

COOPER COMPANIES INC  
Form 10-Q  
September 04, 2015

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

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FORM 10-Q

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Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For Quarterly Period Ended July 31, 2015

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 1-8597

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The Cooper Companies, Inc.  
(Exact name of registrant as specified in its charter)

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Delaware	94-2657368
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
6140 Stoneridge Mall Road, Suite 590, Pleasanton, CA 94588	
(Address of principal executive offices) (Zip Code)	
Registrant's telephone number, including area code (925) 460-3600	

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (check one).

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.): Yes  No

Indicate the number of shares outstanding of each of issuer's classes of common stock, as of the latest practicable date.

Common Stock, \$.10 par value	48,613,895 Shares
Class	Outstanding at July 31, 2015

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INDEX

	Page No.
<b>PART I. <u>FINANCIAL INFORMATION</u></b>	
Item 1. <u>Financial Statements</u>	
Consolidated Statements of Income - Three and Nine Months Ended July 31, 2015 and 2014	<u>3</u>
Consolidated Statements of Comprehensive Income - Three and Nine Months Ended July 31, 2015 and 2014	<u>4</u>
Consolidated Condensed Balance Sheets - July 31, 2015 and October 31, 2014	<u>5</u>
Consolidated Condensed Statements of Cash Flows - Nine Months Ended July 31, 2015 and 2014	<u>6</u>
<u>Notes to Consolidated Condensed Financial Statements</u>	<u>7</u>
Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>22</u>
Item 3. <u>Quantitative and Qualitative Disclosure About Market Risk</u>	<u>37</u>
Item 4. <u>Controls and Procedures</u>	<u>38</u>
<b>PART II. <u>OTHER INFORMATION</u></b>	
Item 1. <u>Legal Proceedings</u>	<u>39</u>
Item 1A. <u>Risk Factors</u>	<u>39</u>
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>40</u>
Item 6. <u>Exhibits</u>	<u>41</u>
<u>Signature</u>	<u>42</u>
<u>Index of Exhibits</u>	<u>43</u>

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

## Consolidated Statements of Income

Periods Ended July 31,

(In thousands, except for earnings per share)

(Unaudited)

	Three Months		Nine Months	
	2015	2014	2015	2014
Net sales	\$461,678	\$432,482	\$1,341,524	\$1,249,779
Cost of sales	188,791	151,892	524,570	437,761
Gross profit	272,887	280,590	816,954	812,018
Selling, general and administrative expense	191,783	161,203	532,901	475,095
Research and development expense	18,298	16,070	51,229	48,077
Amortization of intangibles	12,495	6,752	38,406	21,735
Operating income	50,311	96,565	194,418	267,111
Interest expense	4,690	1,499	13,323	4,713
Other expense, net	1,020	683	2,037	739
Income before income taxes	44,601	94,383	179,058	261,659
(Benefit from) provision for income taxes	(642	) 5,711	10,929	21,087
Net income	\$45,243	\$88,672	\$168,129	\$240,572
Less: Income attributable to noncontrolling interests	292	605	1,285	1,502
Net income attributable to Cooper stockholders	\$44,951	\$88,067	\$166,844	\$239,070
Earnings per share attributable to Cooper stockholders - basic	\$0.92	\$1.83	\$3.45	\$4.98
Earnings per share attributable to Cooper stockholders - diluted	\$0.91	\$1.80	\$3.39	\$4.89
Number of shares used to compute earnings per share:				
Basic	48,600	48,042	48,421	47,990
Diluted	49,244	48,922	49,157	48,901

See accompanying notes.

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

## Consolidated Statements of Comprehensive Income

Periods Ended July 31,

(In thousands)

(Unaudited)

	Three Months		Nine Months	
	2015	2014	2015	2014
Net income	\$45,243	\$88,672	\$168,129	\$240,572
Other comprehensive income (loss):				
Foreign currency translation adjustment	17,225	(8,989 )	(62,027 )	14,168
Change in value of derivative instruments, net of tax provision of \$30 for the nine months ended July 31, 2015, and \$144 and \$541 for the three and nine months ended July 31, 2014, respectively	—	225	47	846
Change in minimum pension liability, net of tax	7	7	22	22
Other comprehensive income (loss)	17,232	(8,757 )	(61,958 )	15,036
Comprehensive income	62,475	79,915	106,171	255,608
Comprehensive loss (income) attributable to noncontrolling interests	118	(471 )	(466 )	(1,118 )
Comprehensive income attributable to Cooper stockholders	\$62,593	\$79,444	\$105,705	\$254,490
See accompanying notes.				

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

## Consolidated Condensed Balance Sheets

(In thousands, unaudited)

	July 31, 2015	October 31, 2014
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 17,005	\$ 25,222
Trade accounts receivable, net of allowance for doubtful accounts of \$5,479 at July 31, 2015 and \$6,025 at October 31, 2014	280,160	276,280
Inventories	405,966	381,474
Deferred tax assets	38,993	40,224
Prepaid expense and other current assets	72,568	68,417
Total current assets	814,692	791,617
Property, plant and equipment, at cost	1,642,574	1,525,917
Less: accumulated depreciation and amortization	667,698	588,592
	974,876	937,325
Goodwill	2,189,153	2,220,921
Other intangibles, net	402,286	453,605
Deferred tax assets	8,602	15,732
Other assets	33,073	39,140
	\$ 4,422,682	\$ 4,458,340
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Short-term debt	\$ 237,558	\$ 101,518
Accounts payable	114,479	116,353
Employee compensation and benefits	61,714	67,904
Other current liabilities	115,836	156,407
Total current liabilities	529,587	442,182
Long-term debt	1,070,299	1,280,833
Deferred tax liabilities	67,922	69,525
Accrued pension liability and other	60,939	77,360
Total liabilities	1,728,747	1,869,900
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, 10 cents par value, shares authorized: 1,000; zero shares issued or outstanding	—	—
Common stock, 10 cents par value, shares authorized: 120,000; issued 51,537 at July 31, 2015 and 50,983 at October 31, 2014	5,154	5,099
Additional paid-in capital	1,416,639	1,386,800
Accumulated other comprehensive loss	(168,140)	(106,182)
Retained earnings	1,742,761	1,578,823
Treasury stock at cost: 2,923 shares at July 31, 2015 and 2,840 shares at October 31, 2014	(308,842)	(294,662)
Total Cooper stockholders' equity	2,687,572	2,569,878
Noncontrolling interests	6,363	18,562
Stockholders' equity	2,693,935	2,588,440

\$4,422,682

\$4,458,340

See accompanying notes.

5

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## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Consolidated Condensed Statements of Cash Flows  
 Nine Months Ended July 31,  
 (In thousands)  
 (Unaudited)

	2015	2014	
Cash flows from operating activities:			
Net income	\$ 168,129	\$ 240,572	
Depreciation and amortization	141,298	95,647	
Decrease in operating capital	(59,870	) (60,938	)
Other non-cash items	36,892	27,486	
Net cash provided by operating activities	286,449	302,767	
Cash flows from investing activities:			
Purchases of property, plant and equipment	(184,713	) (177,936	)
Net (payments for) proceeds from other investing activities	(1,178	) 754	
Insurance proceeds received	—	1,359	
Net cash used in investing activities	(185,891	) (175,823	)
Cash flows from financing activities:			
Proceeds from long-term debt	714,300	1,362,900	
Repayments of long-term debt	(924,329	) (1,363,061	)
Net proceeds from (repayments of) short-term debt	131,548	(3,735	)
Repurchase of common stock	(15,996	) (50,000	)
Net (payments) proceeds related to share-based compensation awards	(5,696	) 6,880	
Excess tax benefit from share-based compensation awards	9,100	15,000	
Purchase of shares from noncontrolling interests	(8,639	) —	
Dividends on common stock	(1,448	) (1,436	)
Distributions to noncontrolling interests	(816	) (1,678	)
Payment of contingent consideration	(2,906	) (3,820	)
Proceeds from construction allowance	710	8,865	
Net cash used in financing activities	(104,172	) (30,085	)
Effect of exchange rate changes on cash and cash equivalents	(4,603	) (466	)
Net (decrease) increase in cash and cash equivalents	(8,217	) 96,393	
Cash and cash equivalents - beginning of period	25,222	77,393	
Cash and cash equivalents - end of period	\$ 17,005	\$ 173,786	
Supplemental disclosures of cash flow information:			
Cash paid for:			
Litigation settlement charge	\$ 17,000	\$—	
See accompanying notes.			

