

Edwards Lifesciences Corp
Form 8-K
May 29, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **May 29, 2018**

EDWARDS LIFESCIENCES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-15525
(Commission
File Number)

36-4316614
(IRS Employer
Identification No.)

One Edwards Way, Irvine, California
(Address of Principal Executive Offices)

92614
(Zip Code)

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(949) 250-2500

Registrant's telephone number, including area code

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extend transition method for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On May 29, 2018, Edwards Lifesciences Corporation, a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission a prospectus supplement (the "Prospectus Supplement") to the prospectus dated August 29, 2016, which was included in the Company's automatic shelf registration statement on Form S-3 (No. 333-213358). The Prospectus Supplement relates to the resale from time to time of up to 252,497 shares of the Company's common stock, \$1.00 par value per share, by the stockholders named therein.

In connection with the filing of the Prospectus Supplement, the Company is filing an opinion of its counsel, O Melveny & Myers LLP, regarding the legality of the common stock being registered, which opinion is attached as Exhibit 5.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) **Exhibits**

5.1 Opinion of O Melveny & Myers LLP.

23.1 Consent of O Melveny & Myers LLP (included in Exhibit 5.1 hereto).

SIGNATURES

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

EDWARDS LIFESCIENCES CORPORATION

Date: May 29, 2018

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