Edwards Lifesciences Corp
Form 10-Q
November 07, 2012

Use these links to rapidly review the document
TABLE OF CONTENTS

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

ý **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended September 30, 2012

or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 1-15525

EDWARDS LIFESCIENCES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**36-4316614**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One Edwards Way, Irvine, California	**92614**
(Address of principal executive offices)	(Zip Code)

(949) 250-2500
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o

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

Large accelerated filer ý	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller Reporting Company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ý

The number of shares outstanding of the registrant's common stock, $1.00 par value, as of October 31, 2012 was 115,410,951.

Table of Contents

EDWARDS LIFESCIENCES CORPORATION

FORM 10-Q
For the quarterly period ended September 30, 2012

TABLE OF CONTENTS

		Page Number
Part I.	**FINANCIAL INFORMATION**	
Item 1.	Financial Statements (Unaudited)	1
	Consolidated Condensed Balance Sheets	1
	Consolidated Condensed Statements of Operations	2
	Consolidated Condensed Statements of Comprehensive Income	3
	Consolidated Condensed Statements of Cash Flows	4
	Notes to Consolidated Condensed Financial Statements	5
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	21
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	30
Item 4.	Controls and Procedures	31
Part II.	**OTHER INFORMATION**	32
Item 1.	Legal Proceedings	32
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	32
Item 6.	Exhibits	32
Signature		33
Exhibits		34

Table of Contents

Part I. Financial Information

Item 1. Financial Statements

EDWARDS LIFESCIENCES CORPORATION

CONSOLIDATED CONDENSED BALANCE SHEETS

(in millions, except par value; unaudited)

	September 30, 2012	December 31, 2011
ASSETS		
Current assets		
Cash and cash equivalents	$ 305.8	$ 171.2
Short-term investments	316.7	279.3
Accounts and other receivables, net of allowances of $5.4 and $14.8, respectively	325.4	320.7
Inventories, net (Note 3)	286.0	261.3
Deferred income taxes	42.4	43.9
Prepaid expenses	42.1	35.0
Other current assets	69.3	57.1
Total current assets	1,387.7	1,168.5
Long-term accounts receivable, net of allowances of $6.0 and $4.2, respectively	9.7	24.6
Property, plant and equipment, net	328.7	304.3
Goodwill	349.8	349.8
Other intangible assets, net (Note 4)	59.6	66.9
Investments in unconsolidated affiliates (Note 5)	23.4	21.8
Deferred income taxes	10.9	20.0
Other assets	26.0	24.6
	$ 2,195.8	$ 1,980.5
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	$ 298.6	$ 335.2
Long-term debt	175.4	150.4
Other long-term liabilities	185.5	157.0
Commitments and contingencies (Note 11)		
Stockholders' equity		
Preferred stock, $.01 par value, authorized 50.0 shares, no shares outstanding		
Common stock, $1.00 par value, 350.0 shares authorized, 123.9 and 120.0 shares issued, and 116.0 and 114.1 shares outstanding, respectively	123.9	120.0
Additional paid-in capital	458.8	300.5
Retained earnings	1,562.8	1,360.7
Accumulated other comprehensive loss	(37.1)	(37.5)
Treasury stock, at cost, 7.9 and 5.9 shares, respectively	(572.1)	(405.8)
Total stockholders' equity	1,536.3	1,337.9

		$	2,195.8	$ 1,980.5

The accompanying notes are an integral part of these consolidated condensed financial statements.

Table of Contents

EDWARDS LIFESCIENCES CORPORATION

CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS

(in millions, except per share information; unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	**2011**	**2012**	**2011**
Net sales	$ 447.9	$ 412.7	$ 1,389.1	$ 1,248.4
Cost of goods sold	111.7	125.6	368.8	370.2
Gross profit	336.2	287.1	1,020.3	878.2
Selling, general and administrative expenses	167.8	165.5	527.4	479.0
Research and development expenses	73.8	61.7	216.4	185.6
Special charges (Note 2)			7.0	4.0
Interest income, net	(0.3)		(0.4)	(0.3)
Other expense (income), net	1.5	2.3	1.0	(5.1)
Income before provision for income taxes	93.4	57.6	268.9	215.0
Provision for income taxes	24.2	6.0	66.8	41.4
Net income	$ 69.2	$ 51.6	$ 202.1	$ 173.6
Share information (Note 13)				
Earnings per share:				
Basic	$ 0.60	$ 0.45	$ 1.76	$ 1.51
Diluted	$ 0.58	$ 0.43	$ 1.71	$ 1.45
Weighted-average number of common shares outstanding:				
Basic	115.7	114.6	114.9	114.8
Diluted	119.0	119.0	118.4	119.8

The accompanying notes are an integral part of these consolidated condensed financial statements.

Table of Contents

EDWARDS LIFESCIENCES CORPORATION

CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME

(in millions; unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net income	$ 69.2	$ 51.6	$ 202.1	$ 173.6
Other comprehensive income (loss), net of tax (Note 12):				
Foreign currency translation adjustments	23.5	(29.8)	(0.6)	13.3
Unrealized (loss) gain on cash flow hedges	(9.8)	17.5	0.4	7.3
Unrealized gain (loss) on available-for-sale investments for the period	0.2	(0.4)	0.3	(0.7)
Reclassification of net realized investment (gain) loss to earnings		(1.0)	0.3	(1.0)
Unrealized gain (loss) on available-for-sale investments	0.2	(1.4)	0.6	(1.7)
Other comprehensive income (loss)	13.9	(13.7)	0.4	18.9
Comprehensive income	$ 83.1	$ 37.9	$ 202.5	$ 192.5

Table of Contents

EDWARDS LIFESCIENCES CORPORATION

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(in millions; unaudited)

	Nine Months Ended September 30,	
	2012	**2011 (as restated) (Note 16)**
Cash flows from operating activities		
Net income	$ 202.1	$ 173.6
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	42.2	43.2
Stock-based compensation (Note 9)	31.3	26.0
Excess tax benefit from stock plans	(39.0)	(3.6)
Deferred income taxes	1.1	2.2
Special charges (Note 2)	7.0	4.0
Other	0.4	(1.2)
Changes in operating assets and liabilities:		
Accounts and other receivables, net	(4.0)	(38.5)
Inventories, net	(23.9)	(38.3)
Accounts payable and accrued liabilities	6.8	43.0
Prepaid expenses and other current assets	15.7	9.3
Other	7.7	(4.9)
Net cash provided by operating activities	247.4	214.8
Cash flows from investing activities		
Capital expenditures	(64.9)	(50.6)
Purchases of short-term investments	(526.2)	(454.0)
Proceeds from short-term investments	488.1	237.2
Investments in intangible assets	(7.0)	(2.3)
Proceeds from sale of assets	2.6	3.9
Proceeds from unconsolidated affiliates, net	0.4	6.9
Investments in trading securities, net	(0.1)	3.3
Acquisition		(42.6)
Other	0.9	
Net cash used in investing activities	(106.2)	(298.2)
Cash flows from financing activities		
Proceeds from issuance of debt	237.9	505.5
Payments on debt	(211.6)	(376.7)
Purchases of treasury stock	(166.3)	(263.3)
Proceeds from stock plans	89.4	48.6
Excess tax benefit from stock plans	39.0	3.6
Other	2.9	0.7
Net cash used in financing activities	(8.7)	(81.6)
Effect of currency exchange rate changes on cash and cash equivalents	2.1	12.9

Net increase (decrease) in cash and cash equivalents	134.6	(152.1)
Cash and cash equivalents at beginning of period	171.2	396.1
Cash and cash equivalents at end of period	$ 305.8	$ 244.0

The accompanying notes are an integral part of these consolidated condensed financial statements.

Table of Contents

1. BASIS OF PRESENTATION

The accompanying interim consolidated condensed financial statements and related disclosures have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and should be read in conjunction with the consolidated financial statements and notes included in Edwards Lifesciences Corporation's Annual Report on Form 10-K for the year ended December 31, 2011. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles ("GAAP") have been condensed or omitted.

In the opinion of management of Edwards Lifesciences Corporation ("Edwards Lifesciences" or the "Company"), the interim consolidated condensed financial statements reflect all adjustments considered necessary for a fair statement of the interim periods. All such adjustments are of a normal, recurring nature. The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full year.

Recently Adopted Accounting Standards

In May 2011, the Financial Accounting Standards Board ("FASB") issued an amendment to the accounting guidance on fair value measurements to ensure that United States GAAP and International Financial Reporting Standards have common requirements for fair value measurement and disclosures, including a consistent definition of fair value. The guidance was effective for interim and annual periods beginning on or after December 15, 2011. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

In June 2011, the FASB issued an amendment to the accounting guidance on the presentation of comprehensive income. The guidance eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity, and instead requires that all nonowner changes in stockholders' equity be presented in either a single continuous statement of comprehensive income or in two separate but consecutive statements. The guidance was effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company elected to present two separate but consecutive statements.

In September 2011, the FASB issued an amendment to the accounting guidance on goodwill to permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The guidance was effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The Company does not expect the adoption of this guidance will have a material impact on its consolidated financial statements.

New Accounting Standards Not Yet Adopted

In July 2012, the FASB issued an amendment to the accounting guidance on intangible assets to permit an entity to first assess qualitative factors to determine whether it is more likely than not that the indefinite-lived asset is impaired as a basis for determining whether it is necessary to calculate the fair value of the indefinite-lived asset and perform the quantitative impairment test by comparing the fair value with the carrying amount. The guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. The Company does not expect the adoption of this guidance will have a material impact on its consolidated financial statements.

