coopercos.com>. The Principles set out our standards for director qualifications, director responsibilities, Board committees, director access to officers and employees, director compensation, director orientation and continuing education, and performance evaluations of the Chief Executive Officer and of the Board and its committees.

Under the Principles, the Non-Employee Directors are required to maintain a minimum level of ownership in our common stock. The Board has adopted ownership requirements for Non-Employee Directors requiring directors to hold Cooper common stock valued at three times their annual retainer for service as a director. Shares held must be free of restrictions to meet the requirements. Until the required ownership values are met the Non-Employee Directors must retain 100% of shares received on vesting of restricted stock and on exercise of stock options. As of the date of this Proxy Statement, all of the Non-Employee Directors hold stock equal to, or in excess of, the minimum level of required ownership.



## **Table of Contents**

### **Ethics and Business Conduct Policy**

We have adopted an Ethics and Business Conduct Policy, or Ethics Policy, that is available in its entirety on our website at <http://www.coopercos.com>. All our employees, officers, and directors, including the Chief Executive Officer and Chief Financial Officer, are required to adhere to the Ethics Policy in discharging their work-related responsibilities. Employees are encouraged to report any conduct that they believe in good faith to be an actual or apparent violation of the Ethics Policy.

Amendments to the Ethics Policy and any waivers from the Ethics Policy granted to directors or executive officers will be made available through our website. As of the date of this proxy statement, no waivers or requests have been requested or granted.

### **Procedures for Handling Accounting Complaints**

The Audit Committee has established procedures for receipt and handling of potential complaints we may receive regarding accounting, internal accounting controls or auditing matters, and to allow for the confidential, anonymous submission by our employees of concerns regarding accounting or auditing matters. In furtherance of this goal, we have established a confidential hotline managed by an independent third-party vendor through which employees may report concerns about our business practices.

### **Board of Directors Role in Risk Oversight**

Our Board of Directors recognizes the importance of appropriate oversight of potential business risks in running a successful operation and meeting its fiduciary obligations to our business and our stockholders. While our management team has responsibility for the day-to-day assessment and management of potential business risks, the Board maintains responsibility for creating an appropriate culture of risk management and setting the proper tone at the top. In this function, the Board, directly and through its committees, takes an active role in overseeing our aggregate risk potential and in assisting management with addressing specific risks, including competitive, legal, regulatory, operational, and financial risks. Each committee of the Board regularly reviews risks related to its area of focus as follows:

The Audit Committee reviews potential risks within our financial operations, information technology systems, and internal controls;

The Corporate Governance and Nominating Committee reviews potential risks in relation to general governance and compliance matters;

The Compensation Committee reviews risks associated with retention of key executives, how our compensation practices influence executive risk taking, and matters of succession planning; and

The Science and Technology Committee reviews potential risks in connection with current technology and potential technology investments.

Each committee reports regularly to the Board on these topics and contributes to the overall Board review of potential business risks. Management also addresses risks and risk management in regular reports to the Board and its committees.

The Board believes that its current leadership, structure and majority independent membership all facilitate risk oversight by combining experienced leadership with independent direction from the Board and committees. Both our Chairman and our CEO have in-depth understanding of our history

## **Table of Contents**

and specific challenges we face as a business. Our CEO's experience allows him to promptly identify and raise key business risks to the Board and our Chairman's history with the Company provides the Board with an independent voice who can also provide insight into management decisions and market dynamics based on our specific business operations. The Board believes that the balance between our Chairman, CEO, Lead Director, and the independent committees of the Board enhances our risk oversight process and appropriately limits levels of risk within our enterprise.

Additionally, we maintain both a Chief Risk Officer and a Chief Governance Officer position within senior management. Our Chief Risk Officer maintains responsibility for direct risk oversight and review of our potential and identified business risks, and heads our management risk committee. The Chief Governance Officer holds responsibility for ensuring compliance training and communication of key policies to our employees. The Board feels that the appointment of executive officers that are directly responsible for monitoring risk and compliance issues ensures active positions dedicated to the identification and monitoring of potential business risks, and enhances the tone at the top message of the importance of risk oversight, governance and compliance.

### ***Risk and Executive Compensation***

Our Compensation Committee reviews and assesses the possible risks related to our executive compensation programs. Based on this assessment the Compensation Committee has concluded that our compensation program structure does not create unreasonable risk or the likelihood of a material adverse impact on the Company. In making this determination, the Compensation Committee considered possible compensation-based risks and means by which potential risks may be mitigated, including through the operation of our internal control structure and the Committee's oversight. The Compensation Committee also considered the structure of our compensation plans, including the use of a combination of short- and long-term compensation programs, equity ownership guidelines for our senior executives, capped bonus targets under short-term incentive plans, and clawback provisions for short-term bonus awards.

### ***Management Succession Planning***

At least annually, and more often as deemed appropriate, the Compensation Committee meets with management to discuss the plan for CEO succession as well as possible succession plans for senior management. Succession plans are designed to allow for an orderly transition of the top executive posts either in the ordinary course of business or in response to emergency situations. Management develops and presents plans for identification, mentoring and continuing development of appropriate leadership skills for internal candidates for CEO and other leadership positions. The Committee provides oversight, input and recommendations with regard to the criteria to be used for identification of potential candidates for succession to leadership positions. The Committee also meets with individual members of management occasionally throughout the year to assess leadership development within the executive team.

### ***Related Party Transactions***

We review all relationships and transactions in which the Company and our directors and executive officers or their immediate family members are participants. Our legal staff is primarily responsible for monitoring and obtaining information from the directors and executive officers with respect to related person transactions and for then determining, based on the facts and circumstances, whether the Company or a related person has a direct or indirect material interest in





**Table of Contents**

the transaction. The Corporate Governance and Nominating Committee of our Board reviews and approves or ratifies all transactions between the Company and related persons that are required to be disclosed under SEC rules, and we disclose such transactions in our Proxy Statement

We have determined that there were no material related party transactions during the 2013 fiscal year.

***Compensation Committee Interlocks & Insider Participation***

During fiscal year 2013, all of the members of the Organization & Compensation Committee were independent directors, and no member was an employee or former employee of the Company. No Committee member had any relationship requiring disclosure as a related party transaction. During fiscal year 2013, none of our executive officers served on the compensation committee (or its equivalent) or board of directors of another entity whose executive officer served on the Organization & Compensation Committee.

**Table of Contents**

**REPORT OF THE AUDIT COMMITTEE**

The Audit Committee is comprised of three independent directors: Steven Rosenberg (Chair), Michael H. Kalkstein and Jody S. Lindell. The Board has determined that all members of the Audit Committee are financially literate as required by the NYSE and has also determined that both Mr. Rosenberg and Ms. Lindell meet the qualifications of an audit committee financial expert as defined by the SEC.

The Audit Committee operates under a written charter adopted by the Board in December 2004 and most recently amended in October 2011. The Audit Committee's charter is available in its entirety on our website at <http://www.coopercos.com>.

The Audit Committee provides advice with respect to our financial matters and assists the Board in fulfilling its oversight responsibilities regarding: (i) the quality and integrity of our financial statements, (ii) our compliance with legal and regulatory requirements, (iii) review of our potential risk factors, (iv) the qualifications, independence and performance of KPMG LLP, or KPMG, in its role as our independent registered public accounting firm, (v) retention and engagement of KPMG and oversight of their work and (vi) overseeing the performance of our internal audit function and reviewing our internal controls. The Audit Committee's primary duties and responsibilities relate to:

Management's maintenance of the reliability and integrity of our accounting policies and financial reporting and financial disclosure practices;

Management's establishment and maintenance of processes to assure that an adequate system of internal controls is functioning effectively within the Company; and

Engagement, retention and termination of KPMG LLP.

Management is responsible for the Company's internal controls and the financial reporting process. The Committee has engaged Ernst & Young LLP, or Ernst & Young, to assist in the assessment of the Company's internal control over financial reporting and to lead the Company's internal audit function.

KPMG, as the Company's independent registered public accounting firm, is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and to issue a report on the audit process. The Audit Committee's responsibility is to monitor and oversee these processes. In this context, the Audit Committee has met and held discussions with management and KPMG regarding the fair and complete presentation of the Company's financial results.

The Audit Committee held 7 meetings during the 2013 fiscal year, including regular meetings in conjunction with the close of each fiscal quarter, during which the Audit Committee reviewed and discussed the Company's financial statements with management and KPMG. These Audit Committee meetings routinely include executive sessions of the committee, as well as private sessions with each of KPMG, Ernst & Young, and management.

The Audit Committee reviewed and discussed the audited consolidated financial statements of the Company for the fiscal year ended October 31, 2013 with the Company's management and KPMG, and management represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States. The Audit Committee discussed with KPMG the matters required to be discussed by Statement on Auditing Standards No. 61 *Communication with Audit Committees*, as amended by SAS No. 91.

**Table of Contents**

The Audit Committee also reviewed and discussed with KPMG, management, and Ernst & Young the processes and procedures associated with our assessment of internal controls over financial reporting, including management's assessment of such controls.

The Audit Committee maintains policies and procedures for the pre-approval of work performed by KPMG. Under its charter, the Audit Committee must approve all engagements in advance. All engagements with estimated fees above \$150,000 require consideration and approval by the full Audit Committee. The Chair of the Audit Committee has the authority to approve on behalf of the full Audit Committee all engagements with fees estimated to be below \$150,000. Management recommendations are considered in connection with such engagements, but management has no authority to approve engagements.

In the 2013 fiscal year, the Audit Committee received both the written disclosures and the letter from KPMG that are mandated by applicable requirements regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence and the Audit Committee discussed KPMG's independence from the Company with the lead engagement partner. KPMG provided non-audit services during the 2012 fiscal year related to evaluation of IFRS and GAAP accounting after the acquisition of a Danish company by our women's health care business. The Audit Committee or its Chair approved all audit services provided by KPMG for the fiscal year ended October 31, 2013. The total fees paid or payable to KPMG for the last two fiscal years are as follows:

	<b>Fiscal Year Ended October 31, 2013</b>	<b>Fiscal Year Ended October 31, 2012</b>
Audit Fees	\$3,620,000	\$3,614,300
Audit Related Fees	\$-0-	\$-0-
Tax Fees	\$-0-	\$-0-
All Other Fees	\$-0-	\$144,000

Based on the Audit Committee's discussions with management and KPMG, the Audit Committee's review of the representations of management, the certifications of the Chief Executive Officer and Chief Financial Officer and the written disclosures and the letter from KPMG to the Audit Committee, the Audit Committee recommended to the Board that our audited consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year ended October 31, 2013 for filing with the SEC.

**THE AUDIT COMMITTEE**

Steven Rosenberg (Chair)

Michael H. Kalkstein

Jody S. Lindell

**Table of Contents**

**EXECUTIVE OFFICERS OF THE COMPANY**

Set forth below is information regarding our current executive officers and other senior employees named in this Proxy Statement who are not also directors. The individuals listed below served in the positions set forth as of February 3, 2014.

**DANIEL G. McBRIDE, ESQ.**

**AGE: 49**

**EXECUTIVE VICE PRESIDENT & CHIEF OPERATING OFFICER**

**PRESIDENT, COOPERVISION, INC.**

Mr. McBride has served as Executive Vice President and Chief Operating Officer since November 2013. Starting in February 2014, Mr. McBride will also serve as the President of CooperVision, our contact lens subsidiary. He previously served as our Chief Risk Officer from July 2011 through October 2013, as our General Counsel from November 2007 through January 2013, and as Vice President from July 2006 through October 2013. He also served as Senior Counsel from February 2005 through November 2007. Prior to joining us, Mr. McBride was an attorney with Latham & Watkins LLP from October 1998 to February 2005, concentrating on mergers and acquisitions and corporate finance matters.

**CAROL R. KAUFMAN**

**AGE: 64**

**EXECUTIVE VICE PRESIDENT, SECRETARY, CHIEF ADMINISTRATIVE OFFICER & CHIEF GOVERNANCE OFFICER**

Ms. Kaufman has served as Executive Vice President since July 2012 and Chief Governance Officer since March 2013. She previously served as Senior Vice President of Legal Affairs from December 2004 to July 2012. She has also served as Vice President and Chief Administrative Officer since October 1995 and as Vice President of Legal Affairs and Secretary since March 1996. From January 1989 through September 1995, she served as Vice President, Secretary and Chief Administrative Officer of Cooper Development Company, a healthcare and consumer products company. She previously held a variety of financial positions with Cooper Laboratories, Inc. (our former parent) since joining that company in 1971. Ms. Kaufman currently serves as a director for Chindex, Inc. (NASDAQ: CHDX), a publicly traded provider of health care services in China, and is a member of its audit and compensation committees and chair of the governance and nominating committee of the board of directors. She also serves as a director for Insperity, Inc. (NYSE: NSP), a publicly traded provider of human resources outsourcing options, and is a member of its nominating and corporate governance committee and its finance, risk management and audit committee.

**GREG W. MATZ**

**AGE: 54**

**VICE PRESIDENT, CHIEF FINANCIAL OFFICER & CHIEF RISK OFFICER**

Mr. Matz has served as our Chief Risk Officer since November 2013 and as our Vice President and Chief Financial Officer since December 2011. Previously he served as Vice President, Finance from July 2011 to December 2011. He

joined CooperVision, Inc. in May 2010 as Vice President and Chief Financial Officer and served in that position until October 2011. Prior to joining CooperVision, he spent the prior 25 years in the Electronic Measurement, Chemical Analysis and Life Science markets. He served in a variety of senior management roles in Agilent Technologies Inc. from 1999-2010, including Vice President and Controller of the Wireless Business Unit, Vice

**Table of Contents**

President and Director of Internal Audit and Assistant Corporate Controller. Prior to Agilent, Mr. Matz worked at Hewlett Packard from 1984-1999 in a variety of financial and marketing roles. Mr. Matz started his career at KPMG in San Francisco from 1981-1984. Mr. Matz is a Certified Public Accountant.

**ALBERT G. WHITE III**

**AGE: 44**

**VICE PRESIDENT & CHIEF STRATEGY OFFICER**

Mr. White has served as Chief Strategy Officer since July 2011 and as Vice President since joining the Company in April 2006. He previously served as Vice President, Investor Relations from November 2007 through March 2013. He also served as Treasurer from April 2006 through December 2012. Prior to joining the Company, he served as a Director with KeyBanc Capital Markets for three years and in a number of leadership positions within KeyBank National Association over the prior eight years.