Table of Contents

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements

(Unaudited)

Note 1. General

The Cooper Companies, Inc. (Cooper, we or the Company) is a global medical device company publicly traded on the NYSE Euronext (NYSE: COO). Cooper is dedicated to being A Quality of Life Company™ with a focus on delivering shareholder value. Cooper operates through our business units, CooperVision and CooperSurgical. CooperVision develops, manufactures and markets a broad range of soft contact lenses for the worldwide vision correction market.

CooperSurgical develops, manufactures and markets medical devices and procedure solutions to improve healthcare delivery to women.

The unaudited consolidated condensed financial statements presented in this report contain all adjustments necessary to present fairly Cooper's consolidated condensed financial position at July 31, 2015 and October 31, 2014, the consolidated results of its operations for the three and nine months ended July 31, 2015 and 2014 and its consolidated condensed cash flows for the nine months ended July 31, 2015 and 2014. Most of these adjustments are normal and recurring. However, certain adjustments associated with acquisitions and insurance proceeds are of a nonrecurring nature. Readers should not assume that the results reported here either indicate or guarantee future performance.

During interim periods, we follow the accounting policies described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2014. Please refer to this when reviewing this Quarterly Report on Form 10-Q.

Management estimates and judgments are an integral part of financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). We believe that the critical accounting policies listed below address the more significant estimates required of Management when preparing our consolidated financial statements in accordance with GAAP. We consider an accounting estimate critical if changes in the estimate may have a material impact on our financial condition or results of operations. We believe that the accounting estimates employed are appropriate and resulting balances are reasonable; however, actual results could differ from the original estimates, requiring adjustment to these balances in future periods. The accounting policies that reflect our more significant estimates, judgments and assumptions and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results are:

- Revenue recognition
- Net realizable value of inventory
- Valuation of goodwill
- Business combinations
- Income taxes
- Share-based compensation

During the fiscal first nine months of 2015, there were no significant changes in our estimates and critical accounting policies. Please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended October 31, 2014, for a more complete discussion of our estimates and critical accounting policies.

Accounting Pronouncements Issued Not Yet Adopted

In April 2015, the FASB issued Accounting Standards Update (ASU) 2015-03, Interest - Imputation of Interest (Subtopic 835-30) Simplifying the Presentation of Debt Issuance Costs. The amendments in this update require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. We do not anticipate the adoption of these amendments,



Table of Contents

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements

(Unaudited)

which are effective for the Company for the fiscal year beginning on November 1, 2016, will have a material impact on our consolidated results of operations, financial condition or cash flows.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). ASU 2014-09 requires revenue recognition to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 sets forth a new revenue recognition model that requires identifying the contract, identifying the performance obligations, determining the transaction price, allocating the transaction price to performance obligations and recognizing the revenue upon satisfaction of performance obligations. The amendments in the ASU can be applied either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying the update recognized at the date of the initial application along with additional disclosures. We are currently evaluating the impact of ASU 2014-09, which is effective for the Company in our fiscal year beginning on November 1, 2018.

Accounting Pronouncements Recently Adopted

On November 1, 2014, we adopted ASU 2013-11, Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit when a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. ASU 2013-11 requires an unrecognized tax benefit to be presented in the financial statements as a reduction to a deferred tax asset when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. When a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available, or the entity does not intend to use the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. The adoption of ASU 2013-11 did not have a significant impact on our consolidated financial statements.

Note 2. Acquisitions

Sauflon Acquisition

On August 6, 2014, which we refer to as the Sauflon acquisition date, we completed the acquisition of the entire issued share capital of Sauflon Pharmaceuticals Limited (Sauflon), a privately-owned European manufacturer and distributor of soft contact lenses and solutions, that was based in Twickenham, United Kingdom. The fair value of the consideration transferred for Sauflon was approximately \$1,073.2 million in cash, \$1,063.1 million net of cash acquired, and approximately \$58.0 million in the form of loan notes issued by Cooper. The loan notes were denominated in British pounds and redeemed and paid in our fiscal second quarter of 2015.

The Sauflon acquisition was intended to accelerate the growth in sales of our single-use products by enabling a multi-tier, single-use strategy with a full suite of hydrogel and silicone hydrogel product offerings in the major product categories of sphere, toric and multifocal lenses. This acquisition was also intended to provide for enhanced relationships with key European retailers and opportunities for operational synergies.

The acquisition was accounted for under the acquisition method of accounting, and the related assets acquired and liabilities assumed were recorded at fair value. While the acquisition was completed on August 6, 2014, we accounted for the acquisition as of August 1, 2014, and have included the operating results of Sauflon in our CooperVision business segment from that date. The impact of Sauflon's results of operations for the period August 1, 2014 through August 5, 2014 on our CooperVision business segment results of operations was de minimis. Similarly, we have determined that any difference in the fair value of assets acquired and liabilities assumed with respect to Sauflon between August 1, 2014 and August 6, 2014 was de minimis.

The following table summarizes our consideration paid for Sauflon and the allocation of the purchase price to assets acquired and liabilities assumed. We repaid substantially all of the acquired debt concurrently with the acquisition with our available funds.

8

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Table of Contents

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

## Notes to Consolidated Condensed Financial Statements

(Unaudited)

(In millions)	Useful Lives of Intangible Assets	Fair Value
Goodwill		\$856.2
Trademarks	10 years	\$7.2
Technology	10 years	138.2
Customer relationships	15 years	39.3
License and distribution rights and other	2 to 5 years	51.6
In-process research and development	N/A	43.1
Purchased intangible assets		\$279.4
Cash and cash equivalents		\$10.1
Property, plant and equipment		83.9
Inventories		36.2
Trade accounts receivable		42.3
Other current assets		6.9
Debt		(85.1 )
Accounts payable		(23.6 )
Long term deferred tax liabilities		(56.7 )
Other creditors and current liabilities		(18.5 )
Net tangible liabilities		\$(4.5 )
Total purchase consideration		\$1,131.1

Goodwill is calculated as the excess of the consideration transferred over the net assets recognized and represents the future economic benefits arising from the other assets acquired that could not be individually identified and separately recognized. The goodwill recorded as part of the acquisition of Sauflon was ascribed to our CooperVision business segment and is not amortized. This goodwill includes the following:

The expected synergies and other benefits that we believe will result from combining the operations of Sauflon with the operations of CooperVision;

Any intangible assets that did not qualify for separate recognition, as well as future, yet unidentified projects and products; and

The value of the going-concern element of Sauflon's existing businesses (the higher rate of return on the assembled collection of net assets versus if CooperVision had acquired all of the net assets separately).

