

CAS MEDICAL SYSTEMS INC
 Form 4
 February 13, 2015

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 *
 Thomas, McNerney & Partners II
 L.P.

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)
 45 SOUTH 7TH STREET, SUITE
 3060

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/11/2015

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

(Street)
 MINNEAPOLIS, MN 55402

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 Beneficial Ownership (Instr. 4)
Common Stock	02/11/2015		P	V Amount \$ 1,591,037 (A) or (D) A	1,632,945 ⁽¹⁾	D ⁽²⁾	
Common Stock	02/11/2015		P	V Amount \$ 8,025 (A) or (D) A	8,025	I ⁽³⁾	by TMP Nominee II, LLC
Common Stock	02/11/2015		P	V Amount \$ 5,938 (A) or (D) A	5,938	I ⁽⁴⁾	by TMP Associates II, LP

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

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(9-02)

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 Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas, McNerney & Partners II L.P. 45 SOUTH 7TH STREET, SUITE 3060 MINNEAPOLIS, MN 55402		X		
Thomas, McNerney & Partners II, LLC 45 SOUTH 7TH STREET, SUITE 3060 MINNEAPOLIS, MN 55402		X		
TMP Nominee II, LLC 45 SOUTH 7TH STREET, SUITE 3060 MINNEAPOLIS, MN 55402		X		
TMP Associates II LP 45 SOUTH 7TH STREET, SUITE 3060 MINNEAPOLIS, MN 55402		X		

Signatures

Thomas, McNerney & Partners II, L.P. By: Thomas, McNerney & Partners II, LLC, its General Partner By: /s/James E. Thomas, Manager

02/13/2015

__Signature of Reporting Person

Date

Thomas, McNerney & Partners II, LLC, By: /s/James E. Thomas, Manager

02/13/2015

__Signature of Reporting Person

Date

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TMP Associates II, L.P. By: Thomas, McNerney & Partners II, LLC, its General Partner By:
/s/James E. Thomas, Manager

02/13/2015

__Signature of Reporting Person

Date

TMP Nominee II, LLC By: /s/James E. Thomas, Manager

02/13/2015

__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).

(1) See Exhibit 99.1, Note 1

(2) See Exhibit 99.1, Note 2

(3) See Exhibit 99.1, Note 3

(4) See Exhibit 99.1, Note 4

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.