Table of Contents

2. SPECIAL CHARGES

Licensing of Intellectual Property

In April 2012, the Company obtained an exclusive license to a suturing device for minimally invasive surgery applications. The intellectual property is under development and there is uncertainty as to whether the product will ultimately be approved. The Company recorded a charge of $2.0 million related to the upfront licensing and royalty fees.

In June 2012, the Company obtained a co-exclusive sublicense to intellectual property related to processing tissue and implanting cardiovascular valves. The intellectual property is under development and there is uncertainty as to whether the product will ultimately be approved. The Company recorded a charge of $5.0 million related to the upfront licensing fee.

European Receivables

In June 2011, the Company recorded a $4.0 million charge to reflect the increased risk associated with its European receivables.

3. INVENTORIES, NET

Inventories, net of reserves, consisted of the following (in millions):

	September 30, 2012	December 31, 2011
Raw materials	$ 50.6	$ 51.7
Work in process	62.3	66.6
Finished products	173.1	143.0
	$ 286.0	$ 261.3

The Company recorded an $8.1 million charge to gross profit during the second quarter of 2012 due to the voluntary recalls of certain of the Company's heart valves and Critical Care catheters. The majority of the affected products were still part of inventory at the time of the recalls. As of September 30, 2012, there were $3.5 million of reserves for the recall remaining in inventory.

4. OTHER INTANGIBLE ASSETS

Other intangible assets consisted of the following (in millions):

	September 30, 2012			December 31, 2011		
	Cost	Accumulated Amortization	Net Carrying Value	Cost	Accumulated Amortization	Net Carrying Value
Amortizable intangible assets						
Patents	$ 208.9	$ (166.4)	$ 42.5	$ 205.9	$ (158.4)	$ 47.5
Unpatented technology	39.2	(32.5)	6.7	39.3	(31.3)	8.0
Other	10.5	(6.4)	4.1	12.0	(6.9)	5.1
	258.6	(205.3)	53.3	257.2	(196.6)	60.6
Unamortizable intangible assets						
In-process research and development	6.3		6.3	6.3		6.3
	$ 264.9	$ (205.3)	$ 59.6	$ 263.5	$ (196.6)	$ 66.9

Table of Contents

The net carrying value of patents includes $16.6 million of capitalized legal costs related to the defense and enforcement of issued patents and trademarks for which success is deemed probable as of September 30, 2012.

Amortization expense related to other intangible assets was $3.5 million and $2.4 million for the three months ended September 30, 2012 and 2011, respectively, and $10.1 million and $10.8 million for the nine months ended September 30, 2012 and 2011, respectively. Estimated amortization expense for each of the years ending December 31 is as follows (in millions):

2012	$ 13.6
2013	13.4
2014	11.9
2015	10.7
2016	10.3

The Company expenses costs incurred to renew or extend the term of acquired intangible assets.

5. INVESTMENTS IN UNCONSOLIDATED AFFILIATES

The Company has a number of equity investments in privately and publicly held companies. Investments in these unconsolidated affiliates are as follows:

	September 30, 2012	December 31, 2011
	(in millions)	
Available-for-sale investments		
Cost	$ 0.4	$ 2.0
Unrealized gains	2.2	1.3
Fair value of available-for-sale investments	2.6	3.3
Equity method investments		
Cost	13.6	12.6
Equity in losses	(0.4)	(0.7)
Carrying value of equity method investments	13.2	11.9
Cost method investments		
Carrying value of cost method investments	7.6	6.6
Total investments in unconsolidated affiliates	$ 23.4	$ 21.8

Proceeds from sales of available-for-sale investments were $2.1 million for the nine months ended September 30, 2012, and $3.6 million for the three and nine months ended September 30, 2011. The Company realized pre-tax gains from these sales of $0.4 million for the nine months ended September 30, 2012, and $1.4 million for the three and nine months ended September 30, 2011.

6. FAIR VALUE MEASUREMENTS AND FINANCIAL INSTRUMENTS

The consolidated condensed financial statements include financial instruments for which the fair market value of such instruments may differ from amounts reflected on a historical cost basis. Financial instruments of the Company consist of cash deposits, bank time deposits, accounts and other receivables, investments in unconsolidated affiliates, accounts payable, certain accrued liabilities and borrowings under a revolving credit agreement. The carrying value of these financial instruments generally approximates fair value due to their short-term nature.

Table of Contents

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The Company prioritizes the inputs used to determine fair values in one of the following three categories:

Level 1 Quoted market prices in active markets for identical assets or liabilities.
Level 2 Inputs, other than quoted prices in active markets, that are observable, either directly or indirectly.
Level 3 Unobservable inputs that are not corroborated by market data.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table summarizes the Company's financial instruments which are measured at fair value on a recurring basis (in millions):

September 30, 2012	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Investments held for executive deferred compensation plan	$ 12.5	$	$	$ 12.5
Investments in unconsolidated affiliates	2.6			2.6
Derivatives		1.3		1.3
	$ 15.1	$ 1.3	$	$ 16.4
Liabilities				
Executive deferred compensation plan	$ 12.0	$	$	$ 12.0
December 31, 2011				
Assets				
Investments held for executive deferred compensation plan	$ 11.5	$	$	$ 11.5
Investments in unconsolidated affiliates	3.3			3.3
Derivatives		12.7		12.7
	$ 14.8	$ 12.7	$	$ 27.5
Liabilities				
Executive deferred compensation plan	$ 9.9	$	$	$ 9.9

Executive Deferred Compensation Plan

The Company holds investments in trading securities related to its executive deferred compensation plan ("EDCP"). The amounts deferred under the EDCP are invested in a variety of stock and bond mutual funds. The fair values of these investments and the corresponding liabilities are based on quoted market prices and are categorized as Level 1.

Investments in Unconsolidated Affiliates

Investments in unconsolidated affiliates are long-term equity investments in companies that are in various stages of development. Certain of the Company's investments in unconsolidated affiliates are designated as available-for-sale. These investments are carried at fair market value based on quoted market prices and are categorized as Level 1.

Table of Contents

Derivative Instruments

The Company uses derivative financial instruments in the form of foreign currency forward exchange contracts to manage foreign currency exposures. All derivatives contracts are recognized on the balance sheet at their fair value. The fair value for derivatives is determined based on quoted foreign currency exchange rates discounted to present as appropriate. The valuation procedures are based upon well recognized financial principles. Although readily observable data is used in the valuations, different valuation methods could have an effect on the estimated fair value. The derivative instruments are categorized as Level 2.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

The Company has assets that are subject to measurement at fair value on a non-recurring basis, including assets acquired in a business combination, such as goodwill and intangible assets, and other long-lived assets. The Company reviews the carrying value of intangible and other long-lived assets whenever events and circumstances indicate that the carrying amounts of the assets may not be recoverable. If it is determined that the assets are impaired, the carrying value would be reduced to estimated fair market value. During the nine months ended September 30, 2012, the Company had no impairments related to assets subject to measurement at fair value on a non-recurring basis. In March 2011, the Company acquired Embrella Cardiovascular, Inc. This transaction resulted in an increase to "*Goodwill*" and "*Other Intangible Assets, net*" of $34.6 million and $12.1 million, respectively.

7. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company uses derivative financial instruments to manage its currency exchange rate risk as summarized below. Notional amounts are stated in United States dollar equivalents at spot exchange rates at the respective dates.

	September 30, 2012		December 31, 2011	
	Notional Amount	Fair Value Asset (Liability)	Notional Amount	Fair Value Asset (Liability)
	(in millions)			
Foreign currency forward exchange contracts	$ 812.3	$ 1.3	$ 759.5	$ 12.7

The Company uses foreign currency forward exchange contracts to offset the changes due to currency rate movements in the amount of future cash flows associated with intercompany transactions and certain third-party expenses expected to occur within the next thirteen months. These foreign currency forward exchange contracts are designated as cash flow hedges. Certain of the Company's locations have assets and liabilities denominated in currencies other than their functional currencies resulting from intercompany and third-party transactions. The Company uses foreign currency forward exchange contracts that are not designated as hedging instruments to offset the transaction gains and losses associated with certain of these assets and liabilities. All foreign currency forward exchange contracts are denominated in currencies of major industrial countries, principally the Euro and the Japanese yen. It is the Company's policy not to enter into derivative financial instruments for speculative purposes.

All derivative financial instruments are recognized at fair value in the consolidated condensed balance sheets. The Company reports in "*Other Comprehensive Income (Loss)*" ("OCI") the effective portion of the gain or loss on derivative financial instruments that are designated and that qualify as cash flow hedges. The Company reclassifies these gains and losses into earnings in the same period in which the underlying hedged transactions affect earnings. Any hedge ineffectiveness (which represents the amount by which the changes in the fair value of the derivative exceed the variability in the cash flows of the forecasted transaction) is recorded in current period earnings. For the nine months ended September 30, 2012 and 2011, the Company did not record any gains or losses due to hedge ineffectiveness. The gains and losses on derivative financial instruments for which the Company does not elect hedge accounting treatment are recognized in the consolidated condensed statements of

Table of Contents

operations in each period, based upon the change in the fair value of the derivative financial instrument. Cash flows from derivative financial instruments are reported as operating activities in the consolidated condensed statements of cash flows.