Management determined fair values of the identifiable intangible assets through a combination of income approaches including relief from royalty, with-and-without, multi-period excess earnings and disaggregated methods. The valuation models were based on estimates of future operating projections of the acquired business and rights to sell products as well as judgments on the discount rates used and other variables. We determined the forecasts based on a number of factors, including our best estimate of near-term net sales expectations and long-term projections, which include review of internal and independent market analyses. The discount rate used was representative of the weighted average cost of capital.

The unaudited pro forma financial results presented below for the three and nine months ended July 31, 2014, include the effects of pro forma adjustments as if the acquisition occurred on November 1, 2012. The pro forma results were prepared using the acquisition method of accounting and combine the historical results of Cooper and Sauflon for the three and nine months ended July 31, 2014, including the effects of the business combination, primarily amortization

expense related to the fair value of identifiable intangible assets acquired, and interest expense associated with the financing obtained by Cooper in connection with the acquisition. The pro forma financial information is presented for

9

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Table of Contents

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

## Notes to Consolidated Condensed Financial Statements

(Unaudited)

informational purposes only and is not necessarily indicative of the results of operations that would have been achieved if the acquisition had taken place at the beginning of the earliest period presented, nor is it intended to be a projection of future results.

Periods Ended July 31, 2014

(In millions, except per share amounts, unaudited, pro forma)

	Three Months	Nine Months
Revenue	\$481.8	\$1,390.2
Net income attributable to Cooper stockholders	\$82.9	\$226.6
Diluted earnings per share	\$1.69	\$4.63

The pro forma results were adjusted to include pre-tax amortization of intangible assets totaling \$7.4 million and \$22.3 million for the three and nine months ended July 31, 2014, respectively, and an additional \$1.1 million and \$3.4 million of interest expense for the three and nine months ended July 31, 2014, respectively.

## Note 3. Restructuring and Integration Costs

## 2014 Sauflon Integration Plan

During the fiscal fourth quarter of 2014, in connection with the Sauflon acquisition, our CooperVision business unit initiated restructuring and integration activities to optimize operational synergies of the combined companies. These activities include workforce reductions, consolidation of duplicative facilities and product rationalization. We estimate that the total restructuring costs under this plan will be \$104.0 million. The \$42.0 million increase over the prior estimate relates to additional manufacturing restructuring activities, primarily related to our hydrogel contact lenses, based on our review of products, materials and manufacturing processes of Sauflon. We expect to complete the activities related to operating expenses in our fiscal first quarter of 2016, and to incur costs related to the manufacturing activities through the end of fiscal 2016.

These costs include approximately \$80.0 million associated with assets, including product rationalization and related equipment disposals and accelerated depreciation, about \$18.0 million associated with employee termination costs and about \$6.0 million associated with facility lease termination costs.

In the three and nine months ended July 31, 2015, we recorded in cost of sales \$12.4 million and \$26.2 million of expense, respectively, arising from production-related asset disposals and accelerated depreciation on equipment, primarily related to our hydrogel lenses, based on our review of products, materials and manufacturing processes of Sauflon. In the three months ended July 31, 2015, we recorded in cost of sales \$0.3 million of employee termination costs. In the three and nine months ended July 31, 2015, we reduced in selling, general and administrative expense, the accrued employee termination costs by \$2.3 million and \$6.7 million, respectively, based on current estimates of the expected costs and the results of voluntary terminations; and we recorded \$0.3 million of expense for lease termination costs. In the three and nine months ended July 31, 2015, we recorded in research and development expense \$0.2 million and \$0.5 million of employee termination costs, respectively. In addition, CooperVision incurred \$10.7 million and \$24.7 million of integration costs in the three and nine months ended July 31, 2015, respectively, included in operating expenses.

In fiscal 2014, we recorded restructuring charges of \$20.3 million for employee termination costs; \$15.3 million for product rationalization, including inventory write-offs and production-related asset disposals, primarily related to our Avaira Toric contact lenses, based on our review of products, materials and manufacturing processes of Sauflon; and \$0.5 million of lease termination costs for facility closures. The product rationalization costs were recorded in cost of sales. Of the employee termination costs, \$19.7 million were recorded in selling, general and administrative expense

and \$0.6 million in research and development expense. The lease termination costs and other related costs were recorded in selling, general and administrative expense. In addition, CooperVision incurred \$2.8 million of integration costs included in operating expenses.

Table of Contents

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

## Notes to Consolidated Condensed Financial Statements

(Unaudited)

A summary of the total restructuring costs by major component recognized for the fiscal year ended October 31, 2014, and nine months ended July 31, 2015, is as follows:

(In millions)	Employee-related	Facilities-related	Product Rationalization	Total
Amounts incurred in:				
Year ended October 31, 2014	\$20.3	\$0.5	\$15.3	\$36.1
Nine months ended July 31, 2015	(5.9	) 0.3	26.2	20.6
Cumulative amounts incurred as of July 31, 2015	\$14.4	\$0.8	\$41.5	\$56.7

The following table summarizes the restructuring activities by major component for the fiscal year ended October 31, 2014 and the nine months ended July 31, 2015:

(In millions)	Employee-related	Facilities-related	Product Rationalization	Total	
Additions during fiscal 2014	\$20.3	\$0.5	\$15.3	\$36.1	
Payments during the fiscal year	(0.4	) —	—	(0.4	)
Non-cash adjustments (b)	—	—	(15.3	) (15.3	)
Balance at October 31, 2014	19.9	0.5	—	20.4	
Additions (reductions) during the nine months ended July 31, 2015	(5.9	) 0.3	26.2	20.6	
Payments during the nine months ended July 31, 2015	(5.3	) (0.1	) —	(5.4	)
Non-cash adjustments (a) (b)	0.2	(0.1	) (26.2	) (26.1	)
Balance as of July 31, 2015	\$8.9	\$0.6	\$—	\$9.5	

(a) Non-cash adjustments for employee-related and facilities-related costs represent currency translation adjustment.

(b) Non-cash adjustments for product rationalization represent equipment disposals, inventory write-offs and accelerated depreciation.

## Note 4. Inventories

(In thousands)	July 31, 2015	October 31, 2014
Raw materials	\$78,051	\$76,870
Work-in-process	14,471	14,344
Finished goods	313,444	290,260
	\$405,966	\$381,474

Inventories are stated at the lower of cost or market. Cost is computed using standard cost that approximates actual cost, on a first-in, first-out basis.

Table of Contents

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

## Notes to Consolidated Condensed Financial Statements

(Unaudited)

## Note 5. Intangible Assets

## Goodwill

(In thousands)

	CooperVision	CooperSurgical	Total	
Balance as of October 31, 2013	\$1,048,478	\$339,133	\$1,387,611	
Net additions during the year ended October 31, 2014	857,146	25,543	882,689	
Translation	(44,063	) (5,316	) (49,379	)
Balance as of October 31, 2014	1,861,561	359,360	2,220,921	
Net reductions during the nine-month period ended July 31, 2015	(1,189	) (8	) (1,197	)
Translation	(23,306	) (7,265	) (30,571	)
Balance as of July 31, 2015	\$1,837,066	\$352,087	\$2,189,153	

We performed our annual impairment assessment in our fiscal third quarter of 2015, and our analysis indicated that we had no impairment of goodwill. We performed our annual impairment assessment in our fiscal third quarter of 2014, and our analysis indicated that we had no impairment of goodwill. We evaluate goodwill for impairment annually during the fiscal third quarter and when an event occurs or circumstances change such that it is reasonably possible that impairment may exist. We account for goodwill and evaluate our goodwill balances and test them for impairment in accordance with related accounting standards.

