

CAS MEDICAL SYSTEMS INC

Form SC 13G/A

February 17, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

CAS MEDICAL SYSTEMS, INC.

(Name of Issuer)

Common Stock, \$0.004 par value per share

(Title of Class of Securities)

124769209

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP
No 124769209

- NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Broadfin
Capital,
LLC

- CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☒

3. SEC USE
ONLY

- CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

- SOLE
5. VOTING
POWER

0

- SHARED
6. VOTING
POWER
- 1,918,296
- SOLE
7. DISPOSITIVE
POWER
- 0
- SHARED
8. DISPOSITIVE
POWER
- 1,918,296
- AGGREGATE
AMOUNT
9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
- 1,918,296
- CHECK
BOX IF
THE
AGGREGATE
AMOUNT
10. IN ROW
(9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)
☐
- PERCENT
OF CLASS
REPRESENTED
11. BY
AMOUNT
IN ROW
(9)
- 9.8%

TYPE OF
REPORTING
12.PERSON
(SEE
INSTRUCTIONS)

OO, IA

CUSIP
No 124769209

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY)

Broadfin Healthcare Master Fund, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,918,296

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,918,296

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

1,918,296

- CHECK BOX IF THE AGGREGATE AMOUNT IN
10. ROW (9) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

☐

11. PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9)

9.8%

12. TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

CO

CUSIP
No 124769209

- NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Kevin
Kotler

- CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☒

3. SEC USE
ONLY

- CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

United
States of
America

- NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

- SOLE
5. VOTING
POWER

0

SHARED

6. VOTING
POWER

1,918,296

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

1,918,296

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

1,918,296

CHECK
BOX IF
THE
AGGREGATE
AMOUNT

10. IN ROW
(9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

☐

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW
(9)

9.8%

TYPE OF
REPORTING

12. PERSON

(SEE
INSTRUCTIONS)

IN, HC

CUSIP No 124769209

Item 1. (a). Name of
Issuer:

CAS
Medical
Systems,
Inc.

Address of
Issuer's

(b). Principal
Executive
Offices:

44 East
Industrial
Road,
Branford,
Connecticut
06405

Item 2. (a). Name of
Person
Filing:

Broadfin
Capital,
LLC
Broadfin
Healthcare
Master
Fund, Ltd.
Kevin
Kotler

Address of
Principal

(b). Business
Office, or if
None,
Residence:

Broadfin
Capital,
LLC
300 Park
Avenue,

25th Floor
New York,
NY 10022
United
States of
America

Broadfin
Healthcare
Master
Fund, Ltd.
20 Genesis
Close
Ansbacher
House,
Second
Floor
P.O. Box
1344
Grand
Cayman
KY1-1108
Cayman
Islands

Kevin
Kotler
c/o Broadfin
Capital,
LLC
300 Park
Avenue,
25th Floor
New York,
NY 10022
United
States of
America

(c) Citizenship:

Broadfin
Capital,
LLC –
Delaware
Broadfin
Healthcare
Master
Fund, Ltd. –
Cayman
Islands

Kevin
Kotler –
United
States of
America

Title of
(d). Class of
Securities:

Common
Stock,
\$0.004 par
value per
share

(e). CUSIP
Number:

124769209

Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

(a) ☐ Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).

(b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).

(d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Broadfin Capital, LLC – 1,918,296
Broadfin Healthcare Master Fund, Ltd. - 1,918,296
Kevin Kotler – 1,918,296

(b) Percent of class:

Broadfin Capital, LLC – 9.8%
Broadfin Healthcare Master Fund, Ltd. – 9.8%
Kevin Kotler – 9.8%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Broadfin Capital, LLC – 0
Broadfin Healthcare Master Fund, Ltd. – 0
Kevin Kotler – 0

(ii) Shared power to vote or to direct the vote

Broadfin Capital, LLC – 1,918,296
Broadfin Healthcare Master Fund, Ltd. - 1,918,296
Kevin Kotler – 1,918,296

(iii) Sole power to dispose or to direct the disposition of

Broadfin Capital, LLC – 0
Broadfin Healthcare Master Fund, Ltd. – 0
Kevin Kotler – 0

(iv) Shared power to dispose or to direct the disposition of

Broadfin Capital, LLC – 1,918,296
Broadfin Healthcare Master Fund, Ltd. - 1,918,296
Kevin Kotler – 1,918,296

Item
5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

N/A

Item
6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent
7. Holding Company.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item
8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item
9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item
10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2015
(Date)

BROADFIN CAPITAL, LLC*

By: /s/ Kevin Kotler
(Signature)

Kevin Kotler, Managing Member
(Name/Title)

February 17, 2015
(Date)

BROADFIN HEALTHCARE
MASTER FUND, LTD.*

By: /s/ Kevin Kotler
(Signature)

Kevin Kotler, Director
(Name/Title)

February 17, 2015
(Date)

By: /s/ Kevin Kotler*
(Signature)

Kevin Kotler
(Name/Title)

*The Reporting Persons disclaim beneficial ownership in the shares reported herein except to the extent of their pecuniary interest therein.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of

such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

AGREEMENT

The undersigned agree that this Schedule 13G, Amendment No. 2, dated February 17, 2015 relating to the Common Stock, \$0.004 par value per share, of CAS Medical Systems, Inc. shall be filed on behalf of the undersigned.

February 17, 2015
(Date)

BROADFIN CAPITAL, LLC
By: /s/ Kevin Kotler
(Signature)

Kevin Kotler, Managing Member
(Name/Title)

February 17, 2015
(Date)

BROADFIN HEALTHCARE
MASTER FUND, LTD.
By: /s/ Kevin Kotler
(Signature)

Kevin Kotler, Director
(Name/Title)

February 17, 2015
(Date)

By: /s/ Kevin Kotler
(Signature)

Kevin Kotler
(Name/Title)

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who

signs the statement shall be typed or printed beneath his signature.

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