Derivative financial instruments involve credit risk in the event the counterparty should default. It is the Company's policy to execute such instruments with global financial institutions that the Company believes to be creditworthy. The Company diversifies its derivative financial instruments among counterparties to minimize exposure to any one of these entities. The Company also uses International Swap Dealers Association master-netting agreements. Under the master-netting agreements, the Company's counterparty settlement risk is the net amount of any receipts or payments due between the Company and the counterparty financial institution.

The following table presents the location and fair value amounts of derivative instruments reported in the consolidated condensed balance sheets (in millions):

		Fair Value	
Derivatives designated as hedging instruments	**Balance Sheet Location**	**September 30, 2012**	**December 31, 2011**
Assets			
Foreign currency contracts	Prepaid expenses	$ 1.3	$ 12.7

The following tables present the effect of derivative instruments on the consolidated condensed statements of operations and consolidated condensed statements of comprehensive income (in millions):

	Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion)			**Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income**	
	Three Months Ended September 30,			**Three Months Ended September 30,**	
Derivatives in cash flow hedging relationships	**2012**	**2011**	**Location of Gain or (Loss) Reclassified from Accumulated OCI into Income**	**2012**	**2011**
Foreign currency contracts	$ (9.5)	$ 17.3	Cost of goods sold	$ 6.2	$ (11.6)

	Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion)			**Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income**	
	Nine Months Ended September 30,			**Nine Months Ended September 30,**	
Derivatives in cash flow hedging relationships	**2012**	**2011**	**Location of Gain or (Loss) Reclassified from Accumulated OCI into Income**	**2012**	**2011**
Foreign currency contracts	$ 3.9	$ (9.5)	Cost of goods sold	$ 3.5	$ (21.5)

		Amount of Gain or (Loss) Recognized in Income on Derivative	
		Three Months Ended September 30,	
Derivatives not designated as hedging instruments	**Location of Gain or (Loss) Recognized in Income on Derivative**	**2012**	**2011**
Foreign currency contracts	Other expense (income), net	$ (3.5)	$ (1.9)

		Amount of Gain or (Loss) Recognized in Income on Derivative	
		Nine Months Ended September 30,	
Derivatives not designated as hedging instruments	**Location of Gain or (Loss) Recognized in Income on Derivative**	**2012**	**2011**

Foreign currency contracts	Other expense (income), net	$ (3.0)	$ (6.2)

Table of Contents

The Company expects that during the next twelve months it will reclassify to earnings an $8.5 million gain currently recorded in "*Accumulated Other Comprehensive Loss*."

8. DEFINED BENEFIT PLANS

The components of net periodic benefit costs for the three and nine months ended September 30, 2012 and 2011 were as follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Service cost	$ 1.8	$ 1.5	$ 5.4	$ 4.6
Interest cost	0.6	0.5	1.8	1.5
Expected return on plan assets	(0.4)	(0.3)	(1.1)	(1.0)
Amortization of actuarial loss, prior service credit and other	0.2	0.1	0.5	0.3
Net periodic pension benefit cost	$ 2.2	$ 1.8	$ 6.6	$ 5.4

9. STOCK-BASED COMPENSATION

Stock-based compensation expense related to awards issued under the Company's incentive compensation plans for the three and nine months ended September 30, 2012 and 2011 was as follows (in millions):

	Three Months Ended September 30		Nine Months Ended September 30,	
	2012	2011	2012	2011
Cost of goods sold	$ 1.4	$ 1.3	$ 3.7	$ 3.0
Selling, general and administrative expenses	8.0	7.5	23.1	18.7
Research and development expenses	1.5	1.7	4.5	4.3
Total stock-based compensation expense	$ 10.9	$ 10.5	$ 31.3	$ 26.0

At September 30, 2012, the total remaining compensation cost related to nonvested stock options, restricted stock units ("RSUs"), market-based restricted stock units ("MRSUs") and employee stock purchase plan ("ESPP") subscription awards amounted to $77.2 million, which will be amortized on a straight-line basis over the weighted-average remaining requisite service period of 31 months.

During the nine months ended September 30, 2012, the Company granted 1.1 million stock options at a weighted-average exercise price of $86.70 and 0.2 million shares of RSUs at a weighted-average grant-date fair value of $86.04. The Company also granted 47,275 shares of MRSUs at a weighted-average grant-date fair value of $109.78. The MRSUs vest based on a combination of certain service and market conditions. The actual number of shares issued will be determined based on the Company's total shareholder return relative to a selected industry peer group over a three-year performance period, and may range from 0 percent to 175 percent of the targeted number of shares granted.

Fair Value Disclosures

The fair value of the MRSUs was determined using a Monte Carlo simulation model, which uses multiple input variables to determine the probability of satisfying the market condition requirements. The weighted-average assumptions used to determine the fair value of the MRSUs included a 0.3 percent risk-free interest rate and a 30.4 percent expected volatility rate.

Table of Contents

The Black-Scholes option pricing model was used with the following weighted-average assumptions for options granted during the following periods:

Option Awards

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	**2011**	**2012**	**2011**
Risk-free interest rate	0.6%	1.4%	0.7%	1.7%
Expected dividend yield	None	None	None	None
Expected volatility	31.2%	27.2%	31.3%	27.3%
Expected term (years)	4.9	4.7	4.6	4.5
Fair value, per share	$ 29.00	$ 21.72	$ 23.92	$ 22.81

The Black-Scholes option pricing model was used with the following weighted-average assumptions for ESPP subscriptions granted during the following periods:

ESPP

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	**2011**	**2012**	**2011**
Risk-free interest rate	0.2%	0.1%	0.1%	0.2%
Expected dividend yield	None	None	None	None
Expected volatility	36.0%	29.8%	33.2%	27.6%
Expected term (years)	0.6	0.6	0.6	0.6
Fair value, per share	$ 26.90	$ 21.06	$ 21.30	$ 20.02

10. ACCELERATED SHARE REPURCHASE

In February 2012, the Company entered into an accelerated share repurchase ("ASR") agreement with an investment bank to repurchase $54.0 million of the Company's common stock. The February ASR agreement provided for the repurchase of the Company's common stock based on the volume-weighted average price ("VWAP") of the Company's common stock during the term of the agreement, less a discount, and was subject to collar provisions that established minimum and maximum number of shares to be repurchased. In March 2012, the Company paid the $54.0 million purchase price and received an initial delivery of 0.6 million shares, representing the minimum number of shares to be repurchased under the agreement. The initial shares were valued at $72.40 per share based on the VWAP of the Company's common stock on March 1, 2012, which was the date the major terms of the ASR agreement were finalized, and represented approximately 80 percent of the shares expected to be repurchased. The February ASR agreement concluded in May 2012, and upon final settlement, the Company had received a total of 0.7 million shares at an average price per share of $75.12 based on the VWAP of the Company's common stock during the term of the agreement.

In May 2012, the Company entered into another ASR agreement with the same investment bank to repurchase $50.0 million of the Company's common stock. The May ASR agreement provided for the repurchase of the Company's common stock based on the VWAP of the Company's common stock during the term of the agreement, less a discount, and was subject to collar provisions that established minimum and maximum number of shares to be repurchased. In June 2012, the Company paid the $50.0 million purchase price and received an initial delivery of 0.5 million shares, representing the minimum number of shares to be repurchased under the agreement. The initial shares were valued at $84.81 per share based on the VWAP of the Company's common stock on June 1, 2012, which was the

Table of Contents

date the major terms of the May ASR agreement were finalized, and represented approximately 80 percent of the shares expected to be repurchased. The May ASR agreement concluded in August 2012, and upon final settlement, the Company had received a total of 0.5 million shares at an average price per share of $97.50 based on the VWAP of the Company's common stock during the term of the agreement.

The ASR agreements were accounted for as two separate transactions: (a) the value of the initial delivery of shares was recorded as shares of common stock acquired in a treasury stock transaction on the acquisition date and (b) the remaining amount of the purchase price paid was recorded as a forward contract indexed to the Company's own common stock and was recorded in "*Additional Paid-in Capital*" on the consolidated condensed balance sheet. The initial delivery of shares resulted in an immediate reduction of the outstanding shares used to calculate the weighted-average common shares outstanding for basic and diluted earnings per share. The Company determined that the forward contract indexed to the Company's common stock met all the applicable criteria for equity classification and, therefore, was not accounted for as a derivative instrument.

11. COMMITMENTS AND CONTINGENCIES

In February 2008, Edwards Lifesciences filed a lawsuit against CoreValve, Inc. in the U.S. District Court for the District of Delaware alleging that its ReValving System infringes three of Edwards' U.S. Andersen patents, later narrowed to one patent ("the '552 patent"). Medtronic, Inc. ("Medtronic") acquired CoreValve, Inc. ("Medtronic CoreValve") in April 2009. In April 2010, a federal jury found the '552 patent to be valid and found that Medtronic CoreValve willfully infringes it. The jury also awarded Edwards $73.9 million in damages. In February 2011, the District Court reaffirmed the jury decision and ruled that Edwards is entitled to recover additional damages due to Medtronic CoreValve's continued infringing sales from the trial through the life of the patent, plus interest. In the same ruling, the court denied Edwards' motions for a permanent injunction, as well as its motion for increased damages relating to Medtronic CoreValve's willful infringement. Both Edwards and Medtronic CoreValve have appealed. The U.S. Court of Appeals for the Federal Circuit heard the appeals in January 2012 and the parties are awaiting its decision. A second lawsuit is pending in the same trial court against Medtronic CoreValve and Medtronic alleging infringement of three of Edwards' U.S. Andersen patents. In September 2010, the United States Patent and Trademark Office ("USPTO") granted Medtronic's third request to reexamine the validity of the claim of the '552 patent and in July 2011 confirmed the validity of that patent. Medtronic has since filed another request for reexamination of the '552 patent and that request has been partially granted by the USPTO.