**RANDAL L. GOLDEN**

**AGE: 52**

**GENERAL COUNSEL**

Mr. Golden has been appointed to serve as our General Counsel with effect from February 2014. He served as our Assistant General Counsel from May 2013 through January 2014. Previously he served as senior counsel from March 2010, when he joined the Company, until May 2013. Prior to joining Cooper, he served as Senior Director & Legal Counsel at Align Technology, Inc. from 2005 through 2010 and as Director of Legal Affairs & Senior Counsel with Nokia, Inc. from 2000 to 2005. Mr. Golden also held various associate and senior legal positions prior to 2000, focusing on litigation and commercial and business law.

**TINA F. MALONEY**

**AGE: 51**

**CORPORATE CONTROLLER**

Ms. Maloney has served as our Corporate Controller since January 2014. She served as Senior Director of Finance and Assistant Corporate Controller prior to her appointment. She previously served as Director of Internal Audit for the Company from August 2005 to June 2007. Prior to joining Cooper, Ms. Maloney held multiple senior finance positions at Sola International Inc., a global manufacturer and distributor of eyeglass lenses, including Director of Accounting and Controller Americas. Prior to Sola, she was VP Finance of IESL, Inc., an environmental services and electroplating company servicing the defense industry. Tina is a Certified Public Accountant, a Certified Management Accountant, and a Chartered Global Management Accountant.

**PAUL L. REMMELL**

**AGE: 55**

**PRESIDENT AND CHIEF EXECUTIVE OFFICER OF COOPERSURGICAL, INC.**

Mr. Remmell has been Chief Executive Officer of CooperSurgical, our women's healthcare business, since January 2012 and has served as President of CooperSurgical, since December 2004. He previously served as Chief Operating Officer of CooperSurgical from October 2000 to January 2012 and as Vice President of Finance from 1991 to



December 2004.

**Table of Contents**

**REPORT OF THE ORGANIZATION AND COMPENSATION COMMITTEE**

The Organization and Compensation Committee of the Board has reviewed and discussed the Compensation Discussion and Analysis with management. Based on this review and discussion, the Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference in our Annual Report on Form 10-K for the fiscal year ended October 31, 2013.

**ORGANIZATION AND COMPENSATION COMMITTEE**

Michael H. Kalkstein (Chair)

Jody S. Lindell

Gary S. Petersmeyer

Donald Press

Allan E. Rubenstein, M.D.

**Table of Contents**

**COMPENSATION DISCUSSION AND ANALYSIS**

The Organization and Compensation Committee, or Compensation Committee, of our Board oversees our executive compensation program for our Named Executive Officers. For fiscal 2013, our Named Executive Officers were:

Robert S. Weiss President and Chief Executive Officer

Daniel G. McBride, Esq. Executive Vice President and Chief Operating Officer; President, CooperVision, Inc.

Carol R. Kaufman Executive Vice President, Secretary, Chief Administrative Officer, and Chief Governance Officer

Greg W. Matz Vice President, Chief Financial Officer, and Chief Risk Officer

John A. Weber Former President, CooperVision, Inc.

Our executive compensation program is designed to emphasize financial performance, link compensation to the achievement of the Company's goals for stockholder returns, and be sufficiently flexible and competitive to permit us to attract, retain, and motivate top-tier talent within a complex, evolving industry.

To meet this objective, the Compensation Committee reviews our executive compensation program annually to ensure that the link between pay and performance is maintained and that there are no compensation-related risks that would be likely to have a material adverse effect on the Company. The Committee also retains independent advisors to assist it in fulfilling its fiduciary obligations. These advisors do no other work for the Company.

In its deliberations, the Compensation Committee considers the Company's performance against our budget targets for the prior year, projected growth in the next fiscal year, and expected achievement under our long-range plans. It also considers the publicly disclosed compensation practices of the companies in our peer group. These factors determine adjustments to base salary, the weighting and emphasis of target levels for our annual cash bonus plan, and the structure and value of our equity awards.

The Compensation Committee also considers input from our stockholders, as presented in the outcome of the Company's annual stockholder advisory vote on the compensation of the named executive officers ( Say-on-Pay ), when making compensation decisions for the Named Executive Officers. In March 2012, approximately 92% of votes cast on our Say-on-Pay proposal were voted in favor of the compensation program for the Named Executive Officers. The Committee views this as an indication of strong stockholder support for our approach to executive compensation. Based on this support, the overall design of executive compensation packages for fiscal 2013 (as set in December 2012) was not modified from prior years.

***Pay for Performance - 2013 Fiscal Year in Review***

We have a strong record of delivering substantial returns to our stockholders through increasing market share, management initiatives designed to enhance stockholder value, and strong operating results. Our management team has been successful in achieving challenging goals and creating long-term value, and we believe that the design of our compensation packages has been part of that success.



## **Table of Contents**

During fiscal 2013, we had a number of significant accomplishments that contributed to growth and value creation for our stockholders:

A 10% increase in revenues over fiscal 2012, free cash flow at \$239.4 million, and an 18% increase in GAAP earnings-per-share;

Increased stock price by nearly 35%, resulting in a market capitalization of over \$6 billion;

The successful negotiation of a new credit facility which added \$300 million to our borrowing capacity at lowered rates;

Successful implementation and expansion of our stock repurchase program;

Dismissal of outstanding stockholder and derivative litigation, resolution of a significant patent licensing and royalty dispute, and successful conclusion of recovery negotiations with our insurance carrier related to business interruption at our United Kingdom facility;

Expanded manufacturing capacity at current locations in Puerto Rico and the United Kingdom, as well as initiating work on a new manufacturing facility in Costa Rica;

Successful launch of key information technology initiatives that will improve our IT infrastructure;

Successful divestiture of the Aime contact lens and solutions business to Nippon Contact Lens, Inc.;

Launch of our MyDay single-use silicone hydrogel contact lens product and receipt of several product awards, including Best Product at the Silmo Conference in Paris;

Addition of key international leadership and expansion of our contact lens business into new markets globally, including continued expansions into Latin America, Asia, and Eastern Europe;

Continued expansion of our women's health care business through both organic growth and acquisitions;

Continued integration of Origio a/s and achievement of significant organic growth in the in-vitro fertilization sector of our women's healthcare business;

Continued global expansion of our Wellness Program, resulting in significant savings related to medical benefits and recognition as one of the best places to work in our geographic area, including a Gold Level ranking as a Fit-Friendly Company from the American Heart Association;

Recognition of our efforts to develop internal management potential including ranking in the 40 Best Companies for Leaders by Chief Executive Magazine for the third consecutive year; and

Recognition of our senior executives, including the selection by the San Francisco Business Times of Mr. McBride as 2013 Best General Counsel and Ms. Kaufman as one of the 2013 Most Influential Women in Bay Area Business.

These achievements continue our strong growth pattern over the past five fiscal years and the compensation paid to our executives in fiscal 2013 aligns with these achievements as follows:

**2013 Incentive Payment Plan:** Financial results, including the Committee's evaluation of the Company's successes as described above, met or exceeded established targets for fiscal 2013, resulting in cash bonus compensation in excess of target levels in accordance with the design of our 2013 Incentive Payment Plan, discussed in more detail below.

**Long-Term Incentive Plan:** Performance share awards with targets covering growth over the 2011, 2012, and 2013 fiscal years met the end of their performance cycle at the end of



**Table of Contents**

fiscal 2013. The Compensation Committee affirmed that the required 12% compounded annual growth in earnings-per-share during the three-year performance period was achieved. Under the terms of the awards, the Named Executive Officers achieved the maximum award value of 150% of target for this achievement. These awards will be paid to executives early in fiscal 2014.

The Compensation Committee believes that strong performance should be rewarded, and expects the target total direct compensation for our Named Executive Officers to depend on financial results and long-term service to the Company. Under this philosophy, in fiscal 2013 approximately 75-85% of total direct executive compensation was linked to achievement of designated goals under our annual operating budget, stockholder returns, and continued service.

**Table of Contents**

***Compensation Philosophy and Governance***

The structure of our executive compensation packages embodies the following principles:

Pay for positive financial results and consistent growth by closely aligning the total compensation paid to executives with stockholder returns, financial performance, and achievement of short-term operational goals and long-term strategic objectives;

Performance-based compensation structured to reward achievement of challenging Company objectives through a balance of fixed and variable compensation; and

Sufficiently competitive compensation packages that attract, retain, and motivate high caliber executive management, recognize our senior executives' responsibility for the Company's overall performance and market value, and provide flexibility for the Compensation Committee to reward individual achievements at its discretion.

To meet these compensation objectives, executive compensation packages are structured to balance management focus between our long-range strategic plans and achievement of short-term budget goals. In designing our compensation program we employ several best practices including:

**Committee Independence:** The Compensation Committee is composed entirely of directors who have been affirmatively determined to be independent as defined by the NYSE;

**Independent Advisors:** The Compensation Committee engages an independent consultant that does no other work for the Company. The firm of J. Richard & Co. acted as independent advisor to the Committee with regard to compensation decisions for fiscal 2013. Upon notification of the retirement of the principal member of J. Richard & Co., the Committee engaged Compensia to advise on compensation going forward;

**Pay for Performance:** A significant portion of compensation paid to our executives is tied to the achievement of both short- and long-term financial objectives;

**Annual Review of Compensation:** Executive compensation packages are reviewed annually to ensure continued alignment with market practices and our financial goals;

**Stock Ownership Guidelines:** Each of our directors and all of our Named Executive Officers are subject to guidelines for ownership of shares of our common stock with a substantial aggregate market value in order to encourage a long-term view of performance;



Double-Trigger Change in Control Agreements: We make limited use of employment agreements and all change-in-control agreements entered into with executives since 2007 contain provisions that provide for severance and equity vesting following a change in control only if the officer is also terminated without cause within a specified time period; and

Clawbacks: Our short-term incentive plans include provisions that awards may be subject to recoupment in the event of financial anomalies in the subsequent fiscal year that were attributable to errors in the fiscal year in which the awards were earned.

In assessing our compensation practices, the Compensation Committee receives regular updates on our business results from management throughout the year and reviews our quarterly financial statements, management projections, and long-range plans. The Compensation Committee also

## **Table of Contents**

regularly reviews information regarding our peer companies, including reported revenues, profit levels, market capitalization, stockholder returns, and disclosed governance practices. The Compensation Committee uses this information to assess the alignment between executive compensation and achievement of business objectives, to monitor our comparative performance, and to compare peer compensation practices. In addition to management updates and peer group analysis, the Compensation Committee also reviews broader, general industry compensation data relative to other companies of our size.

The Compensation Committee considers management input, independent consultant advice, and publicly available peer information to be valuable tools in the evaluation of the connection between executive compensation and Company performance.

### ***Use of Compensation Consultants and Peer Data***

The Compensation Committee has authority for the review and approval of the compensation provided to our executive officers, the composition of our designated comparative peer group for compensation review, the form and content of severance agreements, and the granting of equity awards under our long-term incentive plans. The Committee also oversees succession planning and management development programs designed to strengthen our internal pool of candidates for executive level positions and promote mentoring of senior level employees.

### ***Independent Compensation Consultant***

The Compensation Committee retained J. Richard & Co. ( J. Richard ) to assist with executive compensation analysis related to compensation of our Named Executive Officers during fiscal 2013. Under this engagement, J. Richard reported directly to the Compensation Committee and did no other work for the Company. The Compensation Committee maintained sole authority to determine the terms of J. Richard's retention and services. Management interaction with J. Richard was generally limited to communication of information provided by management to the Compensation Committee.

Under this engagement, J. Richard provided the Compensation Committee with an annual report reviewing our Named Executive Officer compensation and providing comparative information based on compensation peer group data, as well as information regarding key trends in executive compensation for other comparable publicly traded companies. The Compensation Committee used the information presented in this report and advice from J. Richard to evaluate our compensation levels against those in the peer group.

At the request of the Compensation Committee, J. Richard also evaluated recommendations provided by management and management's compensation consultant. Based on these analyses and review, J. Richard advised the Compensation Committee in setting target executive compensation levels for fiscal 2013.

During fiscal 2013, the Compensation Committee was notified that the principal member of J. Richard & Co., Mr. J. Richard, would be retiring. The Compensation Committee considered several firms to replace J. Richard as its independent compensation consultant, and in July 2013 retained the services of Compensia, Inc. Under this engagement, members of Compensia acted as advisors to the Compensation Committee regarding executive compensation decisions made in the fourth quarter of fiscal 2013 and will advise on compensation decisions for fiscal 2014 and going forward.

## Table of Contents

The Compensation Committee has reviewed the nature of the relationship between itself and both J. Richard and Compensia as independent consulting firms, and its relationship with the members of these firms as individuals, for potential conflicts of interest. In conducting this review, the Compensation Committee gave consideration to factors identified by the SEC and the NYSE as possibly contributing to conflicts, including the scope of work performed for the Compensation Committee by each firm, fees paid to these firms for services and any personal or business relationships between our executives or members of the Compensation Committee and either firm or their individual members. Based on its review, the Compensation Committee has determined there are no conflicts of interest or potential conflicts of interest in the prior engagement of J. Richard, or the current engagement of Compensia, as an independent advisor.

## Management Recommendations

Mr. Weiss provides recommendations to the Compensation Committee regarding: (i) selection of compensation peer group companies, (ii) base salary and salary increases for our Named Executive Officers (other than himself), (iii) appropriate targets and achievement of awards under our Incentive Payment Plans, (iv) overall annual equity award levels and the structure of equity awards, and (v) special compensation awards to executives who have shown outstanding achievements during the year or on special projects. Mr. Weiss also makes specific recommendations to the Compensation Committee as to how these equity awards should be allocated to the Named Executive Officers other than himself.

Management has retained Frederic W. Cook & Co., Inc. ( Frederic Cook ) to serve as its compensation consultant. Mr. Weiss uses Frederic Cook's analyses to develop recommendations for presentation to the Compensation Committee with regard to the compensation of the Named Executive Officers and composition of the compensation peer group, as well as various other elements of our executive compensation program, such as contractual arrangements and stock ownership guidelines. Mr. Weiss, as Chief Executive Officer, has final authority for the retention of Frederic Cook and Frederic Cook does not do any work directly for the Compensation Committee, although a representative of Frederic Cook periodically attends Compensation Committee meetings as an invited guest.

The Compensation Committee gives full consideration to management recommendations and reviews these recommendations with its own compensation consultant before making its own decisions on the compensation to be provided to our Named Executive Officers. The Compensation Committee believes these recommendations provide valuable insight in making compensation decisions, but does not delegate any of its exclusive authority to approve Named Executive Officer compensation and benefits.