In fiscal 2015 and 2014, we performed a qualitative assessment to test each reporting unit's goodwill for impairment. Qualitative factors considered in this assessment include industry and market considerations, overall financial performance and other relevant events and factors affecting each reporting unit. Based on our qualitative assessment, if we determine that the fair value of a reporting unit is more likely than not to be less than its carrying amount, the two step impairment test will be performed. Initially, we compare the book value of net assets to the fair value of each reporting unit that has goodwill assigned to it. If the fair value is determined to be less than the book value, a second step is performed to compute the amount of the impairment. A reporting unit is the level of reporting at which goodwill is tested for impairment. Our reporting units are the same as our business segments - CooperVision and CooperSurgical - reflecting the way that we manage our business.

Goodwill impairment analysis and measurement is a process that requires significant judgment. If our common stock price trades below book value per share, there are changes in market conditions or a future downturn in our business, or a future annual goodwill impairment test indicates an impairment of our goodwill, we may have to recognize a non-cash impairment of goodwill that could be material and could adversely affect our results of operations in the period recognized and also adversely affect our total assets, stockholders' equity and financial condition.

## Other Intangible Assets

	As of July 31, 2015		As of October 31, 2014	
(In thousands)	Gross Carrying Amount	Accumulated Amortization & Translation	Gross Carrying Amount	Accumulated Amortization & Translation
Trademarks	\$20,546	\$3,938	\$21,281	\$2,937
Technology	320,447	109,617	326,620	93,780
Customer relationships	226,588	100,463	233,246	90,704
License and distribution rights and other	72,228	23,505	73,479	13,600
	639,809	\$237,523	654,626	\$201,021



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Less accumulated amortization and translation	237,523	201,021
Other intangible assets, net	\$402,286	\$453,605

12

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Table of Contents

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

## Notes to Consolidated Condensed Financial Statements

(Unaudited)

We estimate that amortization expense for our existing other intangible assets at July 31, 2015, will be \$50.9 million in fiscal 2015, \$48.5 million in fiscal 2016, \$45.2 million in fiscal 2017, \$43.3 million in fiscal 2018 and \$40.5 million in fiscal 2019.

## Note 6. Debt

(In thousands)

	July 31, 2015	October 31, 2014
Short-term:		
Loan notes issued for Sauflon acquisition	\$—	\$55,074
Overdraft and other credit facilities	237,558	46,444
	\$237,558	\$101,518
Long-term:		
Credit agreement	\$69,800	\$279,500
Term loans	1,000,000	1,000,000
Other	499	1,333
	\$1,070,299	\$1,280,833

## Credit Agreement

On May 31, 2012, Cooper entered into an amendment to our Credit Agreement, dated as of January 12, 2011, by and among the Company, CooperVision International Holding Company, LP, the lenders party thereto and KeyBank National Association, as administrative agent. The Credit Agreement, as amended, provides for a multicurrency revolving credit facility in an aggregate commitment amount of \$1.0 billion and the aggregate commitment amount under the revolving facility may be increased, upon written request by Cooper, by \$500.0 million. The amended Credit Agreement has a termination date of May 31, 2017.

In connection with the Sauflon acquisition, on June 30, 2014, we entered into an amendment (Credit Agreement Amendment) to the Credit Agreement, dated as of January 12, 2011, as amended, by and among (i) the Company, (ii) CooperVision International Holding Company, LP, an indirect subsidiary of the Company, (iii) the lenders from time to time party thereto and (iv) Keybank National Association, as administrative agent. The Credit Agreement Amendment modifies certain provisions of the Credit Agreement to, among other things, amend certain restrictive covenants and related definitions to allow for certain indebtedness, investments, guaranty obligations, acquisitions, intercompany loans, capital distributions and dispositions of assets made or to be made in connection with the acquisition.

The commitment fee rate ranges between 0.100% and 0.275% of the unused portion of the revolving facility based on a pricing grid tied to our Total Leverage Ratio (as defined below and in the Credit Agreement). The applicable margin rates on loans outstanding under the Credit Agreement will bear interest based, at our option, on either the base rate or the adjusted Eurodollar rate (currently referred to as LIBOR) or adjusted foreign currency rate (each as defined in the amended Credit Agreement), plus an applicable margin of between 0.00% and 0.75% in respect of base rate loans and between 1.00% and 1.75% in respect of adjusted Eurodollar rate or adjusted foreign currency rate loans, in each case in accordance with a pricing grid tied to our Total Leverage Ratio, as defined in the Credit Agreement. In addition to the annual commitment fee, we are also required to pay certain letter of credit and related fronting fees and other administrative fees pursuant to the terms of the Credit Agreement.

The Credit Agreement is not secured by any of the Company's, or any of its subsidiaries', assets. All obligations under the Credit Agreement will be guaranteed by each of our existing and future direct and indirect material domestic subsidiaries.

Pursuant to the terms of the Credit Agreement and the term loans discussed below, we are also required to maintain specified financial ratios:

The ratio of Consolidated Proforma EBITDA to Consolidated Interest Expense (as defined, Interest Coverage Ratio) be at least 3.00 to 1.00 at all times.



Table of Contents

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements

(Unaudited)

The ratio of Consolidated Funded Indebtedness to Consolidated Proforma EBITDA (as defined, Total Leverage Ratio) be no higher than 3.75 to 1.00.

At July 31, 2015, we were in compliance with the Interest Coverage Ratio at 33.87 to 1.00 and the Total Leverage Ratio at 2.33 to 1.00.

At July 31, 2015, we had \$930.0 million available under the Credit Agreement.

Uncommitted Revolving Lines of Credit on March 24, 2015

On March 24, 2015, we entered into uncommitted line of credit agreements with TD Bank, N.A. and Santander Bank, N.A. These lines of credit have a termination date of March 24, 2016, and each provide revolving loan amounts to Cooper of up to \$100.0 million, at the lender's option, with maturity dates of up to ninety days from the loan origination date. Amounts outstanding under these agreements will bear interest at a rate equal to LIBOR for the period plus, 0.90%, payable in arrears on the last day of the period, as defined in the agreements.

At July 31, 2015, we had \$200.0 million outstanding under these agreements.

\$300.0 million Term Loan on September 12, 2013

On September 12, 2013, the Company entered into a five-year, \$300.0 million, senior unsecured term loan agreement by and among the Company; the lenders party thereto and KeyBank National Association, as administrative agent. This syndicated credit facility, as subsequently amended, will mature on September 12, 2018, and will be subject to amortization of principal of 5% per annum payable quarterly beginning October 31, 2016, with the balance payable at maturity.

Amounts outstanding under this term loan agreement will bear interest, at the Company's option, at either the base rate, which is a rate per annum equal to the greatest of (a) KeyBank's prime rate, (b) 0.5% in excess of the federal funds effective rate and (c) 1% in excess of the adjusted Eurodollar rate (currently referred to as LIBOR) for a one-month interest period on such day, or the adjusted Eurodollar rate, plus, in each case, an applicable margin. The applicable margins will be determined quarterly by reference to a grid based upon the Company's Total Leverage Ratio, as defined in the term loan agreement, and consistent with the revolving Credit Agreement discussed above.

This term loan agreement contains customary restrictive covenants, as well as financial covenants that require the Company to maintain a certain Total Leverage Ratio and Interest Coverage Ratio, each as defined in the agreement, consistent with the revolving Credit Agreement discussed above. The agreement also contains customary events of default, the occurrence of which would permit the Administrative Agent to declare the principal, accrued interest and other obligations of the Company under the agreement to be immediately due and payable.