In June 2011, Medtronic filed a lawsuit in the U.S. District Court for the District of Minnesota alleging that certain surgical valve holders and a surgical embolic filter device infringe its patents. Edwards counterclaimed against Medtronic, alleging that the Medtronic Contour 3D annuloplasty ring infringes an Edwards ring patent. Edwards subsequently added two more patents to its counterclaim. In February and March 2012, the USPTO granted Edwards' request to reexamine the validity of three of the four Medtronic patents involved in this lawsuit.

In June 2011, Medtronic CoreValve also filed another lawsuit in the U.S. District Court for the Central District of California alleging that the *Edwards SAPIEN* transcatheter heart valve infringes a Medtronic CoreValve patent. Edwards counterclaimed against Medtronic CoreValve and Medtronic, alleging that the Medtronic CoreValve heart valve infringes Edwards' U.S. Letac-Cribier transcatheter heart valve patent. Edwards' counterclaim was subsequently transferred to the U.S. District Court for the District of Delaware, where proceedings continue. In April 2012, the USPTO granted Edwards' request to reexamine the validity of the Medtronic CoreValve patent.

Table of Contents

In March 2012, Medtronic filed another lawsuit in the U.S. District Court for the Central District of California alleging that the methods of implanting the *Edwards SAPIEN* transcatheter heart valve in the United States infringes two Medtronic patents relating to methods of pacing the heart.

In August 2012, Edwards filed a lawsuit against Medtronic in the German District Court of Mannheim alleging that Medtronic's Corevalve and Evolut valves infringe two of Edwards' transcatheter valve patents. These patents were issued by the European Patent Office and were validated as national patents in various European countries, including Germany. The matter is scheduled for trial in April 2013.

In March and September 2010, the Company received grand jury subpoenas for documents from the United States Attorney's Office in the Central District of California in connection with an investigation by the Food and Drug Administration. The subpoenas to the Company seek records relating to the Vigilance I Monitor model with software release 5.3 that was the subject of a voluntary field recall by the Company in June 2006. The Company has cooperated fully with the investigation. In October 2012, the Company was advised by the U.S. Attorney's Office that it is declining to pursue a criminal investigation and/or prosecution at this time.

In addition, Edwards Lifesciences is or may be a party to, or may otherwise be responsible for, pending or threatened lawsuits related primarily to products and services currently or formerly manufactured or performed, as applicable, by Edwards Lifesciences. Such cases and claims raise difficult and complex factual and legal issues and are subject to many uncertainties, including, but not limited to, the facts and circumstances of each particular case or claim, the jurisdiction in which each suit is brought, and differences in applicable law. Upon resolution of any such legal matter or other claim, Edwards Lifesciences may incur charges in excess of established reserves. The Company is not able to estimate the amount or range of any loss for legal contingencies for which there is no reserve or additional loss for matters already reserved. While any such charge could have a material adverse impact on Edwards Lifesciences' net income or cash flows in the period in which it is recorded or paid, management does not believe that any such charge relating to any currently pending lawsuit would have a material adverse effect on Edwards Lifesciences' financial position, results of operations or liquidity.

Edwards Lifesciences is subject to various environmental laws and regulations both within and outside of the United States. The operations of Edwards Lifesciences, like those of other medical device companies, involve the use of substances regulated under environmental laws, primarily in manufacturing and sterilization processes. While it is difficult to quantify the potential impact of continuing compliance with environmental protection laws, management believes that such compliance will not have a material impact on Edwards Lifesciences' financial position, results of operations or liquidity.

Table of Contents

12. OTHER COMPREHENSIVE INCOME (LOSS)

The tax effect on the components of other comprehensive income (loss) is as follows (in millions):

	Foreign Currency Translation Adjustments	Unrealized (Loss) Gain on Cash Flow Hedges	Unrealized Gain (Loss) on Investments in Unconsolidated Affiliates	Total Other Comprehensive Income (Loss)
Three Months Ended September 30, 2012				
Pre-tax period change	$ 23.5	$ (15.7)	$ 0.3	$ 8.1
Deferred income tax benefit (expense)		5.9	(0.1)	5.8
Net of tax amount	$ 23.5	$ (9.8)	$ 0.2	$ 13.9
Nine Months Ended September 30, 2012				
Pre-tax period change	$ (0.6)	$ 0.4	$ 1.0	$ 0.8
Deferred income tax expense			(0.4)	(0.4)
Net of tax amount	$ (0.6)	$ 0.4	$ 0.6	$ 0.4
Three Months Ended September 30, 2011				
Pre-tax period change	$ (29.8)	$ 28.9	$ (2.2)	$ (3.1)
Deferred income tax (expense) benefit		(11.4)	0.8	(10.6)
Net of tax amount	$ (29.8)	$ 17.5	$ (1.4)	$ (13.7)
Nine Months Ended September 30, 2011				
Pre-tax period change	$ 13.3	$ 12.0	$ (2.7)	$ 22.6
Deferred income tax (expense) benefit		(4.7)	1.0	(3.7)
Net of tax amount	$ 13.3	$ 7.3	$ (1.7)	$ 18.9

13. EARNINGS PER SHARE

Basic earnings per share is computed by dividing net income by the weighted-average common shares outstanding during a period. Employee equity share options, nonvested shares and similar equity instruments granted by the Company are treated as potential common shares in computing diluted earnings per share. Diluted shares outstanding include the dilutive effect of RSUs, MRSUs, and in-the-money options. The dilutive impact of the RSUs, MRSUs, and in-the-money options is calculated based on the average share price for each fiscal period using the treasury stock method. Under the treasury stock method, the amount that the employee must pay for exercising stock options, the amount of compensation expense for future service that the Company has not yet recognized, and the amount of tax benefits that would be recorded in "*Additional Paid-in Capital*" when the award becomes deductible are assumed to be used to repurchase shares. Potential common share equivalents have been excluded where their inclusion would be anti-dilutive.

Table of Contents

The table below presents the computation of basic and diluted earnings per share (in millions, except for per share information):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Basic:				
Net income	$ 69.2	$ 51.6	$ 202.1	$ 173.6
Weighted-average shares outstanding	115.7	114.6	114.9	114.8
Basic earnings per share	$ 0.60	$ 0.45	$ 1.76	$ 1.51
Diluted:				
Net income	$ 69.2	$ 51.6	$ 202.1	$ 173.6
Weighted-average shares outstanding	115.7	114.6	114.9	114.8
Dilutive effect of stock plans	3.3	4.4	3.5	5.0
Dilutive weighted-average shares outstanding	119.0	119.0	118.4	119.8
Diluted earnings per share	$ 0.58	$ 0.43	$ 1.71	$ 1.45

Stock options, RSUs, and MRSUs to purchase 1.3 million and 1.3 million shares for the three months ended September 30, 2012 and 2011, respectively, and 1.6 million and 0.9 million for the nine months ended September 30, 2012 and 2011, respectively, were outstanding, but were not included in the computation of diluted earnings per share because the effect would have been anti-dilutive.

14. INCOME TAXES

The Company's effective income tax rates were 25.9% and 24.8% for the three and nine months ended September 30, 2012, respectively, and 10.4% and 19.3% for the three and nine months ended September 30, 2011, respectively. The effective income tax rate for the nine months ended September 30, 2012 included a $2.3 million benefit from the remeasurement of uncertain tax positions. The effective income tax rates for the three and nine months ended September 30, 2011 included a $6.9 million and $9.4 million tax benefit, respectively, related to rulings made by the tax authorities in Switzerland.

The federal research credit expired on December 31, 2011 and has not been reinstated as of September 30, 2012. The effective income tax rates for the three and nine months ended September 30, 2012 have been calculated without an assumed benefit for the federal research credit. In 2011, the federal research credit favorably impacted the effective tax rate by approximately 2.4%.

The Company strives to resolve open matters with each tax authority at the examination level and could reach agreement with a tax authority at any time. While the Company has accrued for matters it believes are more likely than not to require settlement, the final outcome with a tax authority may result in a tax liability that is more or less than that reflected in the consolidated condensed financial statements. Furthermore, the Company may later decide to challenge any assessments, if made, and may exercise its right to appeal. The uncertain tax positions are reviewed quarterly and adjusted as events occur that affect potential liabilities for additional taxes, such as lapsing of applicable statutes of limitations, proposed assessments by tax authorities, negotiations between tax authorities, identification of new issues and issuance of new legislation, regulations or case law.

As of September 30, 2012 and December 31, 2011, the liability for income taxes associated with uncertain tax positions was $94.9 million and $78.0 million, respectively. The Company estimates that these liabilities would be reduced by $9.8 million and $6.8 million, respectively, from offsetting tax

Table of Contents

benefits associated with the correlative effects of potential transfer pricing adjustments, state income taxes and timing adjustments. The net amounts of $85.1 million and $71.2 million, respectively, if not required, would favorably affect the Company's effective tax rate.