## Compensation Peer Group

The Compensation Committee has responsibility for the selection of an appropriate peer group for assessing comparative compensation levels within our industry. The Committee reviews the peer group annually, with consideration given to recommendations from management, including input from both Frederic Cook and its own independent consultants.

Compensation peer group recommendations are drawn from publicly-traded companies headquartered in the United States based on similarity of product lines or industry and similarity in company size as measured through annual revenue, market capitalization, operating margins, and



**Table of Contents**

other financial measures of organizational scope and complexity. Management considers companies for recommendation that: (i) had revenue between \$500 million to \$2 billion in the past year, (ii) are within the medical device industry, and (iii) have a revenue to asset ratio of between 0.5x to 3.0x.

Our peer group for the fiscal 2013 compensation review was composed of the following companies:

Bio-Rad Laboratories, Inc.	Mettler-Toledo International, Inc.
Bruker Corporation	PerkinElmer, Inc.
Conmed Corporation	Resmed, Inc.
Dentsply International, Inc.	Sirona Dental Systems, Inc
Edwards Lifesciences Corporation	Steris Corporation
Haemonetics Corporation	Teleflex, Inc.
Hologic, Inc.	Varian Medical Systems, Inc.
IDEXX Laboratories	Waters Corporation
Illumina, Inc.	West Pharmaceutical Services, Inc.
Integra Lifesciences Holding Corporation	

This peer group has been retained with no changes for review of executive compensation for fiscal 2014.

***Chief Executive Officer Compensation***

Robert S. Weiss has served as our Chief Executive Officer since November 2007. The Compensation Committee structures Mr. Weiss' compensation to reflect his overall responsibility for our performance and his significant role in our strategic direction, management, leadership, and operating results. The Compensation Committee believes its compensation decisions for Mr. Weiss are consistent with the compensation practices of our peer group and general industry compensation practices, based on its own assessment and reports from management and J. Richard.

In setting Mr. Weiss' compensation each year, the Compensation Committee reviews the following factors:

- (i) its assessment of Mr. Weiss' performance against previously approved business objectives for the fiscal year;
- (ii) Mr. Weiss' personal assessment of his own performance against his approved objectives;
- (iii) Recommendations from management's consultants and Mr. Weiss' compensation relative to chief executive compensation at companies in our designated peer group; and
- (iv) Recommendations from the Committee's independent consulting firm.

Based on these factors, the Compensation Committee approved an approximately 10% increase in Mr. Weiss' overall target compensation for fiscal 2013. This change represents a 5% increase in salary (and corresponding increase in target cash bonus) and a 6% increase in the accounting value of equity awards. Mr. Weiss' target cash bonus was held at 100% of his base salary.

As structured, approximately 85% of Mr. Weiss' total direct compensation for fiscal 2013 was determined by achievement under our short-term bonus plans and long-term equity awards.



**Table of Contents*****Other Named Executive Compensation***

Our other Named Executive Officers received the following compensation in fiscal 2013:

<b>Type of Compensation</b>	<b>Purpose</b>	<b>Approx. % of Total Comp</b>
<b>Base Salary</b>	Annual salaries provide a fixed component that ensures a minimum level of compensation for our executives.	22-24%
<b>Cash Bonus</b>	Cash bonuses tied to achievement of annual objectives provide incentives to encourage our executives to meet short-term business goals.	15-20%
<b>Time-Based Equity Awards</b>	Equity awards vesting over time encourages executive retention while maintaining a link to Company performance.	43-45%
<b>Performance-Based Equity Awards</b>	Performance-based equity awards provides a strong incentive for executives to achieve specified long-term financial results.	16-17%
<b><u>Base Salary</u></b>		

Adjustments to annual base salary depend on changes in executive responsibility, overall execution of duties throughout the prior fiscal year, Company performance relative to pre-determined performance objectives, and internal alignment among our executives. Peer group performance and competitive market changes and conditions are also taken into account. Over the past five years, aside from increases for promotions, base salaries for the Named Executive Officers have generally not increased by more than 5% per year and increases are consistent with those received by employees generally. Fiscal 2013 was consistent with this trend and salaries for our Named Executive Officers were increased by 4% over fiscal 2012.

**Incentive Payment Plan (IPP)**

As discussed in more detail in the narrative to the Grants of Plan Based Awards Table on page 38, our Compensation Committee annually adopts an Incentive Payment Plan, or IPP, to provide performance-based cash bonuses which are linked to our budgeted goals under our annual operating plan. We believe cash bonuses linked to annual objectives provide a useful incentive tool to encourage our executives to meet short-term business goals. Compensation based on these measures encourages our executives to focus on immediate business objectives, generating annual growth, and stockholder returns.

**Table of Contents**

For fiscal 2013, bonuses under the IPP were dependent on achievement of budgeted targets for revenue, operating income, free cash flow and earnings-per-share, weighted as follows:

Award Measure	Corporate (NEOs excl. Weber)	CooperVision (Weber)
<i>Quantitative Factors</i>		
Revenue	25%	25%
Operating income	10%	30%
Earnings-per-share	30%	10%
Cash flow	10%	10%
<i>Discretionary Award</i>	25%	25%
<b>Total Bonus</b>	<b>100%</b>	<b>100%</b>

As structured, 75% of target bonuses under the 2013 IPP depended on achievement of specific, measurable targets for the selected financial measures and 25% of target bonuses were based on the Compensation Committee's appraisal of achievement of qualitatively assessed accomplishments. The Compensation Committee uses this weighting to emphasize achievement of measurable, quantifiable business goals, while providing adequate flexibility to make discretionary bonuses that reward individual and business achievements and recognize special circumstances.

Each of the quantitative financial measures and associated targets were based on the operating budget approved by the Board at the beginning of the fiscal year, as adjusted by acquisitions and/or divestitures also approved by the Board or such other items as determined at the discretion of the Compensation Committee. Achievement for executives at CooperVision and CooperSurgical was measured against the approved budget for their respective operating unit in order to tie bonus achievement to their individual areas of business responsibility. These quantitative factors were selected to address what we considered key objectives for fiscal 2013.

Achievement thresholds were set at 85% of budget target for all measures except revenue, which required a minimum 90% achievement. No bonuses were paid for any measure that did not reach these threshold performance levels. Achievement of the two primary factors (revenue and earnings-per-share for corporate executives and revenue and operating income for Mr. Weber) had to exceed 95% of budget target before bonus achievement for any of the quantitative measures could exceed 100% of target. For all participants, the maximum total bonus payment associated with quantitative measures was capped at 200% of the target bonuses.

Bonuses under the 2013 IPP could be adjusted or reduced at the Compensation Committee's discretion under specified conditions:

- any portion of the discretionary element of the bonus could be withheld from individual bonuses if the Compensation Committee determined that an executive's individual performance did not warrant a full bonus;
- the quantitatively measured portion of bonuses could be reduced by up to 25%, if the Compensation Committee determined that bonuses based on actual achievement levels were not merited due to other facts and circumstances; and





Table of Contents

award payments could be subject to recoupment ( clawback ) in the event that the first two months of the 2014 fiscal year reflected negative anomalies that were attributable to the 2013 fiscal year.

The Compensation Committee did not exercise its discretion to reduce bonuses under the 2013 IPP below target levels or to clawback any portion of bonuses.

Quantitative Awards

Based on our financial performance in fiscal 2013 and the terms of the 2013 IPP, the quantitative portion of bonuses under the 2013 IPP exceeded target achievement. The bonuses paid to the Named Executive Officers were based on achievement of the quantitative factors against budget targets as set out below. A full discussion of our financial results can be found in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations* of our Annual Report on Form 10-K for the fiscal year ended October 31, 2013.

Corporate Achievement

(Basis of Awards Paid to Messrs. Weiss, Matz, and McBride & Ms. Kaufman)

<b>Award Factor</b>	<b>Budget Target (\$ in Thousands)</b>	<b>Actual Achievement (\$ in Thousands) (% of Target)</b>	<b>Achievement Under 2013 IPP</b>	<b>Target Achievement / Weighting</b>	<b>Weighted Achievement</b>
Revenue	\$1,589,682	\$1,587,347 (99.9%)	99%	25%	24.8%
Operating Income (1)	\$184,166	\$185,823 (100.9%)	104.6%	10%	10.5%
Earnings-per-share (Non-GAAP)	\$5.41	\$5.95 (110.1%)	150.4%	30%	45.1%
Free Cash Flow (consolidated)	\$206,054	\$239,363 (116.2%)	180.8%	10%	18.1%
<b>Total Achievement</b>				<b>75%</b>	<b>98.4%</b>

- (1) Based on an equal weighting of operating income achievement for CooperVision (104.2%) and CooperSurgical (97.7%).

CooperVision Achievement

(Basis of Award Paid to Mr. Weber)

<b>Award Factor</b>	<b>Budget Target (\$ in Thousands)</b>	<b>Actual Achievement (\$ in Thousands) (% of Target)</b>	<b>Achievement Under 2013 IPP</b>	<b>Target Achievement / Weighting</b>	<b>Weighted Achievement</b>
Revenue	\$1,262,981	\$1,266,709 (100.3%)	101.5%	25%	25.4%
Operating Income	\$297,949	\$310,335 (104.2%)	120.8%	30%	36.2%
	\$5.41	\$5.95 (110.1%)	150.4%	10%	15.0%

Earnings-per-share (Non-GAAP)					
Free Cash Flow	\$199,271	\$214,892 (107.8%)	139.2%	10%	13.9%
<b>Total Achievement</b>				<b>75%</b>	<b>90.6%</b>

Table of ContentsAwards to the Named Executive Officers Under the 2013 IPP

Executive	Quantitative Factor Achievement	Discretionary Award	Total Award Achievement under 2013 IPP (2)	Bonus Paid (\$)	Target Award as % of Base Salary	Actual Award as % of Base Salary
Robert S. Weiss	98.4%	25%	123.4%	\$987,200	100%	123%
Greg W. Matz	98.4%	25%	123.4%	\$249,588	55%	68%
Carol R. Kaufman	98.4%	25%	123.4%	\$310,717	60%	74%
John A. Weber	90.6%	25%	115.6%	\$291,077	60%	69%
Daniel G. McBride, Esq.	98.4%	50%	148.4%	\$300,153	55%	82%

Discretionary Awards

As discussed above, the 2013 IPP also provided the Compensation Committee with authority to adjust the discretionary portion (25%) of bonus awards for the Named Executive Officers based on individual achievements, overall Company performance, or any other factors it deemed appropriate. This determination and adjustment, either to increase or decrease awards, is a subjective decision of the Compensation Committee and is not linked to the quantitative achievement levels under the 2013 IPP.

For fiscal 2013, the Compensation Committee determined that discretionary awards would be set at 25% for each of the Named Executive Officers other than Mr. McBride. In making this determination the Compensation Committee decided that the target award of 25% fairly reflected management's achievements in fiscal 2013, including those described under *Pay for Performance 2013 Fiscal Year in Review* on page 21 above.

In the case of Mr. McBride, the Compensation Committee chose to exercise its discretion to increase this portion of his bonus. In making this decision, the Committee noted Mr. McBride's key role and personal efforts leading to the resolution of significant litigation and commercial disputes.

Long-Term Incentive Compensation

As discussed in more detail in the narrative to the Grants of Plan Based Awards Table on page 38, the Compensation Committee provides long-term incentive compensation in the form of annual long-term equity awards to our Named Executive Officers. The Compensation Committee uses a combination of performance-vested share awards and time-vested stock options and restricted stock units for long-term incentive compensation. The Committee feels that this combination of awards requiring achievement of financial targets and awards requiring continued service to the Company effectively maximizes the retention value and connection to stockholder gains in our long-term compensation structure, while controlling cost to the Company.

Performance Share Awards

Our Named Executive Officers receive an annual award of performance-vested shares, reflecting their direct influence on achievement of our long-term performance goals. These awards have three potential levels of achievement that require specified increases in earnings-per-share over a three-



## Table of Contents

year performance period. If the minimum level of achievement is not met, no shares will be awarded. If minimum or target levels of increase in earnings-per-share are achieved, the executives will receive 50% or 100%, respectively, of the target number of shares. Maximum achievement is capped at 150% of target number of shares. The Compensation Committee uses earnings-per-share as the performance metric for these awards due to the strong link this metric has to stockholder returns.

The Compensation Committee approves targets that it feels will encourage significant and challenging, but not unreasonable, growth in our business as evidenced by earnings-per-share. Minimum award achievement under the performance share awards granted in fiscal 2013 will require 8% compounded annual growth in earnings-per-share over the three-year performance period ending in 2015. Target and maximum award achievement requires 10% and 12% compounded annual growth respectively over the performance period. The Compensation Committee approved these targets as significantly challenging, but attainable, levels of growth. The Compensation Committee reviews these targets with its independent compensation consultant to ensure targets are reasonable and do not encourage inappropriate risk taking by management.

## Time-Vested Awards

The Compensation Committee considers time-vesting criteria to be an effective award structure for encouraging executive retention while maintaining a link to Company performance. Time-based vesting requires our executives to continue their service in order to benefit from these awards and any increased market value during the term of the awards directly increases the compensation potential for the executive.

Our Named Executive Officers, other than Mr. Weiss, received a combination of time-vested restricted stock unit (RSU) awards and stock options in fiscal 2013. The division of awards keeps the retention value of RSUs while simultaneously encouraging executives to drive increases in our stock price, as options are at risk of having no value if our stock price does not increase over time.

Mr. Weiss, as our Chief Executive Officer, receives only stock options. The Compensation Committee believes that, as the individual responsible for our overall success, his long-term compensation should be entirely at risk if stockholder returns are not achieved.

The number of RSUs and stock options awarded to the Named Executive Officers in fiscal 2013 were based on specified accounting values, which the Compensation Committee determined to reflect competitive executive compensation levels. These awards will vest over a five-year period.

## Employee Benefits & Perquisites

Our Named Executive Officers are eligible to receive benefits similar to those provided to our employees generally, including participation in our 401(k) program with matching contributions, benefits under our Retirement Income Plan, health, life and disability insurance, and severance benefits. Executives also participate in our Change-in-Control Severance Plan and receive limited perquisites. These are discussed in more detail in the Narrative to the Pension Benefits Table on page 44 and the section titled Potential Payments on Termination or a Change in Control on page 45.