In connection with the Sauflon acquisition, on June 30, 2014, we entered into an amendment to this term loan agreement, dated as of September 12, 2013, by and among (i) the Company, (ii) the lenders from time to time party thereto and (iii) KeyBank National Association, as administrative agent. This term loan amendment modifies certain provisions of the term loan agreement to, among other things, amend certain restrictive covenants and related definitions to allow for certain indebtedness, investments, guaranty obligations, acquisitions, intercompany loans, capital distributions and dispositions of assets made or to be made in connection with the acquisition.

On August 4, 2014, we entered into Amendment No. 2 to this term loan agreement, dated as of September 12, 2013, as amended by Amendment No. 1 dated as of June 30, 2014, by and among the Company, the lenders party thereto and KeyBank National Association, as administrative agent. The term loan amendment modifies certain provisions of the term loan agreement to remove the call premium related to prepayments and/or refinancing of the term loan agreement, effective August 4, 2014.

At July 31, 2015, we had \$300.0 million outstanding under the Term Loan.

Table of Contents

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Notes to Consolidated Condensed Financial Statements

(Unaudited)

\$700.0 million Term Loan on August 4, 2014

On August 4, 2014, we entered into a three-year, \$700.0 million, senior unsecured term loan agreement by and among the Company, the lenders party thereto and KeyBank National Association as administrative agent. This syndicated credit facility will mature and the balance is payable on August 4, 2017. There is no amortization of principal and we may prepay loan balances from time to time, in whole or in part, without premium or penalty.

Amounts outstanding under this term loan agreement will bear interest, at the Company's option, at either the base rate, which is a rate per annum equal to the greatest of (a) KeyBank's prime rate, (b) 0.5% in excess of the federal funds effective rate and (c) 1% in excess of the adjusted Eurodollar rate (currently referred to as LIBOR) for a one-month interest period on such day, or the adjusted Eurodollar rate, plus, in each case, an applicable margin. The applicable margins will be determined quarterly by reference to a grid based upon the Company's Total Leverage Ratio, as defined in the term loan agreement and consistent with the revolving Credit Agreement discussed above.

This term loan agreement contains customary restrictive covenants, as well as financial covenants that require the Company to maintain a certain Total Leverage Ratio and Interest Coverage Ratio, each as defined in the agreement, and consistent with the revolving Credit Agreement as discussed above. This term loan agreement also contains customary events of default, the occurrence of which would permit the Administrative Agent to declare the principal, accrued interest and other obligations of the Company under the agreement to be immediately due and payable.

In August 2014, we utilized this facility to fund the acquisition of Sauflon, as well as to provide working capital and for general corporate purposes.

At July 31, 2015, we had \$700.0 million outstanding under this term loan.

Note 7. Income Taxes

Our effective tax rate (ETR) (provision for income taxes divided by pretax income) for the fiscal first nine months of 2015 was 6.1%. Our year-to-date results reflect the projected fiscal year ETR, plus any discrete items. The ETR used to record the provision for income taxes for the fiscal first nine months of 2014 was 8.1%. The ETR is below the United States statutory rate as a majority of our taxable income is earned in foreign jurisdictions with lower tax rates. We recognize the benefit from a tax position only if it is more likely than not that the position would be sustained upon audit based solely on the technical merits of the tax position. At November 1, 2014, Cooper had unrecognized tax benefits of which, if recognized, \$32.0 million would impact our ETR. For the nine-month period ended July 31, 2015, there were no material changes to the total amount of unrecognized tax benefits.

Interest and penalties of \$4.1 million have been reflected as a component of the total liability at November 1, 2014. It is our policy to recognize the items of interest and penalties directly related to income taxes as additional income tax expense.

Included in the balance of unrecognized tax benefits at November 1, 2014, is \$10.2 million related to tax positions for which it is reasonably possible that the total amounts could significantly change during the next twelve months. This amount represents a decrease in unrecognized tax benefits related to expiring statutes in various jurisdictions worldwide and relates primarily to transfer pricing matters.

At July 31, 2015, the tax years for which Cooper remains subject to United States Federal income tax assessment upon examination are 2011 through 2014. Cooper remains subject to income tax examinations in other significant tax jurisdictions including the United Kingdom, Japan, France and Australia for the tax years 2011 through 2014.



Table of Contents

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

## Notes to Consolidated Condensed Financial Statements

(Unaudited)

## Note 8. Earnings Per Share

Periods Ended July 31, (In thousands, except per share amounts)	Three Months		Nine Months	
	2015	2014	2015	2014
Net income attributable to Cooper stockholders	\$44,951	\$88,067	\$166,844	\$239,070
Basic:				
Weighted average common shares	48,600	48,042	48,421	47,990
Basic earnings per common share attributable to Cooper stockholders	\$0.92	\$1.83	\$3.45	\$4.98
Diluted:				
Weighted average common shares	48,600	48,042	48,421	47,990
Effect of potential dilutive common shares	644	880	736	911
Diluted weighted average common shares	49,244	48,922	49,157	48,901
Diluted earnings per common share attributable to Cooper stockholders	\$0.91	\$1.80	\$3.39	\$4.89

The following table sets forth stock options to purchase Cooper's common stock and restricted stock units that were not included in the diluted earnings per share calculation because their effect would have been antidilutive for the periods presented:

Periods Ended July 31, (In thousands, except exercise prices)	Three Months		Nine Months	
	2015	2014	2015	2014
Numbers of stock option shares excluded	49	138	123	138
Range of exercise prices	\$162.28	\$119.89	\$162.28	\$119.89
Numbers of restricted stock units excluded	1	—	5	1

## Note 9. Share-Based Compensation Plans

Cooper has several share-based compensation plans that are described in the Company's Annual Report on Form 10 K for the fiscal year ended October 31, 2014. The compensation expense and related income tax benefit recognized in our consolidated condensed financial statements for share-based awards were as follows:

Periods Ended July 31, (In millions)	Three Months		Nine Months	
	2015	2014	2015	2014
Selling, general and administrative expense	\$6.2	\$6.4	\$22.1	\$26.2
Cost of sales	0.6	0.5	2.0	1.8
Research and development expense	0.2	0.5	0.7	1.5
Total share-based compensation expense	\$7.0	\$7.4	\$24.8	\$29.5
Related income tax benefit	\$2.2	\$2.3	\$7.8	\$9.6

We capitalized share-based compensation expense as part of the cost of inventory in the amounts of \$0.6 million and \$2.0 million during the three and nine months ended July 31, 2015, respectively, and \$0.5 million and \$1.8 million during the three and nine months ended July 31, 2014, respectively.