All material state, local and foreign income tax matters have been concluded for years through 2006. The Internal Revenue Service ("IRS") has completed its examination of the 2007 and 2008 tax years, including certain transfer pricing issues that were under appeal. The appeals process for those transfer pricing issues was finalized during the third quarter of 2012. The IRS began its examination of the 2009 and 2010 tax years during the second quarter of 2011.

15. SEGMENT INFORMATION

Edwards Lifesciences conducts operations worldwide and is managed in the following geographical regions: United States, Europe, Japan and Rest of World. All regions sell products that are used to treat advanced cardiovascular disease.

The Company's geographic segments are reported based on the financial information provided to the Chief Operating Decision Maker (the Chief Executive Officer). The Company evaluates the performance of its geographic segments based on net sales and income before provision for income taxes ("pre-tax income"). The accounting policies of the segments are substantially the same as those described in Note 2 of the Company's consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2011. Net sales and pre-tax income of reportable segments are based on internally derived standard foreign exchange rates, which may differ from year to year, and do not include inter-segment profits. Because of the interdependence of the reportable segments, the operating profit as presented may not be representative of the geographical distribution that would occur if the segments were not interdependent. Net sales by geographic area are based on the location of the customer.

Certain items are maintained at the corporate level and are not allocated to the segments. The non-allocated items include net interest expense, global marketing expenses, corporate research and development expenses, manufacturing variances, corporate headquarters costs, special gains and charges, stock-based compensation, foreign currency hedging activities, certain litigation costs and most of the Company's amortization expense. Although most of the Company's depreciation expense is included in segment pre-tax income, due to the Company's methodology for cost build-up, it is impractical to determine the amount of depreciation expense included in each segment, and therefore a portion is maintained at the corporate level. The Company neither discretely allocates assets to its operating segments, nor evaluates the operating segments using discrete asset information.

Table of Contents

The table below presents information about Edwards Lifesciences' reportable segments (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Segment Net Sales				
United States	$ 193.5	$ 150.5	$ 587.1	$ 450.9
Europe	129.7	128.9	430.9	409.0
Japan	70.7	53.3	214.0	167.9
Rest of world	62.0	50.1	171.7	147.9
Total segment net sales	$ 455.9	$ 382.8	$ 1,403.7	$ 1,175.7
Segment Pre-Tax Income				
United States	$ 109.2	$ 76.3	$ 330.2	$ 237.2
Europe	53.4	52.4	185.2	177.2
Japan	36.5	23.6	110.2	78.9
Rest of world	19.3	15.4	48.5	44.8
Total segment pre-tax income	$ 218.4	$ 167.7	$ 674.1	$ 538.1

The table below presents reconciliations of segment net sales to consolidated net sales and segment pre-tax income to consolidated pre-tax income (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net Sales Reconciliation				
Segment net sales	$ 455.9	$ 382.8	$ 1,403.7	$ 1,175.7
Foreign currency	(8.0)	29.9	(14.6)	72.7
Consolidated net sales	$ 447.9	$ 412.7	$ 1,389.1	$ 1,248.4
Pre-Tax Income Reconciliation				
Segment pre-tax income	$ 218.4	$ 167.7	$ 674.1	$ 538.1
Unallocated amounts:				
Corporate items	(127.4)	(109.8)	(399.1)	(330.2)
Special charges			(7.0)	(4.0)
Interest income, net	0.3		0.4	0.3
Foreign currency	2.1	(0.3)	0.5	10.8
Consolidated pre-tax income	$ 93.4	$ 57.6	$ 268.9	$ 215.0

Table of Contents

Enterprise-Wide Information

Enterprise-wide information is based on actual foreign exchange rates used in the Company's consolidated financial statements.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(in millions)			
Net Sales by Geographic Area				
United States	$ 193.6	$ 150.5	$ 587.2	$ 450.9
Europe	121.8	139.1	417.1	430.3
Japan	71.8	67.8	214.9	206.9
Rest of world	60.7	55.3	169.9	160.3
	$ 447.9	$ 412.7	$ 1,389.1	$ 1,248.4
Net Sales by Major Product and Service Area				
Surgical Heart Valve Therapy	$ 185.7	$ 190.4	$ 589.8	$ 593.8
Transcatheter Heart Valves	123.8	82.6	391.1	240.6
Critical Care	138.4	139.7	408.2	414.0
	$ 447.9	$ 412.7	$ 1,389.1	$ 1,248.4

	September 30, 2012	December 31, 2011
	(in millions)	
Long-Lived Tangible Assets by Geographic Area		
United States	$ 241.0	$ 223.0
International	113.7	105.9
	$ 354.7	$ 328.9

16. RESTATEMENT OF UNAUDITED INTERIM CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

During the fourth quarter of 2011, the Company determined that its previously issued consolidated condensed balance sheets and consolidated condensed statements of cash flows for the quarter ended September 30, 2011 contained errors related to (1) its cash equivalents and short-term investments and (2) the excess tax benefit from stock plans. Neither of these errors had an impact on the consolidated condensed statements of operations.

First, during 2011, the Company purchased bank time deposits with original maturities over three months but less than one year. The Company determined that these bank time deposits had been incorrectly classified as cash equivalents for the above mentioned period and, accordingly, the Company has restated the presentation as reflected below. The classification error had no impact on the Company's current assets.

	As of September 30, 2011	
Balance Sheets	**As Reported**	**As Restated**
	(in millions)	
Cash and cash equivalents	$ 451.1	$ 244.0
Short-term investments		207.1
Total	$ 451.1	$ 451.1

Table of Contents

Statements of Cash Flows	Nine Months Ended September 30, 2011	
	As Reported	As Restated
	(in millions)	
Cash flows from investing activities		
Purchases of short-term investments		(454.0)
Proceeds from short-term investments		237.2
Net cash used in investing activities	(81.4)	(298.2)
Effect of currency exchange rate changes on cash and cash equivalents	3.2	12.9
Net increase (decrease) in cash and cash equivalents	55.0	(152.1)
Cash and cash equivalents at end of period	451.1	244.0

Second, the amount presented in the consolidated condensed statements of cash flows as "*Excess Tax Benefits from Stock Plans*" for the period ended September 30, 2011 was not reduced to reflect the absence of cash flows from the generation of credit carryforwards and net operating losses in the United States in 2011 primarily due to significant tax deductions from stock option exercises and, accordingly, the Company has restated the presentation as reflected below.

Statements of Cash Flows	Nine Months Ended September 30, 2011	
	As Reported	As Restated
	(in millions)	
Cash flows from operating activities		
Excess tax benefit from stock plans	$ (47.0)	$ (3.6)
Net cash provided by operating activities	171.4	214.8
Cash flows from financing activities		
Excess tax benefit from stock plans	47.0	3.6
Net cash used in financing activities	(38.2)	(81.6)

17. SUBSEQUENT EVENT

On October 9, 2012, the Company acquired all the outstanding shares of BMEYE, B.V. ("BMEYE") for an aggregate cash purchase price of €32.5 million (approximately $42 million). BMEYE is a medical device company that specializes in the development of non-invasive technology for advanced hemodynamic monitoring. The acquisition provides the Company with full rights to develop BMEYE's existing technology platform to create a new, integrated hemodynamic monitoring system that has a disposable sensor unit worn by the patient. The acquisition will be accounted for as a business combination, and consisted primarily of goodwill and in-process research and development. The Company is in the process of evaluating the impact of the business combination on its consolidated financial statements.

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The Company (as defined below in "Overview") intends the forward-looking statements contained in this report to be covered by the safe harbor provisions of such Acts. All statements other than statements of historical fact in this report or referred to or incorporated by reference into this report are "forward-looking statements" for purposes of these sections. These statements include, among other things, any predictions of earnings, revenues, expenses or other financial items, plans or expectations with respect to development activities, clinical trials or regulatory approvals, any statements of plans, strategies and objectives of management for future operations, any statements concerning the Company's future operations, financial conditions and prospects, and any statements of assumptions underlying any of the foregoing. These statements can sometimes be identified by the use of the forward-looking words such as "may," "believe," "will," "expect," "project," "estimate," "should," "anticipate," "plan," "goal," "continue," "seek," "pro forma," "forecast," "intend," "guidance," "optimistic," "aspire," "confident," other forms of these words or similar words or expressions or the negative thereof. Investors are cautioned not to unduly rely on such forward-looking statements. These forward-looking statements are subject to substantial risks and uncertainties that could cause the Company's results or future business, financial condition, results of operations or performance to differ materially from the Company's historical results or experiences or those expressed or implied in any forward-looking statements contained in this report. Investors should carefully review the information contained in, or incorporated by reference into, the Company's annual report on Form 10-K for the year ended December 31, 2011 and subsequent reports on Forms 10-Q and 8-K for a description of certain of these risks and uncertainties. These forward-looking statements speak only as of the date on which they are made and the Company does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of the statement. If the Company does update or correct one or more of these statements, investors and others should not conclude that the Company will make additional updates or corrections.

Overview

Edwards Lifesciences Corporation ("Edwards Lifesciences" or the "Company") is focused on technologies that treat structural heart disease and critically ill patients. A pioneer in the development and commercialization of heart valve products, Edwards Lifesciences is the world's leading manufacturer of tissue heart valves and repair products used to replace or repair a patient's diseased or defective heart valve. The Company is also a global leader in hemodynamic monitoring systems used to measure a patient's cardiovascular function in the hospital setting.