Perquisites generally take the form of automobile allowances and amounts provided in accordance with our standard benefit plans mentioned above. We have also compensated certain of our executives for personal and spousal travel and entertainment expenses in connection with



**Table of Contents**

Company events. In all cases the Compensation Committee reviews these amounts and takes them into consideration when reviewing overall executive compensation. Approval of perquisites and other non-salary based compensation is limited and in most cases does not exceed \$60,000 annually. The Compensation Committee reviews these amounts and considers limited perquisites to allow us to compete in attracting and retaining executives.

***Stock Ownership Guidelines***

The Compensation Committee has implemented guidelines for stock ownership by certain executive officers based on position, including the Named Executive Officers as follows:

<b>Name</b>	<b>Target Value</b>
Robert Weiss	3x base salary
Carol Kaufman	2x base salary
John Weber	
Greg Matz	1x base salary

Daniel McBride

The ownership guidelines provide that subject executives are expected to retain a percentage of shares acquired upon the exercise of stock options or vesting of full-value awards if their ownership is below the established threshold. All Named Executive Officers complied with the guidelines during fiscal 2013.

***Tax Deductibility of Compensation***

Section 162(m) of the Internal Revenue Code generally provides that publicly held companies may not deduct compensation in excess of \$1,000,000 paid in any fiscal year to its chief executive officer and the other three most highly compensated Named Executive Officers employed at the end of the year (other than its chief financial officer). However, pursuant to regulations issued by the U.S. Treasury Department, certain limited exemptions to the Section 162(m) deduction limit apply with respect to qualified performance-based compensation.

In the course of structuring our compensation policies, the Compensation Committee considers ways to maintain the tax deductibility of the compensation for Named Executive Officers. However, the Compensation Committee intends to retain the necessary discretion to compensate executives in a manner in keeping with overall compensation goals and strategies, and may choose to provide compensation which may not be deductible by reason of Section 162(m). Our equity compensation plan is designed to be performance-based so that full value awards such as the performance awards which vest solely based on performance may be performance-based compensation and deductible under Section 162(m). Stock options granted at or above market value will also be performance-based compensation and deductible under Section 162(m). However, full value awards which vest based on time will not be qualified as performance-based and may not be deductible. Our Incentive Payment Plan has not been approved by our stockholders, and therefore bonuses payable under such plan do not qualify as performance-based compensation under Section 162(m).



**Table of Contents**

***Conclusion***

The Compensation Committee believes that each element of executive compensation and the total compensation provided to each of our Named Executive Officers is reasonable, competitive and appropriate. The value of the compensation payable to the Named Executive Officers depends significantly on our financial performance and returns to our stockholders. The Compensation Committee believes that our compensation programs provide an appropriate mix of elements that will allow us to continue to attract, retain and motivate a top performing management team, without encouraging excessive or inappropriate risk-taking by our executives.

Table of Contents

## EXECUTIVE COMPENSATION TABLES

*Summary Compensation Table*

The table below shows compensation paid to the individuals who served as our Named Executive Officers during the past fiscal year.

Name and Principal Position	Year	Salary	Bonus (1)	Option Awards (2)	Stock Awards (2)	Non-Equity Incentive Plan Compensation (1)	Change in Pension Value (3)	All Other Compensation (4)	Total Compensation
<b>Robert S. Weiss</b>	2013	\$800,000	\$200,000	\$2,903,848	\$1,077,075	\$787,200	\$(50,781)	\$59,104	\$5,776,444
<i>President &amp; Chief Executive Officer</i>	2012	\$765,000	\$286,875	\$2,420,992	\$989,400	\$805,545	\$103,739	\$45,897	\$5,417,444
	2011	\$735,000	\$147,000	\$2,229,000	\$871,050	\$907,358	\$111,186	\$33,338	\$5,033,933
<b>Greg W. Matz</b>	2013	\$367,744	\$50,565	\$325,693	\$681,190	\$199,023	\$2,461	\$15,604	\$1,642,289
<i>Vice President, Chief Financial Officer &amp; Chief Risk Officer</i>	2012	\$353,600	\$72,930	\$0-	\$847,718	\$204,787	\$34,882	\$13,505	\$1,527,422
	2011	\$286,895	\$135,803	\$0-	\$748,183	\$138,820	\$12,578	\$11,122	\$1,333,401
<b>Paul R. Kaufman</b>	2013	\$419,661	\$62,949	\$422,106	\$906,945	\$247,768	\$9,652	\$62,345	\$2,131,424
<i>Executive Vice President, Secretary, Chief Administrative Officer &amp; Chief Compliance Officer</i>	2012	\$403,520	\$90,792	\$0-	\$1,148,825	\$254,944	\$116,063	\$38,704	\$2,052,848
	2011	\$378,231	\$42,739	\$0-	\$907,961	\$263,803	\$79,875	\$18,492	\$1,691,101
<b>John A. Weber (5)</b>	2013	\$419,661	\$62,949	\$422,106	\$906,945	\$228,128	\$(3,673)	\$68,341	\$2,104,451
<i>Executive Vice President, [Former] SuperVision</i>	2012	\$403,520	\$90,792	\$0-	\$1,148,825	\$224,680	\$51,133	\$38,806	\$1,957,751
	2011	\$388,000	\$34,920	\$0-	\$1,095,593	\$250,508	\$27,591	\$29,673	\$1,826,284
<b>Michael G. McBride,</b>	2013	\$367,744	\$101,130	\$325,693	\$681,190	\$199,023	\$(5,477)	\$16,364	\$1,685,667
<i>Executive Vice President &amp; Chief Operating Officer</i>									
<i>President, SuperVision, Inc.</i>									

- (1) Amounts shown in the Bonus and Non-Equity Incentive Plan Compensation columns reflect the cash incentive bonuses awarded under our 2013 Incentive Payment Plan. Amounts shown in the Bonus column represent the portion of the award based on the discretion of our Compensation Committee and amounts shown in the Non-Equity Incentive Plan Compensation column represent the portion of the bonus determined by quantitative factors. The structure of our Incentive Payment Plan is discussed in more detail below in the Narrative to the Grants of Plan Based Awards Table on page 38 as well as in our Compensation Discussion and Analysis on page 21.
  
- (2) Amounts shown in the Option Awards and Stock Awards columns reflect the aggregate grant date fair value of stock option, restricted stock unit, and performance share awards granted to each Named Executive Officer with respect to the 2013, 2012, and 2011 fiscal years in accordance with FASB Accounting Standards Codification Topic 718 (ASC 718), *Compensation-Stock Compensation*. For a discussion of valuation assumptions, see Note 8, *Stock Plans*, in our Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended October 31, 2013. These awards are discussed in more detail below in the Narrative to the Grants of Plan-Based Awards Table on page 38 and in the Compensation Discussion and Analysis on page 21.
  
- (3) Change in value of accumulated pension benefits for 2013 was calculated as the difference between the value of accumulated benefits at October 31, 2013 and the value of accumulated benefits at October 31,

**Table of Contents**

2012. The value of benefits at October 31, 2013 is based on a 4.75% discount rate and the RP2000 Mortality Tables with thirteen years of projected mortality improvement using Scale AA; the value of benefits at October 31, 2012 is based on a 3.75% discount rate and the RP2000 Mortality Tables with twelve years of projected mortality improvement using Scale AA; and the value of benefits at October 31, 2011 is based on a 4.75% discount rate and the RP2000 Mortality Tables.

(4) Amounts included in the All Other Compensation column consist of the following:

<b>Name</b>	<b>Year</b>	<b>Company's 401(k) Contributions</b>	<b>Automobile Allowance and Expenses</b>	<b>Income Associated to Life Insurance</b>	<b>Personal and Spousal Travel</b>
Robert S. Weiss	2013	\$3,500	\$9,939	\$11,430	\$34,235
	2012	\$3,000	\$10,203	\$11,430	\$21,264
	2011	\$2,500	\$9,915	\$10,515	\$10,408
Greg W. Matz	2013	\$3,500	\$10,225	\$1,879	\$-0-
	2012	\$3,000	\$8,728	\$1,777	\$-0-
	2011	\$2,500	\$7,200	\$1,422	\$-0-
Carol R. Kaufman	2013	\$3,500	\$10,372	\$5,940	\$42,533
	2012	\$3,000	\$10,707	\$5,916	\$19,081
	2011	\$2,500	\$10,427	\$5,565	\$-0-
John A. Weber	2013	\$3,500	\$13,338	\$2,070	\$49,433
	2012	\$3,000	\$12,237	\$1,945	\$21,624
	2011	\$2,500	\$11,493	\$1,299	\$14,381
Daniel G. McBride, Esq.	2013	\$3,500	\$11,617	\$1,225	\$-0-

Personal and spousal travel amounts represent airfare, food, lodging and other expenses paid for these executives and their spouses in connection with Company events determined to have insufficient business purpose to be considered reimbursable expenses under IRS regulations.

(5) Mr. Weber served as President of CooperVision, Inc., our contact lens subsidiary, during the 2013 fiscal year. He has announced his intention to resign the position with effect from February 1, 2014. Mr. McBride will assume the role of President, CooperVision, Inc. at that time.

***Narrative to Summary Compensation Table*****Executive Salaries**

Base salaries for the Named Executive Officers are generally within median levels for our peer group.

Salaries for the Named Executive Officers in the 2013 fiscal year increased about 4% over the 2012 fiscal year, in keeping with median compensation levels and overall performance. These increases in base salary correspondingly increased target short-term bonus compensation for the Named Executive Officers on achievement of our performance goals.

**Table of Contents****Grants of Plan-Based Awards**

This table presents information regarding the possible awards payable under our 2013 Incentive Payment Plan and the value of certain equity awards made in the 2013 fiscal year. The 2013 Incentive Payment Plan and calculation of awards are discussed in more detail in the Narrative section to this table below and in the Compensation Discussion and Analysis on page 21.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			All Other Stock Awards: Number of Shares or Units (3)	All Other Awards: Number of Securities Underlying Options (4)	Grant Date Fair Value of Stock and Option Awards (5)
		Threshold	Target	Maximum	Threshold	Target	Maximum			
Robert S. Weiss	12/11/2013	\$26,400	\$800,000	\$1,600,000	-0-	-0-	-0-	-0-	-0-	\$-0-
	12/12/2012	\$-0-	\$-0-	\$-0-	-0-	-0-	-0-	-0-	91,923	\$2,903,848
	12/12/2012	\$-0-	\$-0-	\$-0-	3,750	7,500	15,000	-0-	-0-	\$1,436,100
Greg W. Matz	12/11/2013	\$6,675	\$202,259	\$404,518	-0-	-0-	-0-	-0-	-0-	\$-0-
	12/12/2012	\$-0-	\$-0-	\$-0-	-0-	-0-	-0-	-0-	10,310	\$325,693
	12/12/2012	\$-0-	\$-0-	\$-0-	1,238	2,475	4,950	-0-	-0-	\$473,913
	12/12/2012	\$-0-	\$-0-	\$-0-	-0-	-0-	-0-	3,402	-0-	\$325,707
Carol R. Kaufman	12/11/2013	\$8,309	\$251,797	\$503,593	-0-	-0-	-0-	-0-	-0-	\$-0-
	12/12/2012	\$-0-	\$-0-	\$-0-	-0-	-0-	-0-	-0-	13,362	\$422,106
	12/12/2012	\$-0-	\$-0-	\$-0-	1,688	3,375	6,750	-0-	-0-	\$646,245
	12/12/2012	\$-0-	\$-0-	\$-0-	-0-	-0-	-0-	4,410	-0-	\$422,213
John A. Weber	12/11/2013	\$12,539	\$251,797	\$503,593	-0-	-0-	-0-	-0-	-0-	\$-0-
	12/12/2012	\$-0-	\$-0-	\$-0-	-0-	-0-	-0-	-0-	13,362	\$422,106
	12/12/2012	\$-0-	\$-0-	\$-0-	1,688	3,375	6,750	-0-	-0-	\$646,245
	12/12/2012	\$-0-	\$-0-	\$-0-	-0-	-0-	-0-	4,409	-0-	\$422,118
Daniel G. McBride, Esq.	12/11/2013	\$6,675	\$202,259	\$404,518	-0-	-0-	-0-	-0-	-0-	\$-0-
	12/12/2012	\$-0-	\$-0-	\$-0-	-0-	-0-	-0-	-0-	10,310	\$325,693

12/12/2012	\$-0-	\$-0-	\$-0-	1,238	2,475	4,950	-0-	-0-	\$473,913
12/12/2012	\$-0-	\$-0-	\$-0-	-0-	-0-	-0-	3,402	-0-	\$325,707

- (1) Amounts represent the threshold, target, and maximum cash bonus amounts which could have been paid to each Named Executive Officer under our 2013 Incentive Payment Plan, or IPP. The final award amounts for the 2013 IPP were approved on the date indicated in the Grant Date column and the value of the final award amounts are included in the Bonus and Non-Equity Incentive Plan Compensation columns of the Summary Compensation Table on page 35.
- (2) Amounts represent the threshold, target, and maximum amounts of shares distributable under performance share awards granted on December 12, 2012 under our 2007 Long-Term Incentive Plan. Awards will vest on the achievement of specified levels of earnings per share in the 2015 fiscal year.
- (3) Stock awards listed in this column represent grants of restricted stock units made on December 12, 2012. These grants vest, and shares will be released, in equal portions on each of January 8, 2014, January 8, 2015, January 8, 2016, January 8, 2017 and January 8, 2018. Restricted stock units granted to Ms. Kaufman are considered vested the date of her retirement eligibility, but release of shares will be deferred and occur on the same schedule as other grants on this date. If she provides services to, or owns more than 5% of, a competitor, then she will forfeit any right to the shares.

**Table of Contents**

(4) Option awards listed in this column were granted on December 12, 2012 at an exercise price of \$95.74. The options granted will vest in equal portions on each of the first through fifth anniversaries of the date of grant. The options were granted at 100% of fair market value on the date of grant and expire on December 12, 2022. Options granted to Mr. Weiss and Ms. Kaufman are considered vested on the later of the first anniversary of grant or the date of their retirement eligibility, but exercisability is restricted to the same vesting schedule as other grants on this date. If Mr. Weiss or Ms. Kaufman provides services to, or owns more than 5% of, a competitor, then they will forfeit previously vested options.

(5) Amounts included in the Grant Date Fair Value of Stock and Option Awards column represent the grant date fair value recognized with respect to the 2013 fiscal year in accordance with ASC 718. For a discussion of valuation assumptions, see Note 8, *Stock Plans*, in our Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended October 31, 2013.