Table of Contents

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

## Notes to Consolidated Condensed Financial Statements

(Unaudited)

## Note 10. Stockholders' Equity

## Analysis of Changes in Accumulated Other Comprehensive Income (Loss):

(In thousands)	Foreign Currency Translation Adjustment	Change in Value of Derivative Instruments	Minimum Pension Liability	Total
Balance at October 31, 2014	\$(92,355 )	\$(47 )	\$(13,780 )	\$(106,182 )
Gross change in value for the period	(62,027 )	—	22	(62,005 )
Reclassification adjustments for loss realized in net income	—	77	—	77
Tax effect for the period	—	(30 )	—	(30 )
Balance at July 31, 2015	\$(154,382 )	\$—	\$(13,758 )	\$(168,140 )
Balance at October 31, 2013	\$(4,592 )	\$(1,033 )	\$(10,137 )	\$(15,762 )
Gross change in value for the period	14,168	(58 )	22	14,132
Reclassification adjustments for loss realized in net income	—	1,445	—	1,445
Tax effect for the period	—	(541 )	—	(541 )
Balance at July 31, 2014	\$9,576	\$(187 )	\$(10,115 )	\$(726 )

## Share Repurchases

In December 2011, our Board of Directors authorized the 2012 Share Repurchase Program and subsequently amended the total repurchase authorization to \$500.0 million of the Company's common stock. This program has no expiration date and may be discontinued at any time. Purchases under the 2012 Share Repurchase Program are subject to a review of the circumstances in place at the time and may be made from time to time as permitted by securities laws and other legal requirements. No shares were repurchased during the fiscal third quarter of 2015 and 2014. In the fiscal first quarter of 2015, we repurchased 100 thousand shares of the Company's common stock for \$16.0 million, at an average purchase price of \$159.96 per share. In the fiscal first quarter of 2014, we repurchased 396 thousand shares for \$50.0 million, at an average purchase price of \$126.21 per share. At July 31, 2015, approximately \$169.7 million remains authorized for repurchase under the program.

## Dividends

We paid a semiannual dividend of approximately \$1.4 million or 3 cents per share on February 9, 2015, to stockholders of record on January 23, 2015. We paid another semiannual dividend of approximately \$1.5 million or 3 cents per share on August 6, 2015, to stockholders of record on July 24, 2015 .

## Note 11. Fair Value Measurements

At July 31, 2015 and October 31, 2014, the carrying value of cash and cash equivalents, accounts receivable, prepaid expense and other current assets, lines of credit, accounts payable and other current liabilities approximate fair value due to the short-term nature of such instruments and the ability to obtain financing on similar terms.

Assets and liabilities are measured and reported at fair value per related accounting standards that define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. An asset's or liability's level is based on the lowest level of input that is significant to the fair value measurement. Assets and liabilities carried at fair value are valued and disclosed in one of the following three levels of the valuation hierarchy:

Table of Contents

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

## Notes to Consolidated Condensed Financial Statements

(Unaudited)

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs reflecting the reporting entity's own assumptions.

We believe that the balances of our revolving debt and term loans approximated their fair values as of July 31, 2015 and October 31, 2014 and are categorized as Level 2 of the fair value hierarchy.

The Company has derivative assets and liabilities that may include interest rate swaps, cross currency swaps and foreign currency forward contracts. The impact of the counterparty's creditworthiness when in an asset position and Cooper's creditworthiness when in a liability position has also been factored into the fair value measurement of the derivative instruments. Both the counterparty and Cooper are expected to continue to perform under the contractual terms of the instruments.

We may use interest rate swaps to maintain our desired mix of fixed-rate and variable-rate debt. The swaps exchange fixed and variable rate payments without exchanging the notional principal amount of the debt. We generally have elected to use the income approach to value the derivatives using observable Level 2 market expectations at the measurement date and standard valuation techniques to convert future amounts to a single present amount assuming that participants are motivated but not compelled to transact. Level 2 inputs are limited to quoted prices for similar assets or liabilities in active markets, specifically Eurodollar futures contracts up to three years, and inputs other than quoted prices that are observable for the asset or liability - specifically LIBOR cash and swap rates and credit risk at commonly quoted intervals. Mid-market pricing may be used as a practical expedient for fair value measurements.

We may use foreign exchange forward contracts to minimize, to the extent reasonable and practical, our exposure to the impact of foreign currency fluctuations. We have elected to use the income approach to value the derivatives using observable Level 2 market expectations at the measurement date and standard valuation techniques to convert future amounts to a single present amount assuming that participants are motivated but not compelled to transact. Level 2 inputs for the valuations are limited to quoted prices for similar assets or liabilities in active markets and inputs other than quoted prices that are observable for the asset or liability - specifically LIBOR cash rates, credit risk at commonly quoted intervals, foreign exchange spot rates and forward points. Mid-market pricing is used as a practical expedient for fair value measurements.

The following table sets forth our financial assets and liabilities that were measured at fair value on a recurring basis using Level 2 inputs during the fiscal first nine months of 2015, within the fair value hierarchy at July 31, 2015, and fiscal year 2014, within the fair value hierarchy at October 31, 2014:

(In millions)	July 31, 2015	October 31, 2014
Assets:		
Foreign exchange contracts	\$0.3	\$0.6
Liabilities:		
Interest rate swaps	\$—	0.1
Foreign exchange contracts	0.6	3.3
	\$0.6	\$3.4

Table of Contents

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

## Notes to Consolidated Condensed Financial Statements

(Unaudited)

## Note 12. Employee Benefits

Cooper's Retirement Income Plan (Plan), a defined benefit plan, covers substantially all full-time United States employees. Our contributions are designed to fund normal cost on a current basis and to fund the estimated prior service cost of benefit improvements. The unit credit actuarial cost method is used to determine the annual cost. Cooper pays the entire cost of the Plan and funds such costs as they accrue. Virtually all of the assets of the Plan are comprised of equities and participation in equity and fixed income funds.

Our results of operations for the three and nine months ended July 31, 2015 and 2014 reflect the following components of net periodic pension costs:

Periods Ended July 31, (In thousands)	Three Months		Nine Months	
	2015	2014	2015	2014
Service cost	\$2,037	\$1,768	\$6,110	\$5,305
Interest cost	1,063	988	3,191	2,963
Expected returns on assets	(1,512 )	(1,237 )	(4,538 )	(3,712 )
Amortization of prior service cost	1	6	3	18
Recognized net actuarial loss	246	154	740	462
Net periodic pension cost	\$1,835	\$1,679	\$5,506	\$5,036

Cooper contributed \$2.5 million and \$5.0 million to the Plan in the three and nine months ended July 31, 2015, respectively, and expects to contribute an additional \$5.0 million during fiscal 2015. We contributed \$1.4 million and \$5.8 million to the Plan in the three and nine months ended July 31, 2014. The expected rate of return on plan assets for determining net periodic pension cost is 8%.

## Note 13. Contingencies

On or about November 11, 2014, Johnson & Johnson Vision Care (JJVC) filed an action in the district court of Dusseldorf, Germany, against CooperVision GmbH and CooperVision, Inc. (collectively "CooperVision" or "we") for patent infringement. In the action, JJVC alleged that certain CooperVision products infringe JJVC's European Patent No. EP 1 754 728 B1, and was seeking damages and to enjoin these products from selling in Germany. We were challenging the validity of the patent before the European Patent Office.

In July 2015, CooperVision made a one-time lump sum payment to JJVC of \$17.0 million to settle our existing patent disputes. As a result of the settlement, we withdrew our opposition to the JJVC patent filed before the European Patent Office, and JJVC withdrew its complaint of infringement pending before the district court of Dusseldorf, Germany. The settlement included worldwide, non-exclusive, perpetual and royalty-free cross-licenses between the parties to certain patents including the JJVC patent referenced above. The settlement also included reciprocal covenants not to sue on those patents which were not licensed with respect to each party's current, core commercialized product offerings, including all silicone hydrogel lenses. Neither party admitted any liability as part of the settlement.

