

Edwards Lifesciences Holding, Inc.

Form 3

February 21, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Edwards Lifesciences
Holding, Inc.

(Last) (First) (Middle)

ONE EDWARDS WAY

(Street)

IRVINE, CA 92614

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/11/2019

3. Issuer Name and Ticker or Trading Symbol

CAS MEDICAL SYSTEMS INC [CASM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock, \$0.004 par value

0

I

See Footnotes (1) (2) (3) (4) (5) (6)

Convertible Preferred Stock, \$0.001 par value

0

I

See Footnotes (1) (2) (3) (4) (5) (6)

Exchangeable Preferred Stock, \$0.001 par value

0

I

See Footnotes (1) (2) (3) (4) (5) (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	Â (1)(2)(3)(4)(5)(6)	Â (1)(2)(3)(4)(5)(6)	Common Stock, \$0.004 par value per share	0	\$ (1) (2) (3) (4) (5) (6)
				I	See Footnotes (1) (2) (3) (4) (5) (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Lifesciences Holding, Inc. ONE EDWARDS WAY IRVINE, CA 92614	Â	Â X	Â	Â
Edwards Lifesciences Corp ONE EDWARDS WAY IRVINE, CA 92614	Â	Â X	Â	Â

Signatures

Edwards Lifesciences Holding, Inc., By: Linda J. Park 02/21/2019

__Signature of Reporting Person Date

Edwards Lifesciences Corporation, By: Linda J. Park 02/21/2019

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On February 11, 2019, CAS Medical Systems, Inc. ("Issuer"), Edwards Lifesciences Holding, Inc., a Delaware corporation and a wholly-owned subsidiary of Edwards Lifesciences Corporation ("Acquiror") and Crown Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Acquiror ("Merger Sub"), entered into an Agreement and Plan of Merger (the "Merger Agreement") pursuant to which, subject to the satisfaction or waiver of the conditions set forth therein, Merger Sub will merge with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving company and a wholly-owned subsidiary of Acquiror.

Edwards Lifesciences Corporation ("Edwards") and Acquiror may be deemed to have beneficial ownership of (i) 3,706,406 shares of Common Stock, \$0.004 par value, of Issuer ("Common Stock") held by Thomas, McNerney & Partners, L.P., TMP Nominee II, L.L.C., TMP Associates II, L.P., Thomas M. Patton, Jeffery A. Baird, John K. Gamelin, Paul B. Benni, Alan W. Milinazzo, Paul A. Molloy, Gregory P. Rainey, James E. Thomas, Kathleen A. Tune and Kenneth R. Weisshaar (each, a "Stockholder"); (ii) 150,000 shares of Exchangeable Preferred Stock, \$0.001 par value, and Convertible Preferred Stock, \$0.001 par value, of Issuer (collectively, "Preferred Stock") held by Thomas, McNerney & Partners, L.P., TMP Nominee II, L.L.C., and TMP Associates II, L.P.; and

(3)

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(Continued from Footnote 2) (iii) 1,840,000 shares of Common Stock issuable in the aggregate upon the vesting and exercise of options to purchase Common Stock granted to Thomas M. Patton, Jeffery A. Baird, John K. Gamelin, Paul B. Benni, Alan W. Milinazzo, Paul A. Molloy, Gregory P. Rainey, James E. Thomas, Kathleen A. Tune and Kenneth R. Weisshaar, as a result of entering into voting agreements (together, the "Voting Agreements"), dated as of February 11, 2019, with each Stockholder. A copy of the form of Voting Agreement that Acquiror entered into with each Stockholder was filed as an exhibit to Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 12, 2019. Pursuant to the Voting Agreements, the Stockholders agreed, among other things and subject to the terms and conditions therein, to vote their shares in favor of the adoption of the Merger Agreement and the transactions contemplated thereby, including the Merger,

(Continued from Footnote 3) and against any alternative proposal. In addition, each Stockholder waived appraisal rights and provided an irrevocable proxy to Acquiror to vote in favor of the Merger, including by voting for the adoption of the Merger Agreement. The Voting Agreements do not limit or restrict the Stockholders solely in their capacity as a director or officer of Issuer from acting in such capacity.

- (4) Each Voting Agreement terminates upon the earliest to occur of (i) mutual consent by the relevant Stockholder and Acquiror; (ii) the termination of the Merger Agreement in accordance with its terms; (iii) the effective time of the Merger; and (iv) Issuer's board of directors changing its recommendation that its stockholders adopt the Merger Agreement in accordance with the terms of the Merger Agreement.
- (5) (Continued from Footnote 4) Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by Edwards or Acquiror that it is the beneficial owner of any of the shares and any such beneficial ownership is expressly denied.
- (6) Neither Edwards nor Acquiror has any pecuniary interest in any of the shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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