***Narrative to the Grants of Plan Based Awards Table*****Annual Non-Equity Incentives**

The Compensation Committee annually adopts an Incentive Payment Plan, or IPP, to govern annual cash bonuses. Under the IPP, we tie potential annual bonus compensation to the achievement of business goals derived from our approved fiscal year budget.

Participation levels in the IPP are set by the Compensation Committee and represent a designated percentage of base salary for the fiscal year. That percentage controls the potential award that can be achieved under the IPP as follows:

$$\begin{array}{rcccl} & \textbf{Total} & & \textbf{IPP} & \textbf{Quantitative} \\ & & \textbf{Base} & & \textbf{and} \\ \textbf{Bonus} = & & \textbf{X} & \textbf{Participation} & \textbf{X} \\ & \textbf{Salary} & & & \textbf{Discretionary} \\ \textbf{Paid} & & & \textbf{Level (\%)} & \textbf{Achievement} \end{array}$$

Specific targets and achievement under the 2013 IPP are discussed in more detail in the Compensation Discussion and Analysis on page 21.

**Equity Awards**

We provide our Named Executive Officers with equity incentive awards as a tool to promote retention and to connect compensation with our long-term performance and stockholder returns. These awards are granted under our 2007 Long-Term Incentive Plan and may vest based on continued service over time and/or based on performance criteria. Stock options generally have a 10-year term and any stock options are awarded at 100% of fair market value on the date of grant.

The Compensation Committee utilizes a mixture of equity award types, including stock options, restricted stock units and performance shares. Options and restricted stock units granted in the 2013 fiscal year vest over time. The performance shares granted in the 2013 fiscal year vest on the achievement of specified levels of earnings per share over the performance period:



<b>Performance Level</b>	<b>EPS for Fiscal 2015</b>	<b>Award Achievement</b>
Outstanding	<sup>3</sup> \$7.28	150%
Target	\$6.89 to <\$7.28	100%
Threshold	\$6.53 to <\$6.89	50%
Below Threshold	< \$6.53	0%

**Table of Contents**

**Grant Process and Timing**

The decision of whether to grant equity awards during a given fiscal year is made by the full Board based on a recommendation from the Compensation Committee. The Compensation Committee's recommendation addresses whether and to what extent equity grants should be awarded based on business conditions, an analysis based on the economic value of an estimated total grant amount, accounting costs, and stock price volatility. The Compensation Committee considers the total economic and compensation value of potential awards, effectiveness as a retention tool, and effect on stockholder dilution in determining the recommended total amount of awards to be made for the fiscal year. The Compensation Committee also considers the economic and accounting implications of ASC 718 in its determination of the type of equity and appropriate award levels for grants.

If the Board agrees to grant equity, it does so in the aggregate and the Compensation Committee is charged with determining the specific allocation of awards to the operating units and to individual recipients, including the Named Executive Officers. In setting award amounts for the Named Executive Officers, the Compensation Committee considers recommendations from management and from the Committee's independent compensation consultant, as well as historical grant levels based on the role and position of the executive. Grants are generally made in the first quarter of the fiscal year, after financial results for the prior fiscal year are available.

The Compensation Committee may also make periodic grants to new hires, upon a promotion or in other circumstances, in its discretion. Additional grants also may be made to accomplish specific retention goals. When such grants are approved, the grant date is set as the date that the award is approved by the Compensation Committee, unless the award is approved for a promotion or new hire which will occur in the future. In such case, the grant date will be tied to the date of hire or promotion. Grant dates are never set prior to the date of approval by the Compensation Committee.

**Table of Contents****Outstanding Equity Awards at Fiscal Year End**

This table provides information regarding the equity award holdings of the Named Executive Officers as of the end of the 2013 fiscal year.

Name	Option Awards				Stock Awards				
	Number Of Securities Underlying Unexercised Options (Exercisable)	Number Of Securities Underlying Unexercised Options (Unexercisable)	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested	Equity Incentive Awards: Number of Unearned Shares, Other Rights That Have Not Vested	Equity Incentive Awards: Market or Payout Value of Unearned Shares, Other Rights That Have Not Vested	
Robert S. Weiss	54,000	-0-	\$68.66	10/26/2014	(1)				
	54,000	-0-	\$67.65	10/27/2015	(2)				
	66,000	-0-	\$42.65	10/25/2017	(3)				
	-0-	13,200	\$13.10	12/11/2018	(4)				
	25,000	25,000	\$58.07	12/13/2020	(5)				
	20,000	30,000	\$58.07	12/13/2020	(6)				
					(7)		10,000	\$1,292,100	
	24,171	72,514	\$65.96	12/14/2021	(8)				
					(9)		10,000	\$1,292,100	
	-0-	91,923	\$95.74	12/12/2022	(10)				
					(11)		7,500	\$969,075	
Greg W. Matz	22,500	11,250	\$38.89	5/3/2020	(12)				
					(13)	4,703	\$607,675		
					(7)			3,300	\$426,393
					(9)			3,300	\$426,393
					(14)	5,926	\$765,698		
	-0-	10,310	\$95.74	12/12/2022	(10)				
				(11)			2,475	\$319,795	
				(15)	3,402	\$439,572			
Carol R. Kaufman	35,500	-0-	\$68.66	10/26/2014	(1)				
	35,500	-0-	\$67.65	10/27/2015	(2)				
	33,000	-0-	\$42.65	10/25/2017	(3)				
	16,500	-0-	\$15.83	10/30/2018	(16)				
	16,500	-0-	\$13.21	12/10/2018	(17)				
	26,400	6,600	\$13.10	12/11/2018	(4)				

				(13)	4,950	\$639,590		
				(7)			4,500	\$581,445
				(9)			4,500	\$581,445
				(14)	8,000	\$1,033,680		
-0-	13,362	\$95.74	12/12/2022	(10)				
				(11)			3,375	\$436,084
				(15)	4,410	\$569,816		

Table of Contents

Name	Option Awards				Stock Awards				
	Number Of Securities Underlying Unexercised Options (Exercisable)	Number Of Securities Underlying Unexercised Options (Unexercisable)	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested	Equity Incentive Awards: Number of Unearned Shares, Units or Rights That Have Not Vested	Equity Incentive Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested	
John A. Weber	-0-	9,000	\$13.10	12/11/2018	(4)	\$872,168			
					(13)				6,750
	-0-	13,362	\$95.74	12/12/2022	(7)	\$1,033,680	4,500	\$581,445	
					(9)		8,000	4,500	\$581,445
Daniel G. McBride, Esq	-0-	6,000	\$13.10	12/11/2018	(14)	\$581,445			
					(15)				4,409
	-0-	10,310	\$95.74	12/12/2022	(10)	\$765,698	3,375	\$436,084	
					(11)		4,409	3,375	\$436,084
Daniel G. McBride, Esq	10,000	-0-	\$80.51	2/22/2015	(18)	\$581,445			
					(13)				4,500
	12,500	-0-	\$67.65	10/27/2015	(2)	\$765,698	3,300	\$426,393	
					(9)		5,926	3,300	\$426,393
30,000	-0-	\$42.65	10/25/2017	(3)	\$439,572				
				(14)				5,926	
-0-	-0-	6,000	\$13.10	12/11/2018	(4)	\$439,572			
					(13)				4,500
	-0-	10,310	\$95.74	12/12/2022	(10)	\$439,572	2,475	\$319,795	
					(11)		3,402	2,475	\$319,795
-0-	10,310	\$95.74	12/12/2022	(10)	\$439,572				
				(15)				3,402	

(1) Options were granted on October 26, 2004 and became vested and exercisable as follows:

- a. one-quarter on each of May 2, 2005 and May 1, 2006; and
- b. one-half on October 26, 2009.

(2) Options were granted on October 27, 2005 and became vested and exercisable on October 27, 2010.

(3) Options were granted on October 25, 2007 and became vested and exercisable as follows:

- a. one-quarter on each of October 25, 2008, October 25, 2009 and October 25, 2010; and
- b. one-quarter on March 10, 2011.

- (4) Options were granted on December 11, 2008 and became vested and exercisable in equal portions on each of the first through fifth anniversaries of the date of grant.
- (5) Options were granted on December 13, 2010 and will become vested and exercisable in equal portions on each of the first through fourth anniversaries of the date of grant.
- (6) Options were granted on December 13, 2010 and will become vested and exercisable in equal portions on each of the first through fifth anniversaries of the date of grant.
- (7) Performance share awards granted on December 13, 2010 which completed their performance cycle at the end of the 2013 fiscal year and vested based on achievement of specified levels of

**Table of Contents**

growth in earnings per share for the 2013 fiscal year. Share amounts represent maximum payout amounts and are valued at \$129.21 per share, the closing price of our stock on October 31, 2013.

- (8) Options were granted on December 14, 2011 and will become vested and exercisable in equal portions on each of the first through fourth anniversaries of the date of grant.
- (9) Performance share awards granted on December 14, 2011 which will vest depending on the achievement of specified levels of growth in earnings per share for the 2014 fiscal year. Share amounts represent maximum payout amounts and are valued at \$129.21 per share, the closing price of our stock on October 31, 2013.
- (10) Options were granted on December 12, 2012 and will become vested and exercisable in equal portions on each of the first through fifth anniversaries of the date of grant. Options granted to Mr. Weiss and Ms. Kaufman are considered vested on the later of the first anniversary of grant or the date of their retirement eligibility, but exercisability is restricted to the same vesting schedule as other grants on this date. If Mr. Weiss or Ms. Kaufman provides services to, or owns more than 5% of, a competitor, they will forfeit any previously vested options.
- (11) Performance share awards granted on December 12, 2012 which will vest depending on the achievement of specified levels of growth in earnings per share for the 2015 fiscal year. Share amounts represent maximum payout amounts and are valued at \$129.21 per share, the closing price of our stock on October 31, 2013.
- (12) Options were granted on May 3, 2010 and will become vested and exercisable in equal portions on each of the first through fourth anniversaries of the date of grant.
- (13) Award granted as RSUs on November 29, 2010 and valued at \$129.21 per share, the closing price of our stock on October 31, 2013. The units will vest in equal portions on each of January 8, 2012, January 8, 2013, January 8, 2014 and January 8, 2015.
- (14) Award granted as RSUs on December 14, 2011 and valued at \$129.21 per share, the closing price of our stock on October 31, 2013. The units will vest in equal portions on each of January 8, 2013, January 8, 2014, January 8, 2015 and January 8, 2016.
- (15) Award granted as RSUs on December 12, 2012 and valued at \$129.21 per share, the closing price of our stock on October 31, 2013. The units will vest in equal portions on each of January 8, 2014, January 8, 2015, January 8, 2016, January 8, 2017, and January 8, 2018. RSUs granted to Ms. Kaufman are considered vested on the date of her retirement eligibility, but release of shares will be deferred and occur on the same schedule as other grants on this date. If Ms. Kaufman provides services to, or owns more than 5% of, a competitor, she will forfeit any right to the shares.

- (16) Options were granted on October 30, 2008 and became fully vested on March 29, 2009.
- (17) Options were granted on December 10, 2008 and became vested on October 31, 2009.
- (18) Options were granted on February 22, 2005 and became vested and exercisable on February 21, 2010.



**Table of Contents*****Option Exercises and Stock Vested***

The following table details the number of shares acquired on exercise of stock options during the 2013 fiscal year by the Named Executive Officers.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting (1)	Value Realized on Vesting (1)
Robert S. Weiss	192,800	\$16,829,112	-0-	\$-0-
Greg W. Matz	-0-	\$-0-	4,327	\$415,565
Carol R. Kaufman	80,500	\$5,408,917	11,892	\$1,183,620
John A. Weber	64,625	\$3,365,012	12,792	\$1,270,056
Daniel G. McBride, Esq.	41,000	\$3,558,600	9,176	\$911,706

(1) Includes shares issued on vesting of performance share awards granted on December 9, 2009 to the Named Executive Officers. Mr. Weiss elected to defer his 15,000 shares resulting from these awards until January 2015.

***Non-Qualified Deferred Compensation Table***

The table below sets forth certain information as of October 31, 2013 with respect to the non-qualified deferred compensation plans in which our Named Executive Officers participate.

Name	Plan Name	Registrant Contributions in Last Fiscal Year (\$ (1))	Aggregate Balance at Last Fiscal Year End (\$ (2))
Robert S. Weiss	Performance Share Awards	\$1,532,850	\$1,938,150
Greg W. Matz			
Carol R. Kaufman			
John A. Weber			
Daniel G. McBride, Esq			

(1) Valued at closing price on the payment date of performance share awards deferred under the terms of the underlying agreement.

- (2) Valued at \$129.21 per share, the closing price of our stock on October 31, 2013.

**Table of Contents*****Pension Benefits Table***

Credited service and value of the accumulated benefits payable to our Named Executive Officers as of October 31, 2013 under our Retirement Income Plan at the normal retirement age of 65 are as follows.

<b>Name</b>	<b>Number of Years of Credited Service</b>	<b>Present Value of Accumulated Benefit (1)</b>	<b>Payments During Last Fiscal Year</b>
Robert S. Weiss (2)	35.75	\$760,066	\$-0-
Greg W. Matz	2.50	\$49,921	\$-0-
Carol R. Kaufman	18.07	\$524,749	\$-0-
John A. Weber	7.75	\$126,694	\$-0-
Daniel G. McBride, Esq.	7.67	\$113,473	\$-0-

(1) Present value is calculated as of the October 31, 2013 measurement date and is based on a 4.75% discount rate and the RP2000 Mortality Tables with 13 years of projected mortality improvement using Scale AA.

(2) Mr. Weiss is over age 65, and therefore the present value of his accumulated benefit reflects the actual annual accrued benefit as of October 31, 2013.

***Narrative to Pension Benefits Table***

Our Retirement Income Plan was adopted in December 1983. The majority of the Company's U.S. employees who work at least 1,000 hours per year are covered by the Plan. For services performed after December 31, 1988, members are entitled to an annual retirement benefit equal to 0.60% of base annual compensation up to \$10,000 and 1.20% of base annual compensation which exceeds \$10,000 but is not in excess of the applicable annual maximum compensation permitted to be taken into account under Internal Revenue Service guidelines for each year of service. For service prior to January 1, 1989, members are entitled to an annual retirement benefit equal to 0.75% of base annual compensation up to the Social Security Wage Base in effect that year and 1.50% of base annual compensation in excess of the Social Security Wage Base for each year of service.