Since March 2015, over 50 putative class action complaints were filed by contact lens consumers alleging that contact lens manufacturers, in conjunction with their respective Unilateral Pricing Policy (UPP), conspired to reach agreements between each other and certain distributors and retailers regarding the prices at which certain contact lenses could be sold to consumers. The plaintiffs are seeking damages against CooperVision, Inc., other contact lens manufacturers, distributors and retailers, in various courts around the United States. In June 2015, all of the class action cases were consolidated and transferred to the United States District Court for the Middle District of Florida. CooperVision denies the allegations and intends to defend the actions vigorously. We are not in a position to assess whether any loss or adverse effect on our financial condition is probable or remote or to estimate the range of potential loss, if any.



Table of Contents

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

## Notes to Consolidated Condensed Financial Statements

(Unaudited)

## Note 14. Business Segment Information

Cooper uses operating income, as presented in our financial reports, as the primary measure of segment profitability. We do not allocate costs from corporate functions to segment operating income. Items below operating income are not considered when measuring the profitability of a segment. We use the same accounting policies to generate segment results as we do for our consolidated results.

Identifiable assets are those used in continuing operations except cash and cash equivalents, which we include as corporate assets. Long-lived assets are property, plant and equipment.

Segment information:

Periods Ended July 31, (In thousands)	Three Months		Nine Months	
	2015	2014	2015	2014
CooperVision net sales by category:				
Toric lens	\$114,227	\$112,330	\$329,784	\$318,290
Multifocal lens	42,620	38,393	122,985	107,627
Single-use sphere lens	93,730	73,834	263,037	214,310
Non single-use sphere and other	134,893	125,343	398,599	367,058
Total CooperVision net sales	385,470	349,900	1,114,405	1,007,285
CooperSurgical net sales	76,208	82,582	227,119	242,494
Total net sales	\$461,678	\$432,482	\$1,341,524	\$1,249,779
Operating income (loss):				
CooperVision	\$46,359	\$88,386	\$187,233	\$255,150
CooperSurgical	15,043	18,419	42,451	50,673
Corporate	(11,091)	(10,240)	(35,266)	(38,712)
Total operating income	50,311	96,565	194,418	267,111
Interest expense	4,690	1,499	13,323	4,713
Other expense, net	1,020	683	2,037	739
Income before income taxes	\$44,601	\$94,383	\$179,058	\$261,659
(In thousands)		July 31, 2015		October 31, 2014
Identifiable assets:				
CooperVision		\$3,735,893		\$3,699,614
CooperSurgical		628,800		646,200
Corporate		57,989		112,526
Total		\$4,422,682		\$4,458,340

Table of Contents

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

## Notes to Consolidated Condensed Financial Statements

(Unaudited)

## Geographic information:

Periods Ended July 31, (In thousands)	Three Months 2015		Nine Months 2015	
		2014		2014
Net sales to external customers by country of domicile:				
United States	\$203,019	\$196,032	\$604,281	\$573,282
Europe	173,829	145,543	487,579	406,007
Rest of world	84,830	90,907	249,664	270,490
Total	\$461,678	\$432,482	\$1,341,524	\$1,249,779
(In thousands)			July 31, 2015	October 31, 2014
Long-lived assets by country of domicile:				
United States			\$497,050	\$499,195
Europe			418,700	406,433
Rest of world			59,126	31,697
Total			\$974,876	\$937,325

Table of Contents

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Note numbers refer to "Notes to Consolidated Condensed Financial Statements" in Item 1. Financial Statements.

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. These include statements relating to plans, prospects, goals, strategies, future actions, events or performance and other statements which are other than statements of historical fact, including all statements regarding the acquisition of Sauflon including Sauflon's financial position, market position, product development and business strategy, expected cost synergies, expected timing and benefits of the transaction, as well as estimates of our and Sauflon's future expenses, sales and earnings per share are forward-looking. In addition, all statements regarding anticipated growth in our revenue, anticipated effects of any product recalls, anticipated market conditions, planned product launches and expected results of operations and integration of any acquisition are forward-looking. To identify these statements look for words like "believes," "expects," "may," "will," "should," "could," "seeks," "intends," "plans," "estimates" or "anticipates" and similar words or phrases. Forward-looking statements necessarily depend on assumptions, data or methods that may be incorrect or imprecise and are subject to risks and uncertainties. Among the factors that could cause our actual results and future actions to differ materially from those described in forward-looking statements are:

Adverse changes in the global or regional general business, political and economic conditions, including the impact of continuing uncertainty and instability of certain European Union countries that could adversely affect our global markets.

Foreign currency exchange rate and interest rate fluctuations including the risk of fluctuations in the value of foreign currencies that would decrease our revenues and earnings.

Acquisition-related adverse effects including the failure to successfully obtain the anticipated revenues, margins and earnings benefits of acquisitions, including the Sauflon acquisition; integration delays or costs and the requirement to record significant adjustments to the preliminary fair value of assets acquired and liabilities assumed within the measurement period, required regulatory approvals for an acquisition not being obtained or being delayed or subject to conditions that are not anticipated, adverse impacts of changes to accounting controls and reporting procedures, contingent liabilities or indemnification obligations, increased leverage and lack of access to available financing (including financing for the acquisition or refinancing of debt owed by us on a timely basis and on reasonable terms). A major disruption in the operations of our manufacturing, research and development or distribution facilities, due to technological problems, including any related to our information systems maintenance or enhancements, integration of acquisitions, natural disasters or other causes.

Disruptions in supplies of raw materials, particularly components used to manufacture our silicone hydrogel lenses.

Compliance costs and potential liability in connection with U.S. and foreign healthcare regulations, including product recalls, warning letters and potential losses resulting from sales of counterfeit and other infringing products.

Legal costs, insurance expenses, settlement costs and the risk of an adverse decision or settlement related to product liability, patent infringement or other litigation.

Changes in tax laws or their interpretation and changes in statutory tax rates.

Limitations on sales following product introductions due to poor market acceptance.

New competitors, product innovations or technologies.

Reduced sales, loss of customers and costs and expenses related to recalls.

Table of Contents

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

- New U.S. and foreign government laws and regulations, and changes in existing laws, regulations and enforcement guidance, which affect the medical device industry and the healthcare industry generally.
  - Failure to receive, or delays in receiving, U.S. or foreign regulatory approvals for products.
  - Failure to obtain adequate coverage and reimbursement from third party payors for our products.
  - The requirement to provide for a significant liability or to write off, or accelerate depreciation on, a significant asset, including goodwill.
  - The success of our research and development activities and other start-up projects.
  - Dilution to earnings per share from the Sauflon acquisition or other acquisitions or issuing stock.
  - Changes in accounting principles or estimates.
  - Environmental risks.
- Other events described in our Securities and Exchange Commission filings, including the "Business" and "Risk Factors" sections in our Annual Report on Form 10-K for the fiscal year ended October 31, 2014, as such Risk Factors may be updated in quarterly filings.
- We caution investors that forward-looking statements reflect our analysis only on their stated date. We disclaim any intent to update them except as required by law.



Table of Contents

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

In this section, we discuss the results of our operations for the fiscal third quarter of 2015 ended July 31, 2015, and the nine months then ended and compare them with the same periods of fiscal 2014. We discuss our cash flows and current financial condition under "Capital Resources and Liquidity." Within the tables presented, percentages are calculated based on the underlying whole-dollar amounts and, therefore, may not recalculate from the rounded numbers used for disclosure purposes.

