

CAS MEDICAL SYSTEMS INC  
Form S-8 POS  
April 18, 2019

**Registration No. 333-226641**

**Registration No. 333-213018**

**Registration No. 333-197956**

**Registration No. 333-190582**

**Registration No. 333-176528**

**Registration No. 333-160347**

**Registration No. 333-160346**

**Registration No. 333-116349**

**Registration No. 333-116348**

**Registration No. 333-47258**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8 REGISTRATION STATEMENT NO. 333-226641**

**FORM S-8 REGISTRATION STATEMENT NO. 333-213018**

**FORM S-8 REGISTRATION STATEMENT NO. 333-197956**

**FORM S-8 REGISTRATION STATEMENT NO. 333-190582**

**FORM S-8 REGISTRATION STATEMENT NO. 333-176528**

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**FORM S-8 REGISTRATION STATEMENT NO. 333-160347**  
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**FORM S-8 REGISTRATION STATEMENT NO. 333-116348**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-47258**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**CAS MEDICAL SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

|                                     |                                                                             |                            |
|-------------------------------------|-----------------------------------------------------------------------------|----------------------------|
| <b>44 East Industrial Road,</b>     |                                                                             |                            |
| <b>Delaware</b>                     | <b>Branford, Connecticut 06405</b>                                          | <b>06-1123096</b>          |
| <b>(State or other jurisdiction</b> | <b>(Address of Principal Executive</b>                                      | <b>(IRS Employer</b>       |
| <b>of incorporation)</b>            | <b>Offices including Zip Code)</b>                                          | <b>Identification No.)</b> |
|                                     | <b>CAS Medical Systems, Inc. 2018 Equity Incentive Plan</b>                 |                            |
|                                     | <b>CAS Medical Systems, Inc. 2011 Equity Incentive Plan</b>                 |                            |
|                                     | <b>CAS Medical Systems, Inc. Employee Stock Purchase Plan</b>               |                            |
|                                     | <b>CAS Medical Systems, Inc. 2003 Equity Incentive Plan</b>                 |                            |
|                                     | <b>CAS Medical Systems, Inc. 1994 Employees Incentive Stock Option Plan</b> |                            |
|                                     | <b>(Full titles of the plans)</b>                                           |                            |
|                                     | <b>Aimee S. Weisner</b>                                                     |                            |
|                                     | <b>Vice President, General Counsel</b>                                      |                            |
|                                     | <b>One Edwards Way, Irvine, California 92614</b>                            |                            |

**(949) 250-2500**

**(Name, address and telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**DEREGISTRATION OF SECURITIES**

These Post-Effective Amendments (these Post-Effective Amendments ) relate to the following Registration Statements on Form S-8 (collectively, the Registration Statements ) filed by CAS Medical Systems, Inc. (the Registrant ) with the Securities and Exchange Commission (the SEC ):

1. Registration Statement on Form S-8 (No. 333-226641), filed with the SEC on August 7, 2018, pertaining to the registration of 2,500,000 shares of the Registrant's common stock, par value \$0.004 per share, issuable pursuant to the Registrant's 2018 Equity Incentive Plan.
2. Registration Statement on Form S-8 (No. 333-213018), filed with the SEC on August 9, 2016, pertaining to the registration of 1,500,000 shares of the Registrant's common stock, par value \$0.004 per share, issuable pursuant to the Registrant's 2011 Equity Incentive Plan.
3. Registration Statement on Form S-8 (No. 333-197956), filed with the SEC on August 8, 2014, pertaining to the registration of 1,000,000 shares of the Registrant's common stock, par value \$0.004 per share, issuable pursuant to the Registrant's 2011 Equity Incentive Plan.
4. Registration Statement on Form S-8 (No. 333-190582), filed with the SEC on August 13, 2013, pertaining to the registration of 1,000,000 shares of the Registrant's common stock, par value \$0.004 per share, issuable pursuant to the Registrant's 2011 Equity Incentive Plan.
5. Registration Statement on Form S-8 (No. 333-176528), filed with the SEC on August 29, 2011, pertaining to the registration of 1,000,000 shares of the Registrant's common stock, par value \$0.004 per share, issuable pursuant to the Registrant's 2011 Equity Incentive Plan.
6. Registration Statement on Form S-8 (No. 333-160347), filed with the SEC on June 30, 2009, pertaining to the registration of 150,000 shares of the Registrant's common stock, par value \$0.004 per share, issuable pursuant to the Registrant's Employee Stock Purchase Plan.
7. Registration Statement on Form S-8 (No. 333-160346), filed with the SEC on June 30, 2009, pertaining to the registration of 250,000 shares of the Registrant's common stock, par value \$0.004 per share, issuable pursuant to the Registrant's 2003 Equity Incentive Plan.
8. Registration Statement on Form S-8 (No. 333-116349), filed with the SEC on June 10, 2004, pertaining to the registration of 1,000,000 shares of the Registrant's common stock, par value \$0.004 per share, issuable pursuant to the Registrant's 2003 Equity Incentive Plan.
9. Registration Statement on Form S-8 (No. 333-116348), filed with the SEC on June 10, 2004, pertaining to the registration of 150,000 shares of the Registrant's common stock, par value \$0.004 per share, issuable pursuant to the Registrant's Employee Stock Purchase Plan.
10. Registration Statement on Form S-8 (No. 333-47258), filed with the SEC on October 4, 2000, pertaining to the registration of 1,000,000 shares of the Registrant's common stock, par value \$0.004 per share, issuable pursuant to the Registrant's 1994 Employees' Incentive Stock Option Plan.

The Registrant is filing these Post-Effective Amendments to the Registration Statements to withdraw and remove from registration the unissued securities issuable by the Registrant pursuant to the above-referenced Registration Statements.

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On April 18, 2019, pursuant to the terms of an Agreement and Plan of Merger dated February 11, 2019 by and among Edwards Lifesciences Holding, Inc., a Delaware corporation ( Acquiror ), Crown Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Acquiror ( Merger Sub ) and the Registrant, Merger Sub merged with and into the Registrant, with the Registrant continuing as the surviving corporation and a wholly owned subsidiary of Acquiror (the Merger ).

As a result of the Merger, the Registrant has terminated any and all offerings of its securities pursuant to the Registration Statements. In accordance with the undertakings made by the Registrant in the Registration Statements to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remain unsold at the termination of the offering, the Registrant hereby removes from registration any and all securities of the Registrant registered but unsold under the Registration Statements as of the effective time of the Merger.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on this 18<sup>th</sup> day of April, 2019.

CAS Medical Systems, Inc.

By: /s/ Scott B. Ullem  
Scott B. Ullem  
Chief Financial Officer

Pursuant to Rule 478 of the Securities Act of 1933, as amended, no other person is required to sign these Post-Effective Amendments.