Credited service and value of the accumulated benefits payable as of October 31, 2013 under the Company's Retirement Income Plan at the normal retirement age of 65 are based on the current accumulated benefits for the Named Executive Officers. The estimated annual benefits payable under this Plan upon retirement (at the normal retirement age of 65) are as follows:

<b>Officer</b>	<b>Estimated Annual Benefits Payable (1)</b>
Robert S. Weiss	\$ 68,143
Greg W. Matz	\$ 40,246
Carol R. Kaufman	\$ 45,285
John A. Weber	\$ 64,361
Daniel G. McBride, Esq.	\$ 70,519

- (1) Mr. Weiss is over age 65 and the estimated annual benefits payable reflects the actual annual payable benefit as of October 31, 2013.

Table of Contents**POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL**

During the 2013 fiscal year, we had agreements in place with our Named Executive Officers that govern the terms of post-employment compensation in the event of a termination of their employment. All except the agreement with Mr. Weiss are subject to our Change in Control Severance Plan adopted on May 21, 2007. The Change in Control Severance Plan provides severance benefits to certain of our key employees as recommended by management. Agreements under this plan require prior approval of the Compensation Committee before they are offered to executives. The Change in Control Severance Plan is designed to be an employee welfare benefit plan, as defined in Section 3(1) of the Employee Retirement Income Security Act of 1974, as amended, or ERISA. At the time of this Proxy Statement, approximately 30 employees have agreements in place under this plan.

The following tables provide estimated amounts payable to each of the Named Executive Officers assuming termination of employment on October 31, 2013. The tables assume that the value at termination of outstanding equity awards is \$129.21, which was the fair market value of our common stock on October 31, 2013. Upon termination of employment, amounts due to the Named Executive Officers will be paid in monthly installments.

Robert S. Weiss

Our severance agreement with Mr. Weiss originally took effect in August 1989. Under the agreement, Mr. Weiss would be entitled to a payment of up to 150% of his base salary in the event of his: (i) termination without cause, (ii) termination within 90 days of a change in control event, (iii) voluntary resignation with good reason, or (iv) separation after a request to relocate more than 50 miles from his current workplace. He would also be entitled to a prorated portion of his bonus under the applicable Incentive Payment Plan, immediate vesting in his outstanding equity awards, and his accrued benefits under the Retirement Income Plan, and continued coverage under our benefits program for up to 18 months.

The agreement with Mr. Weiss also provides for certain limited payments in the event that he voluntarily resigns his position without good reason. Mr. Weiss is required to provide a minimum of 45 days notice of his resignation to receive these payments. Upon proper notice, he can receive a percentage of his current annual base salary equal to the number of days notice provided divided by 360, to a maximum of 25%.

	<b>Termination after</b>				
	<b>Termination Change of Control or</b>			<b>Separation</b>	
	<b>Voluntary</b>	<b>for</b>	<b>Request to</b>	<b>Retirement</b>	<b>Death</b>
	<b>Resignation</b>	<b>Good Reason</b>	<b>Relocate</b>		
Severance Payment (1)	\$200,000	\$1,200,000	\$800,000	\$-0-	\$1,200,000
Incentive Payment Plan (2)	\$987,200	\$987,200	\$987,200	\$987,200	\$987,200
Present Value of Accumulated					
Pension Benefits (3)	\$760,066	\$760,066	\$760,066	\$760,066	\$760,066

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Equity Awards (4)	\$-0-	\$33,698,816	\$34,990,916	\$22,559,624	\$19,482,961
Benefits (5)	\$-0-	\$53,822	\$35,881	\$-0-	\$1,040,000
<b>Total Payable on Separation</b>	<b>\$1,947,266</b>	<b>\$36,699,904</b>	<b>\$37,574,063</b>	<b>\$24,306,890</b>	<b>\$23,470,227</b>

(1) Represents 25% of base salary for the 2013 fiscal year, the maximum amount allowed under the agreement, in the event of a voluntary resignation with a minimum of 45 days notice. Represents

**Table of Contents**

150% of base salary for the 2013 fiscal year in the event of termination without cause or resignation with good reason. Represents 100% of base salary for the 2013 fiscal year upon termination within 90 days of a change in control or after a request to relocate.

Mr. Weiss' severance agreement provides that if he is entitled to payment for any of the above reasons, his estate will receive the same payments in the event of his death. For purposes of estimating payments on death for the above table, the maximum payout of 150% of base salary has been used on the assumption that severance at this level was triggered immediately prior to his death and his estate is entitled to such payments under the agreement. No severance is automatically paid upon retirement or death under Mr. Weiss' agreement or Company policy.

(2) Represents the bonus award payable to Mr. Weiss under the 2013 Incentive Payment Plan, which was earned in full but not yet paid as of October 31, 2013. Upon voluntary resignation prior to the date that awards are paid under the 2013 IPP, this award would be forfeit.

(3) Mr. Weiss is fully vested in all benefits due under our Retirement Income Plan and will retain his accrued benefits after termination of employment. For further information on the Retirement Income Plan, see the Pension Benefits Table on page 44. In the event of the executive's death, benefits are payable to the estate.

(4) Represents the realizable value on the sale of the shares underlying equity awards which were outstanding at October 31, 2013 at a stock price of \$129.21; includes shares which were either vested at October 31st or would be subject to accelerated vesting upon a termination of employment. For purposes of estimating the value of performance shares which have not completed their performance period, it is assumed that target award levels will be achieved and paid accordingly, except in the event of a change in control which may trigger certain provisions to require payout at maximum achievement.

Upon termination without cause, voluntary resignation with good reason, termination after a change in control, or separation after a request to relocate, Mr. Weiss' outstanding equity awards which were not vested will immediately become fully vested and exercisable. All unvested awards will be entirely forfeit on voluntary resignation without good reason regardless of notice provided.

In the event of retirement or death, outstanding equity awards will be treated in accordance with the terms of their associated agreements. Termination for retirement or upon death will result in payment of a pro rata portion of performance shares which have not completed their performance cycle based on the portion of the performance cycle completed at termination.

For awards prior to fiscal 2013, outstanding stock options that are unvested at the date of Mr. Weiss' retirement or death will be forfeit. Vested options will remain outstanding and exercisable for a term of three years from the date of retirement or one year from the date of death. For awards made in fiscal 2013, granted stock options will be considered vested at the first anniversary of the date of grant due to his retirement eligibility, but will be restricted from exercise prior to the normal vesting dates indicated in the award agreement. If Mr. Weiss provides services to, or owns more than 5% of, a competitor, he will forfeit the right to previously vested options.

(5)

Mr. Weiss and his dependents will be eligible to continue participation in our insurance benefit plans until all severance benefits have been paid. Amounts reflect the value of benefits over the severance period or benefits payable under our life insurance policies in the event of Mr. Weiss' death.

*Other Named Executive Officers*

We have Change in Control agreements in place under our Change in Control Severance Plan with each of Messrs. Matz, McBride, and Weber and Ms. Kaufman. The agreements with Messrs. Weber and



**Table of Contents**

McBride, and Ms. Kaufman took effect in June 2007 and the agreement with Mr. Matz took effect in June 2010. These agreements continue in effect until the executive's employment terminates and all severance obligations have been fulfilled. Under the agreements, each of these executives would be entitled to a payment of 200% of their base salary in the event of either termination without cause or voluntary resignation with good reason within one year of a change in control event.

Each executive would also be entitled to a pro rata portion of their bonus under the applicable Incentive Payment Plan, immediate vesting in their outstanding equity awards and their currently accrued benefits under the Retirement Income Plan, continued coverage under our benefits program for up to 24 months, and payment of all salary and vacation which was accrued but unpaid at the date of termination.

If employment terminates for these executives other than as provided for in their change in control agreements, the standard Company severance policies for all employees will apply. The following table provides information regarding the amounts payable to these executives in the event of a termination of employment.

	Termination without Cause	Termination after Change of Control or Upon Resignation with Good Reason	Retirement	Death
<b>Greg W. Matz</b>				
Severance Payment (1)	\$63,745	\$735,488	\$-0-	\$-0-
Incentive Payment Plan (2)	\$249,588	\$249,588	\$249,588	\$249,588
Present Value of Accumulated Pension Benefits (3)	n/a	n/a	n/a	n/a
Equity Awards (4)	\$2,032,200	\$7,668,159	\$2,839,375	\$2,839,375
Benefits (5)	\$8,970	\$73,170	\$-0-	\$1,472,000
<b>Total Payable on Separation</b>	<b>\$2,354,503</b>	<b>\$8,726,405</b>	<b>\$3,088,963</b>	<b>\$4,560,963</b>

<b>Carol R. Kaufman</b>				
Severance Payment (1)	\$468,747	\$839,322	\$-0-	\$-0-
Incentive Payment Plan (2)	\$310,717	\$310,717	\$310,717	\$310,717
Present Value of Accumulated Pension Benefits (3)	\$524,749	\$524,749	\$524,749	\$524,749
Equity Awards (4)	\$14,041,459	\$20,662,708	\$16,159,241	\$15,142,199
Benefits (5)	\$20,624	\$33,646	\$-0-	\$1,800,000
<b>Total Payable on Separation</b>	<b>\$15,366,296</b>	<b>\$22,371,142</b>	<b>\$16,994,707</b>	<b>\$17,777,665</b>

<b>John A. Weber</b>				
Severance Payment (1)	\$95,386	\$839,322	\$-0-	\$-0-
Incentive Payment Plan (2)	\$291,077	\$291,077	\$291,077	\$291,077

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Present Value of Accumulated Pension				
Benefits (3)	\$126,694	\$126,694	\$126,694	\$126,694
Equity Awards (4)	\$-0-	\$3,692,305	\$1,100,740	\$1,100,740
Benefits (5)	\$12,771	\$104,174	\$-0-	\$1,600,000
<b>Total Payable on Separation</b>	<b>\$525,928</b>	<b>\$5,053,572</b>	<b>\$1,518,511</b>	<b>\$3,118,511</b>

**Table of Contents**

	<b>Termination without Cause</b>	<b>Termination after Change of Control or Upon Resignation with Good Reason</b>	<b>Retirement</b>	<b>Death</b>
<b>Daniel G. McBride, Esq.</b>				
Severance Payment (1)	\$82,733	\$735,488	\$-0-	\$-0-
Incentive Payment Plan (2)	\$300,153	\$300,153	\$300,153	\$300,153
Present Value of Accumulated Pension Benefits (3)	\$113,473	\$113,473	\$113,473	\$113,473
Equity Awards (4)	\$3,853,300	\$9,117,489	\$4,660,475	\$4,660,475
Benefits (5)	\$13,773	\$76,628	\$-0-	\$1,472,000
<b>Total Payable on Separation</b>	<b>\$4,363,432</b>	<b>\$10,343,231</b>	<b>\$5,074,101</b>	<b>\$6,546,101</b>

(1) Represents the severance due per Company policy for employees in the event of other termination without cause. Represents 200% of base salary for the 2013 fiscal year in the event of termination without cause or resignation for good reason within one year of a change in control. No severance is due upon retirement or death of the executive.

(2) Represents the bonus award payable under the 2013 Incentive Payment Plan which was earned in full but not yet paid as of October 31, 2013.

(3) Upon termination without cause, retirement, or death, executives who are vested in the Retirement Income Plan will retain accrued benefits. These benefits will be paid upon the executive's application for retirement benefits in accordance with the terms of the Retirement Income Plan, or in the event of the executive's death, benefits are payable to the estate. For further information on the Retirement Income Plan, see the Pension Benefits Table on page 44.

Upon termination without cause or resignation with good reason after a change in control, all benefits due under our Retirement Income Plan will vest in full. If the terms of the Retirement Income Plan prevent immediate vesting the executive will receive substantially equivalent benefits.

As of October 31, 2013, Mr. Matz was not vested in the Retirement Income Plan.

(4) Represents the realizable value on the sale of the shares underlying equity awards which were outstanding at October 31, 2013 at a stock price of \$129.21. Includes shares which were either vested at October 31st or would be subject to accelerated vesting upon a termination of employment. For purposes of estimating the value of performance shares which have not completed their performance period, it is assumed that target award levels will be achieved and paid accordingly, except in the event of a change in control which may trigger certain provisions to require payout at maximum achievement.

Upon termination after a change in control or resignation with good reason after a change in control, all outstanding equity awards will immediately become fully vested. Termination on a change in control will result in immediate

payment of performance shares at either target or maximum award levels depending on how much of the performance cycle has been completed.

In the event of the executive's termination without cause, retirement or death, outstanding equity awards will be treated in accordance with the terms of the associated award agreements. Performance share awards will be entirely forfeit on voluntary resignation or termination without cause. Termination for death, disability or retirement will result in payment of a pro rata

**Table of Contents**

portion of the performance shares based on the portion of the performance cycle completed at termination.

Generally, stock options that are unvested at the date of the holder's termination will be forfeit. Vested options will remain outstanding and exercisable for a term of three months from the termination date in the case of a termination without cause, three years from the date of retirement or one year from the date of death. Outstanding unvested RSUs would be immediately forfeited under the terms of the associated award agreement upon any termination of employment.

For Ms. Kaufman's awards in fiscal 2013, her stock option and RSU awards will be considered fully vested on the date of her retirement eligibility. Release of RSUs will be deferred and stock options will be restricted from exercise based on the vesting schedule provided in the award agreement. In the event of termination of Ms. Kaufman's employment without cause, or by reason of her death, the outstanding unexercisable stock options and unreleased RSUs would be subject to forfeiture. Additionally, if Ms. Kaufman provides services to, or owns more than 5% of, a competitor, she will forfeit these previously vested awards.

- (5) Upon termination after a change in control or resignation with good reason after a change in control, the executive and their dependents will be eligible to continue participation in our insurance benefit plans for up to 24 months after the date of termination. Amounts reflect the value of benefits over the severance period or benefits payable under our life insurance policies in the event of the executive's death.

Table of Contents

**DIRECTOR COMPENSATION**

The Compensation Committee reviews and recommends compensation amounts for the Non-Employee Directors and the full Board has responsibility for the approval of compensation amounts based on these recommendations. Directors of a publicly traded company have substantial responsibilities and time commitments, and with ongoing changes in corporate governance standards, highly qualified and experienced directors are in high demand; therefore, we seek to provide suitable economic incentives for our directors and to compensate them appropriately for their continued performance, increased responsibilities and dedication. The Compensation Committee takes these factors into account in making recommendations to the Board with regard to changes in the Non-Employee Director compensation program.

