

Gamelin John
Form 4
April 22, 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 *
Gamelin John

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President, R&D

C/O CAS MEDICAL SYSTEMS, INC., 44 EAST INDUSTRIAL ROAD

(Street)

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

BRANFORD, CT 06405

(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	04/18/2019		D		186,078	D	2.45
							0
							<u>(1)</u>

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

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SEC 1474 (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. Amount or Number of Shares
Stock Option	\$ 3	04/18/2019		D	44,000	<u>(2)</u> 11/19/2020	Common Stock	44,000
Stock Option	\$ 1.69	04/18/2019		D	56,000	<u>(3)</u> 12/08/2021	Common Stock	56,000
Stock Option	\$ 2.18	04/18/2019		D	60,000	<u>(4)</u> 12/17/2022	Common Stock	60,000
Stock Option	\$ 1.87	04/18/2019		D	40,000	<u>(5)</u> 12/16/2023	Common Stock	40,000
Stock Option	\$ 1.79	04/18/2019		D	40,000	<u>(6)</u> 12/18/2024	Common Stock	40,000
Stock Option	\$ 0.67	04/18/2019		D	20,000	<u>(7)</u> 12/21/2027	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gamelin John C/O CAS MEDICAL SYSTEMS, INC. 44 EAST INDUSTRIAL ROAD BRANFORD, CT 06405			Vice President, R&D	

Signatures

/s/John K.
Gamelin

04/22/2019

**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).

(1) Each issued and outstanding share of common stock was, as a result of the consummation of the merger contemplated by the Agreement and Merger by and among CAS Medical Systems, Inc., Edwards Lifesciences Holding, Inc. and Crown Merger Sub, Inc., dated as of

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February 11, 2019 (the "Merger Agreement"), canceled in exchange for the right to receive a per share amount equal to \$2.45 in cash without interest.

- (2) This option, was, as a result of the consummation of the merger contemplated by the Merger Agreement, terminated on April 18, 2019.

This option, which vested in four equal annual installments commencing on December 8, 2011, was, as a result of the consummation of

(3) the merger contemplated by the Merger Agreement, canceled in exchange for a cash payment equal to the product of the number of shares subject to such option multiplied by the excess of \$2.45 over the exercise price per share of such option.

- This option, which vested in four equal annual installments commencing on December 17, 2012, was, as a result of the consummation of
- (4) the merger contemplated by the Merger Agreement, canceled in exchange for a cash payment equal to the product of the number of shares subject to such option multiplied by the excess of \$2.45 over the exercise price per share of such option.

- This option, which vested in four equal annual installments commencing on December 16, 2014, was, as a result of the consummation of
- (5) the merger contemplated by the Merger Agreement, canceled in exchange for a cash payment equal to the product of the number of shares subject to such option multiplied by the excess of \$2.45 over the exercise price per share of such option.

- This option, which vested in four equal annual installments commencing on December 18, 2015, was, as a result of the consummation of
- (6) the merger contemplated by the Merger Agreement, canceled in exchange for a cash payment equal to the product of the number of shares subject to such option multiplied by the excess of \$2.45 over the exercise price per share of such option.

- This option, which vested in four equal annual installments commencing on December 21, 2018, was, as a result of the consummation of
- (7) the merger contemplated by the Merger Agreement, canceled in exchange for a cash payment equal to the product of the number of shares subject to such option multiplied by the excess of \$2.45 over the exercise price per share of such option.

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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