During the first quarter of 2012, the Company began reporting its products and technologies in three new product groups: Surgical Heart Valve Therapy, which combines surgical heart valves and Cardiac Surgery Systems; Transcatheter Heart Valves; and Critical Care, which includes Vascular. Sales amounts for the prior year periods have been recast to conform with the new product classifications.

Edwards Lifesciences' **Surgical Heart Valve Therapy** portfolio is comprised primarily of tissue heart valves and heart valve repair products for the surgical repair or replacement of a patient's heart valve. The portfolio also includes a diverse line of products used during minimally invasive surgical procedures, and cannulae, embolic protection devices and other products used during cardiopulmonary bypass. The Company's **Transcatheter Heart Valves** portfolio includes technologies designed to treat heart valve disease using catheter-based approaches as opposed to open surgical techniques. In the **Critical Care** portfolio, Edwards Lifesciences' products include pulmonary artery catheters, disposable pressure transducers and advanced monitoring systems. The portfolio also includes a line of balloon catheter-based products, surgical clips and inserts.

The healthcare marketplace continues to be competitive with strong global and local competitors. The Company competes with many companies, ranging from small start-up enterprises to companies

Table of Contents

that are larger and more established than Edwards Lifesciences with access to significant financial resources. Furthermore, rapid product development and technological change characterize the market in which the Company competes. Global demand for healthcare is increasing as the population ages. There is mounting pressure to contain healthcare costs in the face of this increasing demand, which has resulted in pricing and market share pressures. The cardiovascular segment of the medical device industry is dynamic, and technology, cost-of-care considerations, regulatory reform, industry and customer consolidation, and evolving patient needs are expected to continue to drive change.

New Accounting Standards Not Yet Adopted

In July 2012, the Financial Accounting Standards Board issued an amendment to the accounting guidance on intangible assets to permit an entity to first assess qualitative factors to determine whether it is more likely than not that the indefinite-lived asset is impaired as a basis for determining whether it is necessary to calculate the fair value of the indefinite-lived asset and perform the quantitative impairment test by comparing the fair value with the carrying amount. The guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. The Company does not expect the adoption of this guidance will have a material impact on its consolidated financial statements.

Results of Operations

Net Sales Trends

(dollars in millions)

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2012	2011	Change	Percent Change	2012	2011	Change	Percent Change
United States	$ 193.6	$ 150.5	$ 43.1	28.5%	$ 587.2	$ 450.9	$ 136.3	30.2%
International	254.3	262.2	(7.9)	(3.0)%	801.9	797.5	4.4	0.6%
Total net sales	$ 447.9	$ 412.7	$ 35.2	8.5%	$ 1,389.1	$ 1,248.4	$ 140.7	11.3%

In the United States, the $43.1 million and $136.3 million increases in net sales for the three and nine months ended September 30, 2012, respectively, were due primarily to:

- Transcatheter Heart Valves, which increased net sales by $47.4 million and $139.9 million, respectively, driven primarily by sales of the *Edwards SAPIEN* transcatheter heart valve which was launched in the United States in the fourth quarter of 2011.

International net sales decreased $7.9 million for the three months ended September 30, 2012 and increased $4.4 million for the nine months ended September 30, 2012, due primarily to:

- foreign currency exchange rate fluctuations, which decreased net sales by $19.8 million and $33.5 million, respectively, due primarily to the weakening of the Euro against the United States dollar;

partially offset by:

- Transcatheter Heart Valves, which increased net sales by $3.4 million and $28.4 million, respectively, driven primarily by sales of the *Edwards SAPIEN XT* transcatheter heart valve; and

- Surgical Heart Valve Therapy products, which increased net sales by $5.9 million and $12.1 million, respectively, driven primarily by sales of the *Carpentier-Edwards PERIMOUNT Magna Aortic Ease* valve.

Table of Contents

The impact of foreign currency exchange rate fluctuations on net sales is not necessarily indicative of the impact on net income due to the corresponding effect of foreign currency exchange rate fluctuations on international manufacturing and operating costs and the Company's hedging activities. For more information see Item 3, "*Quantitative and Qualitative Disclosures About Market Risk*."

Net Sales by Product Line

(dollars in millions)

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2012	2011	Change	Percent Change	2012	2011	Change	Percent Change
Surgical Heart Valve Therapy	$ 185.7	$ 190.4	$ (4.7)	(2.5)%	$ 589.8	$ 593.8	$ (4.0)	(0.7)%
Transcatheter Heart Valves	123.8	82.6	41.2	49.9%	391.1	240.6	150.5	62.5%
Critical Care	138.4	139.7	(1.3)	(1.0)%	408.2	414.0	(5.8)	(1.4)%
Total net sales	$ 447.9	$ 412.7	$ 35.2	8.5%	$ 1,389.1	$ 1,248.4	$ 140.7	11.3%

Surgical Heart Valve Therapy

Net sales of Surgical Heart Valve Therapy products decreased by $4.7 million and $4.0 million for the three and nine months ended September 30, 2012, respectively, due primarily to:

- foreign currency exchange rate fluctuations, which decreased net sales by $7.6 million and $12.1 million, respectively, due primarily to the weakening of the Euro against the United States dollar;

partially offset by:

- surgical heart valve products, which increased net sales by $2.8 million and $4.4 million, respectively, driven by sales of pericardial aortic tissue valves; and

- cardiac surgery systems, which increased net sales by $3.7 million for the nine month period, driven by specialty cannula products and minimally invasive surgical products.

In Europe, the Company received CE Mark in February 2012 for *EDWARDS INTUITY*, its minimally invasive aortic valve surgery system. During the second quarter, the Company received conditional Investigational Device Exemption ("IDE") approval from the United States Food and Drug Administration ("FDA") to initiate the TRANSFORM Trial, which will evaluate the *EDWARDS INTUITY* valve system, and began enrollment in the third quarter. Also, during the second quarter, the Company received IDE approval to initiate a clinical trial to study its *GLX* next-generation tissue treatment platform applied to a surgical bovine pericardial heart valve.

During the second quarter, the Company received regulatory approval in the United States and Europe for its *ProPlege* retrograde cardioplegia device, designed to protect the heart during aortic and mitral valve procedures. The Company initiated a limited launch of *ProPlege* in Europe in June 2012 and in the United States in July 2012.

Table of Contents

Transcatheter Heart Valves

Net sales of Transcatheter Heart Valves for the three and nine months ended September 30, 2012 increased by $41.2 million and $150.5 million, respectively, due primarily to:

- the *Edwards SAPIEN* transcatheter heart valve, which increased net sales by $45.2 million and $117.5 million, respectively, primarily due to the launch in the United States in the fourth quarter of 2011; and
- the *Edwards SAPIEN XT* transcatheter heart valve, which increased net sales by $5.7 million and $52.2 million, respectively, primarily due to an increase in international sales;

partially offset by:

- foreign currency exchange rate fluctuations, which decreased net sales by $7.7 million and $14.4 million, respectively, due primarily to the weakening of the Euro against the United States dollar.

The Company expects that its transcatheter heart valves will continue to be a strong contributor to 2012 sales. In November 2011, the Company received approval from the FDA for the transfemoral delivery of the *Edwards SAPIEN* transcatheter heart valve for treatment of certain inoperable patients with severe symptomatic aortic stenosis (Cohort B of The PARTNER Trial). In October 2012, the Company received approval from the FDA for the transfemoral and transapical delivery of the *Edwards SAPIEN* transcatheter heart valve for treatment of patients with severe, symptomatic aortic stenosis deemed at high risk for traditional open-heart surgery (Cohort A of The PARTNER Trial). The Company is continuing to conduct its PARTNER II trial, which is evaluating the *Edwards SAPIEN XT* transcatheter heart valve. In September 2012, the Company received FDA approval to add to the trial its larger 29 millimeter *SAPIEN XT* valve with the *NovaFlex+* delivery system and the *Ascendra+* delivery system for both the transapical and new transaortic approach.

Critical Care

Net sales of Critical Care products for the three and nine months ended September 30, 2012 decreased by $1.3 million and $5.8 million, respectively, due primarily to:

- foreign currency exchange rate fluctuations, which decreased net sales by $4.5 million and $7.0 million, respectively, due primarily to the weakening of the Euro against the United States dollar; and
- the discontinuation of distributed sales of certain oximetry products and reduced sales of the Company's Central Venous Access products, which decreased net sales by $0.8 million and $7.2 million, respectively;

partially offset by:

- *FloTrac* systems, which increased net sales for the nine month period by $4.3 million; and
- pressure monitoring products, which increased net sales by $1.8 million and $1.7 million, respectively.

Gross Profit

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2012	2011	Change	2012	2011	Change
Gross profit as a percentage of net sales	75.1%	69.6%	5.5 pts.	73.5%	70.3%	3.2 pts.

Table of Contents

The 5.5 and 3.2 percentage point increases in gross profit as a percentage of net sales for the three and nine months ended September 30, 2012, respectively, were driven primarily by:

- a 3.8 percentage point and 2.5 percentage point increase due to the impact of foreign currency exchange rate fluctuations, including the outcome of foreign currency hedging contracts; and

- a 2.3 percentage point and a 1.6 percentage point increase in the United States due to a more profitable product mix, primarily higher sales of Transcatheter Heart Valves.