The Compensation Committee also receives an analysis from its independent compensation consultant regarding compensation of the Non-Employee Directors. The Compensation Committee reviews and analyzes this information in determining whether to recommend changes to the Board. The Board sets total Non-Employee Director compensation at levels it considers appropriate given the competitive market for qualified directors, peer group compensation of directors, and the time commitment expected of the Non-Employee Directors. Director compensation is reviewed at least annually and modified as the Board considers necessary or appropriate.

Retainers and Committee Chair Compensation

We compensate each Non-Employee Director based on service to us, including attendance at meetings and service on committees of the Board. Director compensation is composed of:

An annual cash retainer;

Additional cash retainers for service as a committee chair;

Payment for attendance at meetings of the Board and its Committees and other time spent on the business of the Company; and

Equity awards in the form of stock options and restricted stock awards.

Compensation levels are designed to correspond to the relative responsibility of each director and are regularly reviewed to ensure they meet this standard.

Directors who are also our employees receive no additional compensation for their service as directors.

Annual Cash Retainers

For the 2013 fiscal year, each Non-Employee Director received an annual retainer of \$30,000 for their services. Dr. Rubenstein received an additional retainer of \$10,000 for his service as Lead Director. Mr. Bender also received an additional retainer of \$125,000 for his service as Chairman of the Board.

**Table of Contents****Chair Retainers and Meeting Payments**

The Non-Employee Directors who served as Committee Chairs received an additional retainer in recognition of their time devoted to us in this capacity. Retainer amounts are structured to reflect the additional requirements placed on each Committee Chair.

**Committee Chair Retainers:**

Audit Committee Chair (Steven Rosenberg)	\$ 17,500 per year
Organization and Compensation Committee Chair (Michael Kalkstein)	\$ 12,000 per year
Corporate Governance and Nominating Committee Chair (Donald Press)	\$ 10,000 per year
Science and Technology Committee Chair (Stanley Zinberg, M.D.)	\$ 10,000 per year

The Non-Employee Directors are also compensated for attendance at meetings as follows:

Meetings held in person by the Board or any Committee of the Board	\$ 2,000 per meeting
Meetings held telephonically by the Board or any Committee of the Board and lasting more than 2 hours	\$ 2,000 per meeting
Meetings held telephonically by the Board or any Committee of the Board and lasting less than 2 hours	\$ 1,000 per meeting

In the event that more than one meeting occurred on the same day, Non-Employee Directors were compensated for each meeting separately.

Non-Employee Directors may also receive compensation for one travel day in connection with meetings at \$2,000 per day and for time spent substantially on work for us at a rate of \$250 per hour.

**Equity Compensation**

The Non-Employee Directors participate in the 2006 Directors' Plan, which provides for annual equity awards that may be made in the form of restricted stock awards, restricted stock unit awards, stock options, or any combination thereof. The Board believes that Non-Employee Director compensation should contain a significant equity component to align director and stockholder interests. Grant dates, award amounts, and vesting criteria for these annual equity awards are set by the terms of the 2006 Directors' Plan.

The 2006 Directors' Plan was originally approved by stockholders on March 21, 2006, and was amended and restated in March 2009 and in March 2011. The 2006 Directors' Plan has been subsequently amended in October 2011, October 2012, and October 2013. As currently in force, the 2006 Directors' Plan provides for two equity awards to the Non-Employee Directors each November as follows:

- (a) a grant of stock options on November 1 of each year with an exercise price equal to 100% of the fair market value of our common stock on the date of grant; and
- (b)



a grant of restricted stock on November 15 which entitles each Non-Employee Director to purchase shares of restricted stock at par value. The restricted stock award may also take the form of a restricted stock unit award, in the discretion of the Board.

The 2006 Directors Plan also provides that, upon appointment to the Board, new Non-Employee Directors receive a grant of stock options and restricted stock as specified in the terms of the 2006 Directors Plan, prorated for the number of months of service remaining in the fiscal year in which they were appointed. Additional awards under the 2006 Directors Plan may be made in the Board's discretion.

**Table of Contents**

When a Non-Employee Director ceases to serve on the Board, unless they are terminated for cause, restrictions are immediately lifted on all of their outstanding restricted stock awards and their outstanding stock options become immediately exercisable and remain exercisable for three years.

**Director Compensation Table**

The following table sets forth the total cash and equity compensation paid to the Non-Employee Directors for their service on the Board and its committees during the 2013 fiscal year. At present, the Non-Employee Directors are not eligible to participate in our pension programs and no deferred compensation or non-equity incentive plans are available to the Non-Employee Directors.

Name	Fees Earned or Paid in Cash (1)	Stock Awards (2)(3)	Option Awards (2)(4)	Total
<b>A. Thomas Bender</b>	\$ 181,000	\$ 147,510	\$ 158,796	\$ 487,306
<b>Allan E. Rubenstein, M.D.</b>	\$83,000	\$ 134,100	\$ 158,796	\$ 375,896
<b>Michael H. Kalkstein</b>	\$90,750	\$ 134,100	\$ 144,360	\$ 369,210
<b>Jody S. Lindell</b>	\$78,750	\$ 134,100	\$ 144,360	\$ 357,210
<b>Gary S. Petersmeyer</b>	\$42,250	\$ 111,750	\$ 149,715	\$ 303,715
<b>Donald Press</b>	\$78,000	\$ 134,100	\$ 144,360	\$ 356,460
<b>Steven Rosenberg</b>	\$84,000	\$ 134,100	\$ 144,360	\$ 362,460
<b>Stanley Zinberg, M.D.</b>	\$72,000	\$ 134,100	\$ 144,360	\$ 350,460

- (1) Fees earned represent the total fees paid to the named Non-Employee Directors for their service during the most recent fiscal year, including: (i) the annual retainers paid to each Non-Employee Director for their service on the Board, (ii) annual retainers paid to Committee Chairs, (iii) fees for all Board and committee meetings attended during the designated fiscal year, and (iv) compensation for travel days and other time spent substantially on Company business.
- (2) The amounts shown are the compensation costs recognized in our financial statements for fiscal 2013 in accordance with ASC 718. For a discussion of valuation assumptions, see Note 8, *Stock Plans*, in our Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended October 31, 2013.
- (3) Represents the aggregate grant date fair value of restricted stock awards granted on November 15, 2012 under the 2006 Directors Plan. With the exception of Mr. Petersmeyer, each director received an award providing the right to purchase 1,500 restricted shares, or 1,650 restricted shares in the case of the Chairman of the Board, of our common stock at par value of \$0.10 per share. Mr. Petersmeyer received an award on January 25, 2013 upon joining the Board. His award entitled him to purchase 1,250 restricted shares on the same terms as the awards to

the other directors.

At October 31, 2013, each Non-Employee Director held 1,500 shares of our common stock subject to restrictions, inclusive of the shares in the Director Compensation Table, with the exception of Messrs. Bender and Petersmeyer who held 1,650 shares and 1,250 shares, respectively, subject to restrictions.

(4) Represents the aggregate grant date fair value of stock options granted on November 1, 2012 under the 2006 Directors Plan. Each Non-Employee Director, with the exception of

**Table of Contents**

Mr. Petersmeyer, was granted an option to purchase 4,500 shares of our common stock, or 4,950 shares for Mr. Bender and Dr. Rubenstein. These options have an exercise price equal to the fair market value of our common stock on the date of grant, which was \$98.45 per share. Mr. Petersmeyer received an option to purchase 3,750 shares of our common stock on January 25, 2013 upon joining the Board. These options have an exercise price equal to the fair market value of our common stock on the date of grant, which was \$102.08 per share. The Non-Employee Directors had the following stock options outstanding at October 31, 2013:

<b>Name</b>	<b>Outstanding Options</b>
A. Thomas Bender	38,900
Allan E. Rubenstein, M.D.	31,000
Michael H. Kalkstein	80,000
Jody S. Lindell	45,000
Gary S. Petersmeyer	3,750
Donald Press	72,500
Steven Rosenberg	107,500
Stanley Zinberg, M.D.	65,000

**Table of Contents**

**PROPOSAL 1 ELECTION OF DIRECTORS**

Our Bylaws require that we have a minimum of six and maximum of eleven directors serving on the Board. The Board sets the size of the board annually prior to the Annual Meeting. The Board has fixed the number of directors to be elected at the Annual Meeting at eight.

The names of the nominees presented for election as directors at the Annual Meeting are listed below, along with information regarding when they joined the Board, their present principal occupation, recent business experience and their service on other companies' boards of directors. Donald Press, a member of the Board since 1993, has indicated his intention to retire, and therefore he is not standing for re-election to the Board at the 2014 Annual Meeting.

Each nominee, if elected, will serve as a director until the next Annual Meeting and until his or her successor is duly elected and qualified. All of the nominees listed below have given their consent to be named as nominees for election and have indicated their intention to serve if they are elected. The Board does not anticipate that any of the nominees will be unable to serve as a director, but in the event that a nominee is unable to serve, the Board may either propose an alternate nominee or elect to reduce the size of the Board. If an alternative nominee is proposed, proxies will be voted for the alternative nominee.

*The Nominees*

Each nominee listed below currently serves on the Board and there are no family relationships between any of the nominees or between the nominees and any of our officers.

**A. THOMAS BENDER**                                      **AGE: 74**                                      **JOINED THE BOARD: 1994**  
**INDEPENDENT DIRECTOR, CHAIRMAN OF THE BOARD**

*Business Experience:* Mr. Bender has served on our Board since 1994 and was elected Chairman in July 2002. He also served as our President and Chief Executive Officer from May 1995 until his retirement in October 2007. He previously served as President of CooperVision, our contact lens subsidiary, from June 1991 to December 2004. Between 1966 and June 1991, Mr. Bender held a variety of management positions at Allergan, Inc., a manufacturer of eye and skin care products, including Corporate Senior Vice President, and President and Chief Operating Officer of Herbert Laboratories, Allergan's dermatology division.

*Other Directorships and Memberships:* Mr. Bender serves on the board of directors of Allegro Ophthalmics LLC, a private ophthalmic company focused on pharmaceutical treatment of eye disease. Mr. Bender currently serves on the compensation and audit committees at Allegro. He also serves on the board of Mission Hospital Foundation in Mission Viejo, CA.

*Qualifications to Serve:* Mr. Bender served as our CEO for 13 years, providing him with unique perspective and insight into our operations and business which is valuable to the Board, and his 10 year tenure as Chairman of the Board has provided leadership continuity and stability to our Company. In addition to his history with the Company, Mr. Bender has over 45 years of experience in the pharmaceutical industry, providing him with a strong background

and knowledge that assists the Board in analysis of our peer companies, markets and industry. Additionally, Mr. Bender has served on the boards of other public and private medical device companies, allowing him to gain insight and perspective regarding business and regulatory issues facing our industry. Additionally, Mr. Bender has

**Table of Contents**

served as chairman of the compensation and organization committees for several medical device companies. The Corporate Governance and Nominating Committee considers these factors important to their decision to recommend Mr. Bender for nomination for re-election.

**MICHAEL H. KALKSTEIN**  
**INDEPENDENT DIRECTOR**

**AGE: 71**

**JOINED THE BOARD: 1992**

*Business Experience:* Mr. Kalkstein was a partner at Dechert LLP, an international law firm, from June 2003 through June 2007 and was Co-chair of the firm's Intellectual Property Practice Group. He also served as the Managing Partner of Dechert's Palo Alto office from June 2003 through December 2005. As of June 30, 2007, he has retired from active practice and continues to be Of Counsel to Dechert at its Mountain View, CA office. Previously, from September 1999 through May 2003, he was a partner at Oppenheimer, Wolff & Donnelly, LLP, an international law firm, and a member of its Policy and Technologies Committees.

*Other Directorships and Memberships:* Mr. Kalkstein served as a member of the Board of Trustees of Opera San Jose from 1984 to October 2010, serving as its President from 1992 to 1994. He was a member of the Alliance of CEOs from 2001 to June 2007 and was a member of the board of directors of the Law Foundation of Silicon Valley from 2002 to June 2007. Until January 2007, he also served as a director of the Northern California Chapter of the National Association of Corporate Directors.

*Qualifications to Serve:* As a licensed attorney with experience in intellectual property law, Mr. Kalkstein brings the Board insight and perspective on the legal and regulatory issues that face our business and industry. Mr. Kalkstein also brings management experience, having served as a managing partner for a key office of an international law firm. His continued connections with the legal community, as well as his involvement with groups such as the Alliance of CEOs and National Association of Corporate Directors and participation in NYSE/Euronext Corporate Board Member programs, provides the Board with insight into current issues facing both business executives and independent board members. Additionally, through his long-term service on our Board, Mr. Kalkstein has gained a good working knowledge and understanding of our business which provides efficiency and continuity for our Board. The Corporate Governance and Nominating Committee considers these factors important to their decision to recommend Mr. Kalkstein for nomination for re-election.

**JODY S. LINDELL**  
**INDEPENDENT DIRECTOR, AUDIT COMMITTEE FINANCIAL EXPERT**

**AGE: 62**

**JOINED THE BOARD: 2006**

*Business Experience:* Ms. Lindell is President and Chief Executive Officer of S.G. Management, Inc., an asset management company she has headed since 2000. Until May 2000, Ms. Lindell was a partner with KPMG LLP where she served as Partner-In-Charge of the Industrial Markets and Healthcare and Life Sciences practices for the Western Area. Ms. Lindell is also a Certified Public Accountant (inactive).

*Other Directorships and Memberships:* Through September 2007, she served as a director and on the audit and director's loan committees for First Republic Bank, a publicly traded financial institution. First Republic Bank was acquired in 2007, underwent a management led buyout in mid-2010 and again became publicly traded (NYSE: FRC) in December 2010. Ms. Lindell continues to serve as a director, chairs the audit committee and serves on the director's loan committee and the director's trust committee for First Republic Bank. She also currently serves on the board of

directors and the audit, nominating and corporate governance, and compensation committees of PDL BioPharma (NasdaqGS: PDLI).



**Table of Contents**

*Qualifications to Serve:* Ms. Lindell's experience as a partner with KPMG and her accounting background bring valuable knowledge of finance and accounting regulations to our Board and Audit Committee. She is qualified as an Audit Committee Financial Expert under the SEC rules, and has experience with the review and analysis of financial statements and operational risk, both through her accounting background and her experience with public company audit committees. Ms. Lindell has also gained a good working knowledge and understanding of our business and operations during her term of service on the Board, which provides efficiency and continuity. The Corporate Governance and Nominating Committee considers these factors important to their decision to recommend Ms. Lindell for nomination for re-election.

