

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 | | |
| | | | | | (1) (2) (3) | | |
| | | | | A | 40,049,789 | | |
| | | | | | (1) (2) (3) | | |
| | | | | | | 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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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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