Selling, General and Administrative ("SG&A") Expenses

(dollars in millions)

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2012	2011	Change	2012	2011	Change
SG&A expenses	$ 167.8	$ 165.5	$ 2.3	$ 527.4	$ 479.0	$ 48.4
SG&A expenses as a percentage of net sales	37.5%	40.1%	(2.6) pts.	38.0%	38.4%	(0.4) pts.

The increase in SG&A expenses for the three and nine months ended September 30, 2012 was due primarily to higher sales and marketing expenses in the United States, mainly to support the Transcatheter Heart Valve program, including the launch in the United States. The decrease in SG&A expenses as a percentage of net sales for the three months ended September 30, 2012 was due primarily to the impact of foreign currency. The impact of foreign currency reduced expenses by $8.2 million and $14.2 million, respectively, due to the weakening of various currencies against the United States dollar, primarily the Euro.

Research and Development Expenses

(dollars in millions)

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2012	2011	Change	2012	2011	Change
Research and development expenses	$ 73.8	$ 61.7	$ 12.1	$ 216.4	$ 185.6	$ 30.8
Research and development expenses as a percentage of net sales	16.5%	15.0%	1.5 pts.	15.6%	14.9%	0.7 pts.

The increase in research and development expenses for the three and nine months ended September 30, 2012 was due primarily to additional investments in clinical studies and new product development efforts in the Transcatheter Heart Valve program.

Special Charges

Licensing of Intellectual Property

In April 2012, the Company obtained an exclusive license to a suturing device for minimally invasive surgery applications. The intellectual property is under development and there is uncertainty as to whether the product will ultimately be approved. The Company recorded a charge of $2.0 million related to the upfront licensing and royalty fees.

In June 2012, the Company obtained a co-exclusive sublicense to intellectual property related to processing tissue and implanting cardiovascular valves. The intellectual property is under development and there is uncertainty as to whether the product will ultimately be approved. The Company recorded a charge of $5.0 million related to the upfront licensing fee.

Table of Contents

European Receivables

In June 2011, the Company recorded a $4.0 million charge to reflect the increased risk associated with its European receivables.

Interest Income, net

(in millions)

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2012	2011	Change	2012	2011	Change
Interest expense	$ 0.9	$ 1.0	$ (0.1)	$ 3.2	$ 2.2	$ 1.0
Interest income	(1.2)	(1.0)	(0.2)	(3.6)	(2.5)	(1.1)
Interest income, net	$ (0.3)	$	$ (0.3)	$ (0.4)	$ (0.3)	$ (0.1)

The increase in interest expense for the nine months ended September 30, 2012 resulted primarily from higher average interest rates as compared to the prior year period. The increase in interest income resulted primarily from the recognition of interest income on discounted accounts receivables in southern Europe, partially offset by lower average interest rates.

Other Expense (Income), net

(in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Foreign exchange losses, net	$ 0.6	$ 3.1	$ 1.7	$ 1.7
Loss on sale of property	0.6		0.6	
Loss (gain) on investments in unconsolidated affiliates	0.3	(0.9)	(0.7)	(5.5)
License agreement			(0.9)	
Earn-out payments				(1.0)
Other		0.1	0.3	(0.3)
Other expense (income), net	$ 1.5	$ 2.3	$ 1.0	$ (5.1)

The foreign exchange losses relate to the foreign currency fluctuations in the Company's global trade and intercompany receivable and payable balances offset by the gains and losses on derivative instruments intended to hedge those exposures. Foreign exchange fluctuations (primarily related to United States dollar payables in non-United States dollar functional currency locations) resulted in a net loss in 2012.

The loss on sale of property is due to the sale of one of the Company's buildings.

The loss (gain) on investments in unconsolidated affiliates primarily represents the Company's net share of gains and losses in investments accounted for under the equity method, and realized gains and losses on the Company's available-for-sale and cost method investments.

The license agreement gain relates to the collection of a previously fully reserved promissory note under a licensing arrangement.

In September 2009, the Company sold its hemofiltration product line. In connection with the transaction, the Company was entitled to earn-out payments up to $9.0 million based on certain revenue objectives to be achieved by the buyer over the two years following the sale. As of March 31, 2011, all earn-out payments had been earned.

Table of Contents

Provision for Income Taxes

The provision for income taxes consists of provisions for federal, state and foreign income taxes. The Company operates in an international environment with significant operations in various locations outside the United States, which have statutory tax rates lower than the United States tax rate. Accordingly, the consolidated income tax rate is a composite rate reflecting the earnings in the various locations and the applicable rates. The Company's effective income tax rates were 25.9% and 24.8% for the three and nine months ended September 30, 2012, respectively, and 10.4% and 19.3% for the three and nine months ended September 30, 2011, respectively. The effective income tax rate for the nine months ended September 30, 2012 included a $2.3 million benefit from the remeasurement of uncertain tax positions. The effective income tax rates for the three and nine months ended September 30, 2011 included a $6.9 and $9.4 million tax benefit, respectively, related to rulings made by the tax authorities in Switzerland.

The federal research credit expired on December 31, 2011 and has not been reinstated as of September 30, 2012. The effective income tax rates for the three and nine months ended September 30, 2012 have been calculated without an assumed benefit for the federal research credit, which if reinstated would have a favorable impact on the Company's full year effective tax rate. In 2011, the federal research credit favorably impacted the full year effective tax rate by approximately 2.4%.

The Company strives to resolve open matters with each tax authority at the examination level and could reach agreement with a tax authority at any time. While the Company has accrued for matters it believes are more likely than not to require settlement, the final outcome with a tax authority may result in a tax liability that is more or less than that reflected in the consolidated condensed financial statements. Furthermore, the Company may later decide to challenge any assessments, if made, and may exercise its right to appeal. The uncertain tax positions are reviewed quarterly and adjusted as events occur that affect potential liabilities for additional taxes, such as lapsing of applicable statutes of limitations, proposed assessments by tax authorities, negotiations between tax authorities, identification of new issues and issuance of new legislation, regulations or case law. Management believes that adequate amounts of tax and related penalty and interest have been provided in income tax expense for any adjustments that may result from these uncertain tax positions.

As of September 30, 2012 and December 31, 2011, the liability for income taxes associated with uncertain tax positions was $94.9 million and $78.0 million, respectively. The Company estimates that these liabilities would be reduced by $9.8 million and $6.8 million, respectively, from offsetting tax benefits associated with the correlative effects of potential transfer pricing adjustments, state income taxes and timing adjustments. The net amounts of $85.1 million and $71.2 million, respectively, if not required, would favorably affect the Company's effective tax rate.

Liquidity and Capital Resources

The Company's sources of cash liquidity include cash on hand and cash equivalents, short-term investments (bank time deposits with original maturities over three months but less than one year), amounts available under credit facilities and cash from operations. The Company believes that these sources are sufficient to fund the current requirements of working capital, capital expenditures and other financial commitments. The Company further believes that it has the financial flexibility to attract long-term capital to fund short-term and long-term growth objectives. However, no assurances can be given that such long-term capital will be available to the Company on favorable terms, or at all.

As of September 30, 2012, cash and cash equivalents and short-term investments held outside the United States were $573.7 million, and have historically been used to fund international operations. The Company believes that cash held in the United States, in addition to amounts available under credit facilities and cash from operations, are sufficient to fund its United States operating requirements. The majority of cash and cash equivalents and short-term investments held outside the

Table of Contents

United States relate to undistributed earnings of certain of the Company's foreign subsidiaries which are considered to be indefinitely reinvested by the Company. Repatriations of cash and cash equivalents and short-term investments held outside the United States are subject to restrictions in certain jurisdictions and may be subject to withholding and other taxes. The potential tax liability related to any repatriation would be dependent on the facts and circumstances that would exist at the time such repatriation is made and the complexities of the tax laws of the United States and the respective foreign jurisdictions.

The Company has a Four-Year Credit Agreement ("the Credit Facility") which matures on July 29, 2015. The Credit Facility provides up to an aggregate of $500.0 million in borrowings in multiple currencies. Borrowings generally bear interest at the London interbank offering rate ("LIBOR") plus 0.875%, subject to adjustment for leverage ratio changes as defined in the Credit Facility. The Company also pays a facility fee of 0.125% on the entire $500.0 million facility whether or not drawn. The facility fee is also subject to adjustment for leverage ratio changes. All amounts outstanding under the Credit Facility have been classified as long-term obligations as these borrowings are expected to be refinanced pursuant to the Credit Facility. As of September 30, 2012, borrowings of $175.4 million were outstanding under the Credit Facility. The Credit Facility is unsecured and contains various financial and other covenants, including a maximum leverage ratio and a minimum interest coverage ratio, as defined in the Credit Facility. The Company was in compliance with all covenants at September 30, 2012.

In February 2010, the Board of Directors approved a stock repurchase program authorizing the Company to purchase on the open market and in privately negotiated transactions up to $500.0 million of the Company's common stock. In September 2011, the Board of Directors approved a new stock repurchase program authorizing the Company to purchase on the open market and in privately negotiated transactions up to an additional $500.0 million of the Company's common stock. Under these stock repurchase authorizations, in February 2012 and May 2012, the Company entered into accelerated share repurchase ("ASR") agreements with an investment bank to repurchase $54.0 million and $50.0 million, respectively, of the Company's common stock. The Company received a total of 1.2 million shares under the February 2012 and May 2012 ASR agreements, which were concluded in May 2012 and August 2012, respectively. Also under these stock repurchase authorizations, in August 2012, the Company entered into a Rule 10b5-1 plan to repurchase up to $100.0 million of the Company's common stock in accordance with certain pre-defined price parameters. As of September 30, 2012, $86.9 million remained available under the Rule 10b5-1 plan, which has a termination date of December 31, 2012. During the nine months ended September 30, 2012, the Company repurchased a total of 2.0 million shares at an aggregate cost of $163.3 million, and as of September 30, 2012, had remaining authority under the program to purchase $434.6 million of the Company's common stock. In addition to shares repurchased under the stock repurchase program, the Company also acquired shares to satisfy tax withholding obligations in connection with the vesting of restricted stock issued to employees.