**GARY S. PETERSMEYER**  
**INDEPENDENT DIRECTOR**

**AGE: 66**

**JOINED THE BOARD: 2013**

*Business Experience:* Mr. Petersmeyer currently serves as a consultant to companies in the pharmaceutical and medical device industries. Most recently he co-founded Aesthetic Sciences Corporation in 2004 and served as the Chief Executive Officer and Chairman until December 2010. Prior to that he served as President and Chief Operating Officer of Pherin Pharmaceuticals, Inc. from 2000 to 2001, and as President and Chief Operating Officer of Collagen Corporation, Inc. from 1995 to 2000. From 1976 to 2000 he served in various management positions for pharmaceutical and medical device companies.

*Other Directorships and Memberships:* Mr. Petersmeyer serves as a director and member of the compensation and audit committees of Omnicell, Inc. (NASDAQ: OMCL). He has served on the boards of Visx Incorporated and Roxro Pharmaceuticals prior to their acquisitions. He also serves as chairman of the board for Positive Coaching Alliance, a non-profit organization dedicated to improving youth sports.

*Qualifications to Serve:* Mr. Petersmeyer has served as the CEO or President of four companies in the medical device and pharmaceuticals industry and has over 35 years of industry experience in leadership positions. He has extensive knowledge and experience in global markets, including the United States, Asia and Europe. His expertise includes financial, research and regulatory strategy, and business development with an emphasis on growth, new product lines and leadership development. He has extensive experience as a director and has experience with service on a compensation committee. The Corporate Governance and Nominating Committee considers these factors important to their decision to recommend Mr. Petersmeyer for re-election to the Board.

**STEVEN ROSENBERG**  
**INDEPENDENT DIRECTOR, AUDIT COMMITTEE FINANCIAL EXPERT**

**AGE: 65**

**JOINED THE BOARD: 1993**

*Business Experience:* Mr. Rosenberg served as President and Chief Executive Officer of Berkshire Bancorp Inc., a publicly traded bank holding company (NASDAQ: BERK), from March 1999 through his retirement in March 2013. He also served as Vice President, Finance and Chief Financial Officer from March 1990 to March 1999. From September 1987 through March 1990, Mr. Rosenberg was President and Chief Executive Officer of Scemel Industries, Inc., an international marketing and consulting group. Prior to that, he was Vice President of Noel Industries, Inc., an apparel manufacturer and importer.

*Other Directorships and Memberships:* Mr. Rosenberg served as a director of Berkshire Bancorp Inc. until March 2013.







**Table of Contents**

*Other Directorships and Memberships:* Mr. Weiss is also a director of Accuray Incorporated (Nasdaq: ARAY), a company that develops and markets a sophisticated robotic radiosurgery system designed to treat tumors. He serves on its nominating and governance committee and on its audit committee.

*Qualifications to Serve:* As our current Chief Executive Officer, Mr. Weiss provides a key connection between the senior executives and our Board, enabling oversight of our operations with the benefit of management's perspective on our business. He has day to day awareness of our business and industry and strategic vision for our Company that are important to the Board in making decisions regarding the direction of our business. He provides leadership, extensive knowledge of our Company, and business, operating and policy experience to our Board. The Corporate Governance and Nominating Committee considers these factors important to their decision to recommend Mr. Weiss for nomination for re-election.

**STANLEY ZINBERG, M.D., M.S.**  
**INDEPENDENT DIRECTOR**

**AGE: 79**

**JOINED THE BOARD: 1997**

*Business Experience:* Dr. Zinberg is a retired obstetrician-gynecologist who served as Deputy Executive Vice President and Vice President of Practice Activities for the American College of Obstetricians and Gynecologists (ACOG) in Washington, D.C. from 1993 through his retirement in December 2007. From 1981 until 1993 he served as Chief, Obstetrics and Gynecology, and Director, OB-GYN Residency Program at NY Downtown Hospital, where from 1990 through 1992 he also served as President of the Medical Staff and was a member of the Board of Trustees until June 2013. He is certified by the American Board of Obstetrics and Gynecology and is a member of the faculty of the Departments of Obstetrics and Gynecology at New York University School of Medicine, the Cornell University College of Medicine and the Georgetown University School of Medicine. He is the author of numerous editorials, scientific papers and book chapters in the field of women's healthcare. In addition, Dr. Zinberg obtained a Masters Degree in Health Administration, with an emphasis on not-for-profit finance, in 1990 from the Graduate School of Public Administration of New York University.

*Other Directorships and Memberships:* Currently, Dr. Zinberg is a director on the Peconic Bay Medical Center board and serves on its finance committee, investment committee, and strategic planning committee. He is also a director on the Peconic Bay Medical Center Foundation board. Additionally, he serves as a director of the Westhampton Beach Performing Arts Center, a member of the New York State Board for Professional Medical Conduct, and a member of the Southampton Town Board of Ethics in Southampton, NY.

*Qualifications to Serve:* Dr. Zinberg's extensive background in obstetrics and gynecology provides the Board with crucial insight into the practical application of our women's healthcare products and the needs of medical practitioners. His experience as a leader of ACOG and continued involvement in the medical community provides perspective on current medical practices and procedures which aid the Board in evaluating new technologies, products and markets as our business continues to expand. Additionally, through his long term of service on our Board, Dr. Zinberg has gained a good working knowledge and understanding of our business and operations which provides efficiency and continuity. The Corporate Governance and Nominating Committee considers these factors important to their decision to recommend Dr. Zinberg for nomination for re-election.



**Table of Contents**

**Other Directors:**

**DONALD PRESS**  
**INDEPENDENT DIRECTOR**

**AGE: 80**

**JOINED THE BOARD: 1993**

Mr. Press is a current member of the Board and has served as one of our independent directors since 1993. He has indicated his intention to retire from service, and he is not standing for re-election to the Board at the 2014 Annual Meeting.

*Business Experience:* Mr. Press is Executive Vice President of Broadway Management Co., Inc., an owner and manager of commercial office buildings, and has served in this position since 1981. Mr. Press is also a principal in Donald Press, P.C., a law firm, located in New York City. He is a practicing attorney and has represented clients in a wide range of businesses for over 30 years.

*Other Directorships and Memberships:* Mr. Press is a director of The Berkshire Bank, a wholly owned subsidiary of Berkshire Bancorp Inc., and he serves on its audit committee.

**The Board of Directors unanimously recommends that you vote FOR each of the nominees for director presented above.**

Nominees for director will be elected by a majority of the votes cast in person or by proxy at the Annual Meeting. The number of votes cast FOR a nominee must exceed the number of votes cast AGAINST. Abstentions and broker non-votes will not be counted as votes cast either for or against the nominee and therefore will not affect the outcome of the director elections.

**Table of Contents**

**PROPOSAL 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed the firm of KPMG LLP to act as our independent registered public accounting firm and to audit our consolidated financial statements for the fiscal year ending October 31, 2014. This appointment will continue at the pleasure of the Audit Committee and is presented to the stockholders for ratification as a matter of good governance. In the event that this appointment is not ratified by our stockholders, the Audit Committee will consider that fact when it selects our independent auditor for the following fiscal year.

KPMG LLP has served as our independent registered public accounting firm since our incorporation in 1980 and one or more representatives of KPMG LLP will be present at the Annual Meeting. These representatives will be provided an opportunity to make a statement at the Annual Meeting if they desire to do so and will be available to respond to appropriate questions from stockholders.

**The Board of Directors unanimously recommends that you vote FOR the ratification of KPMG LLP as our independent registered public accounting firm.**

The proposal to ratify the selection of KPMG LLP as our independent registered public accounting firm for the 2014 fiscal year requires an affirmative vote of the majority of the shares represented in person or by proxy at the Annual Meeting and entitled to vote on the proposal. Abstentions will have the same practical effect as votes against this proposal. Broker non-votes will have no effect in determining the outcome of this proposal.



**Table of Contents**

**PROPOSAL 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION**

We are requesting stockholder approval, on an advisory basis, of the compensation of our Named Executive Officers as presented in the Compensation Discussion and Analysis beginning at page 21 and the compensation tables and associated narrative disclosure included in the discussion of Executive Compensation beginning on page 35.

Our executive compensation program has been designed to retain and incentivize a talented, motivated, and focused executive team by providing competitive compensation within our market. We believe that our executive compensation program provides an appropriate balance between salary and at-risk forms of incentive compensation, as well as a mix of incentives that encourage executive focus on both short-term and long-term goals as a company without encouraging inappropriate risks to achieve performance. Currently approximately 70-85% of our executive s target total direct compensation is based on at-risk components.

We were pleased to receive a favorable vote for our compensation practices at our 2013 Annual Meeting, with 92% of the votes cast by our stockholders on our Say-on-Pay proposal voted in favor of the compensation of the named executive officers. We consider these voting results to affirm stockholder support for our compensation practices and we continue to take steps to maintain alignment between executive pay and Company performance.

Highlights of our executive compensation program include:

A mixture of salary and incentive compensation that provides for a significant portion of executive compensation to be at-risk and dependent on our performance as a company;

Checks and balances within our compensation packages to balance focus on both short-term and long-term goals, encouraging our executives to focus on the health of the company both during the immediate fiscal year and for the future;

Compensation on termination of employment other than resulting from a change in control, limited for most executives to the standard severance policies used for all employees; and

Clawback provisions in our short-term incentive compensation program.

As an advisory vote, this proposal is not binding upon us as a company. However, our Compensation Committee, which is responsible for the design and administration of our executive compensation practices, values the opinions of our stockholders as expressed through your vote on this proposal. The Compensation Committee will consider the outcome of this vote in making future compensation decisions for our Named Executive Officers.

Accordingly, we will present the following resolution for vote at the 2014 Annual Meeting of Stockholders:

RESOLVED, that the stockholders of The Cooper Companies, Inc. (the Company ) approve, on an advisory basis, the compensation of the Company s Named Executive Officers as described in the Compensation Discussion and Analysis and disclosed in the Summary Compensation Table and related compensation tables and narrative disclosure as set forth in our Proxy Statement.

**The Board of Directors unanimously recommends that you vote FOR the approval, on an advisory basis, of our executive compensation program as presented in this Proxy Statement.**

**Table of Contents**

The proposal to approve our executive compensation program, on an advisory basis, requires an affirmative vote of the majority of the shares represented in person or by proxy at the Annual Meeting and entitled to vote on the proposal. Abstentions will have the same practical effect as votes against this proposal. Broker non-votes will have no effect in determining the outcome of this proposal.

**Table of Contents**

**OTHER MATTERS**

The Board knows of no other matters to be presented at the Annual Meeting, but if any such matters properly come before the Annual Meeting, it is intended that the persons holding the accompanying proxy will vote in accordance with their best judgment.

**RECOMMENDATIONS**

The Board unanimously recommends that the stockholders vote:

FOR the election of each of the nominees for director named in this Proxy Statement;

FOR ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year ending October 31, 2014; and

FOR the approval, on an advisory basis, of the compensation of our Named Executive Officers as presented in this Proxy Statement.

When a properly executed proxy in the form enclosed with this Proxy Statement is returned, the shares will be voted as indicated or, if no directions are indicated, the shares will be voted in accordance with the recommendations of the Board.

By Order of the Board of Directors

A. Thomas Bender  
*Chairman of the Board of Directors*

Table of Contents

**NOTICE OF  
ANNUAL MEETING  
OF STOCKHOLDERS  
AND  
PROXY STATEMENT**

**Meeting Date**

**March 17, 2014**

Table of Contents

**ANNUAL MEETING OF STOCKHOLDERS OF  
THE COOPER COMPANIES, INC.**

**March 17, 2014**

**GO GREEN**

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**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of Meeting, Proxy Statement, Annual Report on Form 10-K and Proxy Card are available at [investor.coopercos.com/financials.cfm](http://investor.coopercos.com/financials.cfm)

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

\$ Please detach along perforated line and mail in the envelope provided. \$

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**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR ITEMS 1 THRU 3.**

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK  
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

In their discretion, the proxies are authorized to vote for the election of such substitute nominee(s) for directors as such proxies may select in the event that any nominee(s) named herein become unable to serve, and	1. ELECTION OF EIGHT DIRECTORS. A. Thomas Bender	FOR AGAINST ABSTAIN " " "
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on such other matters as may properly come before the meeting or any adjournments or postponements thereof.

Michael H. Kalkstein	..	..	..
Jody S. Lindell	..	..	..

**THIS PROXY WILL REVOKE ALL PRIOR PROXIES SIGNED BY YOU.**

Gary S. Petersmeyer	..	..	..
Steven Rosenberg	..	..	..
Allan E. Rubenstein, M.D.	..	..	..
Robert S. Weiss	..	..	..
Stanley Zinberg, M.D.	..	..	..

- |   |    |    |    |
|---|----|----|----|
| 2. Ratification of the appointment of KPMG LLP as the independent registered public accounting firm for The Cooper Companies, Inc. for the fiscal year ending October 31, 2014; | .. | .. | .. |
| 3. An advisory vote on the compensation of our named executive officers as presented in the Proxy Statement; and  | .. | .. | .. |
| 4. The transaction of any other business that may properly come before the meeting or any continuations, adjournment or postponements thereof.                                  |    |    |    |

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Date:

Signature of Stockholder

Date:

Signature of Stockholder

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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Table of Contents

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**PROXY**

**THE COOPER COMPANIES, INC.**

**PROXY FOR ANNUAL MEETING OF STOCKHOLDERS, MARCH 17, 2014**

**SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned stockholder of The Cooper Companies, Inc., a Delaware corporation, hereby appoints CAROL R. KAUFMAN, DANIEL G. McBRIDE, GREGORY W. MATZ and ROBERT S. WEISS, and each of them, proxies, with full power of substitution, to vote all of the shares of common stock of The Cooper Companies, Inc. which the undersigned is entitled to vote at the Annual Meeting of Stockholders of The Cooper Companies, Inc. to be held at 6140 Stoneridge Mall Road, Suite 145, Pleasanton, CA, 94588 at 8:00 a.m., (P.D.T.), and at any continuations, adjournments or postponements thereof, as set forth on the reverse, and in their discretion upon any other business that may properly come before the meeting.

**THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR ITEMS 1 THRU 3 AND WILL GRANT DISCRETIONARY AUTHORITY PURSUANT TO ITEM 4.**

**(Continued and to be signed on the reverse side.)**

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