

Edwards Lifesciences Holding, Inc.
 Form 4
 April 18, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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.

2. Issuer Name and Ticker or Trading Symbol
 CAS MEDICAL SYSTEMS INC
 [CASM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE EDWARDS WAY
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/18/2019

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

IRVINE, CA 92614

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	
Common Stock, \$0.004 par value per share	04/18/2019		J		40,049,789 <u>(1)</u> <u>(2)</u> <u>(3)</u>	A	<u>(1)</u> <u>(2)</u> <u>(3)</u> 40,049,789 <u>(1)</u> <u>(2)</u> <u>(3)</u>	D

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

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 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

Edwards Lifesciences Corporation, By: /s/ Scott B. Ullem
 04/18/2019
 **Signature of Reporting Person Date

Edwards Lifesciences Holding, Inc., By: /s/ Scott B. Ullem
 04/18/2019
 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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 April 18, 2019, pursuant to the Agreement and Plan of Merger, dated as of February 11, 2019 (the "Merger Agreement"), by and among Edwards Lifesciences Holding, Inc., a Delaware corporation and a wholly owned subsidiary of Edwards Lifesciences Corporation ("Acquiror"), Crown Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Acquiror ("Merger Sub") and CAS Medical Systems, Inc. a Delaware corporation ("Issuer"), Merger Sub merged with and into Issuer, with Issuer as the surviving corporation and a wholly owned subsidiary of the Acquiror (the "Merger").
- (1) Pursuant to the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each share of common stock, par value \$0.004 per share, of Issuer (the "Issuer Common Stock") issued and outstanding immediately prior to the Effective Time (other than shares of Issuer Common Stock owned by the Issuer as treasury stock or owned directly by the Acquiror or any of its subsidiaries (including Merger Sub) or shares of Issuer Common Stock the holders of which properly perfected their appraisal rights under Delaware

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law), which totaled 40,049,789 shares, was cancelled and converted into the right to receive \$2.45 per share in cash, without interest or dividends thereon.

In connection with entering into the Merger Agreement, certain stockholders of the Issuer (collectively, the "Subject Stockholders") entered into voting agreements (the "Voting Agreements") with Acquiror pursuant to which the Subject Stockholders agreed, among other things, to vote their Issuer securities, including shares of Issuer Common Stock, preferred stock of the Issuer and options

- (3) (collectively the "Voting Agreement Shares") in favor of the Merger. On February 21, 2019, Acquiror and Edwards Lifesciences Corporation ("Edwards") jointly filed a Form 3 with respect to the Voting Agreement Shares; however, in such filing, Acquiror and Edwards Lifesciences Corporation disclaimed any "pecuniary interest" or beneficial ownership interests in such securities. Upon the Effective Time, each of the Voting Agreements terminated by its terms.

Remarks:

Item 1 of this Form 4 includes only the name and address of Acquiror, as designated filer pursuant to Instruction 4(b)(v) to Form 4. Edwards Lifesciences Corporation

One Edwards Way
Irvine, CA 92614

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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