In October 2012, the Company acquired all the outstanding shares of BMEYE, B.V. ("BMEYE") for an aggregate cash purchase price of €32.5 million (approximately $42 million). BMEYE is a medical device company that specializes in the development of non-invasive technology for advanced hemodynamic monitoring. The acquisition provides the Company with full rights to develop BMEYE's existing technology platform to create a new, integrated hemodynamic monitoring system that has a disposable sensor unit worn by the patient. The Company is in the process of evaluating the impact of the business combination on its financial statements.

At September 30, 2012, there had been no material changes in the Company's significant contractual obligations and commercial commitments as disclosed in its Annual Report on Form 10-K for the year ended December 31, 2011 other than as follows: during the quarter ended June 30, 2012, the Company entered into two separate supply agreements and a registry agreement. Under the supply agreements, the Company has agreed to purchase a minimum of $13.4 million of product by July 31,

Table of Contents

2013. The total future minimum commitments under the registry agreement are approximately $4.3 million, with payments through 2019.

Net cash flows provided by **operating activities** of $247.4 million for the nine months ended September 30, 2012 increased $32.6 million over the same period a year ago due primarily to (1) increased collection of accounts receivable, particularly a $26.3 million non-recurring collection in Spain and the sale of the Company's Greek bonds, (2) improved operating performance and (3) a decrease in inventory builds in comparison to the prior year. These increases were partially offset by (1) a $35.4 million impact from excess tax benefits from stock plans, primarily the realization of excess tax benefits that had been previously unrealized due to credit carryforwards and net operating losses in the United States in 2011, and (2) the timing of supplier payments.

Net cash used in **investing activities** of $106.2 million for the nine months ended September 30, 2012 consisted primarily of capital expenditures of $64.9 million and net purchases of short-term investments of $38.1 million.

Net cash used in investing activities of $298.2 million for the nine months ended September 30, 2011 consisted primarily of net purchases of short-term investments of $216.8 million, capital expenditures of $50.6 million, and a $42.6 million payment associated with the acquisition of Embrella Cardiovascular, Inc.

Net cash used in **financing activities** of $8.7 million for the nine months ended September 30, 2012 consisted primarily of purchases of treasury stock of $166.3 million, partially offset by proceeds from stock plans of $89.4 million, the excess tax benefit from stock plans of $39.0 million (including the realization of previously unrealized excess tax benefits), and net proceeds from debt of $26.3 million.

Net cash used in financing activities of $81.6 million for the nine months ended September 30, 2011 consisted primarily of purchases of treasury stock of $263.3 million, partially offset by net proceeds from debt of $128.8 million, proceeds from stock plans of $48.6 million, and the excess tax benefit from stock plans of $3.6 million.

Critical Accounting Policies and Estimates

The consolidated condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States which require the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and revenues and expenses during the periods reported. Actual results could differ from those estimates. Information with respect to the Company's critical accounting policies and estimates which the Company believes could have the most significant effect on the Company's reported results and require subjective or complex judgments by management is contained on pages 37-41 in Item 7, "*Management's Discussion and Analysis of Financial Condition and Results of Operations,*" of the Company's Annual Report on Form 10-K for the year ended December 31, 2011. Management believes that at September 30, 2012, there had been no material changes to this information.

Table of Contents

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate, Foreign Currency and Credit Risk

For a complete discussion of the Company's exposure to interest rate, foreign currency and credit risk, refer to Item 7A "*Quantitative and Qualitative Disclosures About Market Risk*" on pages 41-43 of the Company's Annual Report on Form 10-K for the year ended December 31, 2011. There have been no significant changes from the information discussed therein.

Concentrations of Risk

The Company invests excess cash in bank time deposits and diversifies the concentration of cash amongst different financial institutions.

In the normal course of business, Edwards Lifesciences provides credit to customers in the healthcare industry, performs credit evaluations of these customers and maintains allowances for potential credit losses which have historically been adequate compared to actual losses. The Company continues to do business with foreign governments in certain European countries that have experienced a deterioration in credit and economic conditions. These conditions have resulted in, and may continue to result in, a reduction in value and an increase in the average length of time that it takes to collect accounts receivable outstanding in these countries. In addition, the Company may also be impacted by declines in sovereign credit ratings or sovereign defaults in these countries.

Investment Risk

Edwards Lifesciences is exposed to investment risks related to changes in the fair values of its investments. The Company invests in equity instruments of public and private companies. These investments are classified in "*Investments in Unconsolidated Affiliates*" on the consolidated condensed balance sheets.

As of September 30, 2012, Edwards Lifesciences had $23.4 million of investments in equity instruments of other companies and had recorded unrealized gains of $1.7 million on these investments in "*Accumulated Other Comprehensive Loss,*" net of tax. Should these companies experience a decline in financial condition or fail to meet certain development milestones, the decline in the investments' value may be considered other-than-temporary and impairment charges may be necessary.

Table of Contents

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. The Company's management, including the Chief Executive Officer and the Chief Financial Officer, performed an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of September 30, 2012. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of September 30, 2012.

Changes in Internal Control Over Financial Reporting. There have been no changes in the Company's internal control over financial reporting during the quarter ended September 30, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Remediation of Material Weakness. As described in the Company's Annual Report on Form 10-K, filed on February 27, 2012, for the year ended December 31, 2011, the Company did not maintain effective controls over the completeness and timeliness of information impacting classification and disclosures related to financial reporting.

Beginning in February 2012, with the oversight of the Audit and Public Policy Committee, the Company's management began to design and implement certain remediation measures to address the material weakness discussed above and to improve its internal control over financial reporting.

The Company enhanced its existing controls and added new controls beginning in the quarter ended March 31, 2012 to improve the communication to appropriate financial reporting personnel from other departments of changes to information impacting classification and disclosures in the financial statements. Specifically, these changes included implementation of quarterly meetings and modifications to existing monthly meetings involving other departments and regions as well as financial reporting personnel to appropriately address matters impacting the classification and disclosures in the Company's financial statements; and enhancing certain tools to be used to facilitate effective communication between other departments, regions and financial reporting personnel. In addition, during the quarter ended June 30, 2012, financial reporting personnel travelled to the Company's regional offices to present financial trainings and to help the Company better execute on its communication and coordination efforts in the regions.

The Company tested the newly implemented controls and the enhanced controls and found them to be effective and in operation for a sufficient period of time to effectively measure their operating effectiveness. Therefore, the Company has concluded that the material weakness has been fully remediated as of September 30, 2012.

Table of Contents

Part II. Other Information

Item 1. Legal Proceedings

For a description of our material pending legal proceedings, please see Note 11 to the "*Consolidated Condensed Financial Statements*" of this Quarterly Report on Form 10-Q, which is incorporated by reference.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

Period	Total Number of Shares (or Units) Purchased(a)(c)	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (in millions)(b)(c)
July 1, 2012 through July 31, 2012	111	$ 103.34		$ 447.7
August 1, 2012 through August 31, 2012	132,383	98.80	132,383	434.6
September 1, 2012 through September 30, 2012	41,230	97.51	41,177	434.6
Total	173,724	98.50	173,560	

(a) The difference between the total number of shares (or units) purchased and the total number of shares (or units) purchased as part of publicly announced plans or programs is due to shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of RSUs issued to employees.

(b) On September 13, 2011, the Board of Directors approved a stock repurchase program authorizing the Company to purchase on the open market and in privately negotiated transactions up to $500.0 million of the Company's common stock.

(c) In August 2012, the Company's May ASR agreement was concluded, and the Company received an additional 41 thousand shares. Shares purchased pursuant to the Company's ASR agreements are presented in the above table in the periods in which they were received.

Item 6. Exhibits

Exhibits required by Item 601 of Regulation S-K are listed in the Exhibit Index hereto and include the following:

10.1*	Edwards Lifesciences Corporation Amended and Restated Chief Executive Officer Change-In-Control Severance Agreement dated October 9, 2012.
10.2*	Edwards Lifesciences Corporation Form of Change-In-Control Severance Agreement.
31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following financial statements from Edwards Lifesciences' Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Condensed Balance

Sheets, (ii) the Consolidated Condensed Statements of Operations, (iii) the Consolidated Condensed Statements of Comprehensive Income, (iv) the Consolidated Condensed Statements of Cash Flows, and (v) Notes to Consolidated Condensed Financial Statements

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* Represents management contract or compensatory plan.

Table of Contents

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EDWARDS LIFESCIENCES CORPORATION
(Registrant)

Date: November 7, 2012

By: /s/ THOMAS M. ABATE

Thomas M. Abate
Corporate Vice President,
Chief Financial Officer
(Chief Accounting Officer)

Table of Contents

EXHIBITS FILED WITH SECURITIES AND EXCHANGE COMMISSION

Exhibit No.	Description
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Represents management contract or compensatory plan.