Third Quarter Highlights

- Net sales of \$461.7 million, up 7% from \$432.5 million
- Gross profit \$272.9 million, down 3% from \$280.6 million
- Operating income \$50.3 million, down 48% from \$96.6 million
- Diluted earnings per share of \$0.91, down from \$1.80 per share
- Cash provided by operations \$96.0 million, down from \$107.9 million

Results in our fiscal third quarter include \$13.0 million of expenses primarily due to product and equipment rationalization related to recent acquisitions, \$2.1 million of costs associated with the start-up of new manufacturing facilities, and \$0.2 million of severance costs, all recorded in cost of sales; \$9.7 million of expenses for acquisition, restructuring and integration activities and \$18.3 million of legal costs, recorded in operating expenses; as well as \$12.5 million for amortization of intangible assets. The legal costs include a \$17.0 million settlement related to intellectual property claims by Johnson & Johnson Vision Care (JJVC) as well as litigation costs relating to the class action complaints filed against CooperVision and other contact lens manufacturers, distributors and retailers relating to Unilateral Pricing Policy (UPP).

Nine-Month Highlights

- Net Sales of \$1,341.5 million, up 7% from \$1,249.8 million
- Gross profit of \$817.0 million, up about 1% from \$812.0 million
- Operating income \$194.4 million, down 27% from \$267.1 million
- Diluted earnings per share of \$3.39, down from \$4.89 per share
- Cash provided by operations \$286.4 million, down from \$302.8 million

Results in the nine months ended July 31, 2015 include \$27.4 million of expenses primarily due to product and equipment rationalization related to recent acquisitions, \$4.6 million of costs associated with the start-up of new manufacturing facilities, and \$0.5 million of severance costs, all recorded in cost of sales; \$20.9 million of expenses for acquisition, restructuring and integration activities and \$19.2 million of certain legal costs, discussed above, recorded in operating expenses; as well as \$38.4 million for amortization of intangible assets.

Outlook

Overall, we remain optimistic about the long-term prospects for the worldwide contact lens and women's healthcare markets. However, events affecting the economy as a whole, including the uncertainty and instability of global markets driven by foreign currency volatility, European debt concerns and the Affordable Care Act, including the trend of consolidation within the healthcare industry, impact our current performance and continue to represent a risk to our performance for fiscal year 2015.

CooperVision - We compete in the worldwide contact lens market with our spherical, toric and multifocal contact lenses offered in a variety of materials including using silicone hydrogel Aquaform® technology and phosphorylcholine technology (PC) Technology™. We believe that there will be lower contact lens wearer dropout rates as technology



Table of Contents

THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

improves and enhances the wearing experience through a combination of improved designs and materials and the growth of preferred modalities such as single-use and monthly wearing options. CooperVision is focused on greater worldwide market penetration as we introduce new products and continue to expand our presence in existing and emerging markets, including through acquisitions.

On August 6, 2014, we acquired Sauflon Pharmaceuticals Limited (Sauflon), a privately-held European manufacturer and distributor of soft contact lenses and aftercare solutions. The acquisition of Sauflon expanded our contact lens product portfolio particularly with Sauflon's clariti<sup>®</sup> 1day brand of single-use silicone hydrogel spherical, toric and multifocal lenses. Sauflon has a global presence with manufacturing facilities in the United Kingdom and Hungary. Sales of contact lenses utilizing silicone hydrogel materials, a major product material in the industry, have grown significantly. Our ability to compete successfully with a full range of silicone hydrogel products is an important factor to achieving our desired future levels of sales growth and profitability. CooperVision markets monthly and two-week silicone hydrogel spherical and toric lens products under our Biofinity<sup>®</sup>, clariti<sup>®</sup> and Avaira<sup>®</sup> brands and a monthly silicone hydrogel multifocal lens under Biofinity. CooperVision markets single-use silicone hydrogel spherical, toric and multifocal lenses under our clariti 1day brand and single-use silicone hydrogel spherical lenses under MyDay<sup>®</sup>. We believe that the global market for single-use contact lenses will continue to grow and that competitive silicone hydrogel single-use products represent an opportunity for our business. We compete with clariti and MyDay, our single-use silicone hydrogel lenses, and our Proclear<sup>®</sup> 1 Day products. Our clariti 1day brand provides the first and only single-use silicone hydrogel lenses in the marketplace with a complete line of spherical, toric and multifocal contact lenses. We forecast increasing aggregate demand for our existing and future single-use products. To meet this anticipated demand, we plan to continue the implementation of capital projects to invest in increased single-use manufacturing capacity.

CooperSurgical - Our CooperSurgical business competes in the highly fragmented medical device segment of the women's healthcare market. CooperSurgical has steadily grown its market presence and distribution system by developing products and acquiring companies and products that complement its business model. In August 2015, CooperSurgical acquired Reprogenetics, a genetics laboratory specializing in preimplantation genetic screening (PGS) and preimplantation genetic diagnosis (PGD) used during the in vitro fertilization (IVF) process. We paid \$46.5 million for Reprogenetics and expect the acquisition to be neutral to earnings per share excluding acquisition costs and related amortization through fiscal 2016. We intend to continue to invest in CooperSurgical's business through acquisitions of companies and product lines. CooperSurgical product sales are categorized based on the point of healthcare delivery including products used in medical office and surgical procedures by obstetricians and gynecologists (ob/gyns) that represented 67% of CooperSurgical's net sales in the fiscal third quarter of 2015 compared to 66% in the prior year period. CooperSurgical's remaining sales are products used in fertility clinics that now represent 33% of CooperSurgical's net sales compared to 34% in the prior year period.

Capital Resources - At July 31, 2015, we had \$17.0 million in cash, primarily outside the United States, and \$930.0 million available under our revolving Credit Agreement. The \$700.0 million term loan entered into on August 4, 2014, and the \$300.0 million term loan entered into on September 12, 2013, remain outstanding as of July 31, 2015. On March 24, 2015, we entered into two new uncommitted revolving lines of credit with a termination date of March 24, 2016, and a maximum combined capacity of \$200.0 million. At July 31, 2015, all \$200.0 million was outstanding and the proceeds were utilized to pay down higher interest rate debt on our revolving Credit Agreement.

On July 14, 2015, CooperVision made a one-time lump sum payment to JJVC of \$17.0 million to settle our existing patent disputes. As discussed in Note 13 of the notes to consolidated condensed financial statements, the settlement was royalty-free and neither party admitted any liability. On April 7, 2015, we paid all of the outstanding loan notes issued to previous holders of Sauflon shares for the Sauflon acquisition in the amount of \$51.2 million that had been recorded in short term debt. Our current cash balance and availability under existing credit facilities reflects the use of cash outside the United States and the use of existing credit facilities to fund the \$1.1 billion acquisition of Sauflon in August 2014. We believe that our cash and cash equivalents, cash flow from operating activities and borrowing capacity under existing credit facilities will fund operations both in the next 12 months and in the longer term as well as current and long-term cash requirements for capital expenditures, acquisitions, share repurchases and cash dividends. However, depending on the size or timing of these business activities, we may seek to raise additional debt financing.

Table of Contents

## THE COOPER COMPANIES, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition  
and Results of Operations

## Selected Statistical Information – Percentage of Sales and Growth

Periods Ended July 31,	Three Months			Nine Months				
	Percentage of Sales		2015 vs 2014	Percentage of Sales		2015 vs 2014		
	2015	2014	% Change	2015	2014	% Change		
Net sales	100	% 100	% 7	% 100	% 100	% 7	%	
Cost of sales	41	% 35	% 24	% 39	% 35	% 20	%	
Gross profit	59	% 65	% (3	)% 61	% 65	% 1	%	
Selling, general and administrative expense	41	% 37	% 19	% 40	% 38	% 12	%	
Research and development expense	4	% 4	% 14	% 4	% 4	% 7	%	
Amortization of intangibles	3	% 2	% 85	% 3	% 2	%		