COOPER COMPANIES INC
Form 8-K
November 01, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

# FORM 8-K

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 1, 2018**

**THE COOPER COMPANIES, INC.**

**(Exact name of registrant as specified in its charter)**

| **Delaware** | **1-8597** | **94-2657368** |
|---|---|---|
| **(State or other jurisdiction of incorporation)** | **(Commission File Number)** | **(IRS Employer Identification No.)** |

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

**(Address of principal executive offices)**

**(925) 460-3600**

**(Registrant s telephone number, including area code)**

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01. Entry into a Material Definitive Agreement.**

On November 1, 2018, The Cooper Companies, Inc. (the Company ) entered into a 364-day, $400 million, senior unsecured term loan agreement by and among the Company, the lenders from time to time party thereto, each of PNC Capital Markets LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as a joint lead arranger and a joint bookrunner, Bank of America, N.A. as syndication agent, and PNC Bank, National Association ( PNC Bank ), as administrative agent (the Administrative Agent ). The Company intends to use the funds it has drawn under the facility to partially repay outstanding borrowings under the Company s revolving credit agreement, which the Company currently anticipates will result in approximately $1.6 million of interest expense savings over the 364-day term of this new term loan facility.

The Company may increase commitments under the term loan agreement or establish a new term loan facility under the term loan agreement in an aggregate principal amount not to exceed $100 million plus the amount of any voluntary prepayments of the term loan facility upon prior written notice to the Administrative Agent and subject to certain limitations set forth in the term loan agreement.

Amounts outstanding under this term loan agreement will bear interest, at the Company s option, at either (i) the alternate base rate, which is a rate per annum equal to the greatest of (a) PNC Bank s prime rate, (b) one-half of one percent in excess of the federal funds effective rate and (c) one percent in excess of the adjusted LIBO rate for a one-month interest period on such day, or (ii) the adjusted LIBO rate, plus, in the case of adjusted LIBO rate loans, an applicable rate of 60 basis points.

The term loan balance is payable at maturity on October 31, 2019. The new term loan is not subject to amortization and is not subject to mandatory prepayments prior to maturity. The Company may prepay loan balances from time to time, in whole or in part, without premium or penalty (other than any related breakage costs).

The Company s new term loan is not secured by any of its or any of its subsidiaries assets. All obligations under the new term loan will be guaranteed by each of the Company s existing and future direct and indirect domestic material subsidiaries, as defined in the term loan agreement.

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. 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.

The foregoing description of the term loan agreement dated November 1, 2018, set forth in this Current Report on Form 8-K, is qualified in its entirety by reference to the full text of the agreement, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

This Current Report on Form 8-K contains forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995, including with respect to currently anticipated interest expense savings. 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 those events described in our Securities and Exchange Commission filings, including the Business and Risk Factors sections in the Company s Annual Report on Form 10-K for the fiscal year ended October 31, 2017, as such Risk Factors may be updated in quarterly filings.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated in this Item 2.03 by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description |
|---|---|
| 10.1 | Loan Agreement, dated as of November 1, 2018, among The Cooper Companies, Inc., the lenders party thereto, and PNC Bank, National Association, as administrative agent. |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE COOPER COMPANIES, INC.

By: /s/ Brian G. Andrews
Brian G. Andrews
Chief Financial Officer & Treasurer

Dated: November 1, 2018