

Edwards Lifesciences Corp
Form S-8
August 07, 2012

As filed with the Securities and Exchange Commission on August 7, 2012

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

EDWARDS LIFESCIENCES CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

36-4316614
(I.R.S. Employer
Identification No.)

One Edwards Way

Irvine, California 92614
(Address, Including Zip Code, of Principal Executive Offices)

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Edwards Lifesciences Corporation

Long-Term Stock Incentive Compensation Program

(Full Title of the Plan)

Michael A. Mussallem
Chairman of the Board and Chief Executive Officer
Edwards Lifesciences Corporation

One Edwards Way

Irvine, California 92614
(949) 250-2500

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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. (Check one):

Large accelerated filer ☒ x

Accelerated filer ☐ o

Non-accelerated filer ☐ o

Smaller reporting company ☐ o

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, \$1.00 par value per share	3,000,000 shares(1)	\$ 98.84(2)	\$ 296,520,000(2)	\$ 33,981(2)(3)

(1) This Registration Statement covers, in addition to the number of shares of Edwards Lifesciences Corporation, a Delaware corporation (the Company or the Registrant), common stock, par value \$1.00 per share (the Common Stock), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Edwards Lifesciences Corporation Long-Term Stock Incentive Compensation Program (the Program) as a result of one or more adjustments under the Program to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.

(2) Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on August 2, 2012, as quoted on the New York Stock Exchange.

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(3) Pursuant to Securities Act Rule 457(p), \$33,981 of the \$42,031.30 remaining filing fee previously paid with respect to unsold securities that were registered pursuant to a Registration Statement on Form S-3 (Commission File No. 333-116634) initially filed by the Registrant on June 18, 2004, and carried forward on a Registration Statement on Form S-3 (Commission No. 333-155744) initially filed by the Registrant on November 11, 2008, is set off against the registration fee due for this Registration Statement. No additional registration fee has been paid with respect to this Registration Statement.

The Exhibit Index for this Registration Statement is at page 7.

EXPLANATORY NOTE

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the Program and consists of only those items required by General Instruction E to Form S-8.

PART I

INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

- (a) The Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2011, filed with the Commission on February 27, 2012 (Commission File No. 001-15525);
- (b) The Company's Quarterly Reports on Form 10-Q for its fiscal quarter ended March 31, 2012, filed with the Commission on May 9, 2012 (Commission File No. 001-15525), and for its fiscal quarter ended June 30, 2012, filed with the Commission on August 7, 2012 (Commission File No. 001-15525);
- (c) The Company's Current Reports on Form 8-K, filed with the Commission on February 27, 2012 and May 14, 2012 (each, Commission File No. 001-15525);
- (d) The Company's Registration Statements on Form S-8, filed with the Commission on March 22, 2000, June 9, 2003, August 5, 2005, May 9, 2008 and August 2, 2010 (Commission File Nos. 333-33054, 333-105961, 333-127260, 333-150810 and 333-168462, respectively); and
- (e) The description of the Company's Common Stock contained in Post-Effective Amendment No. 1 to the Company's Registration Statement on Form 10 filed with the Commission on April 5, 2000 (Commission File No. 001-15525), and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be

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deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel

The validity of the issuance of Common Stock registered hereby is passed on for the Company by Denise E. Botticelli. Ms. Botticelli is the Vice President, Associate General Counsel and Secretary of the Company and is compensated by the Company as an employee. Ms. Botticelli has participated in and holds awards granted under the Company's equity and long-term compensation plans, owns shares of Common Stock and is eligible to participate in the Program.

Item 8. Exhibits

See the attached Exhibit Index at page 7, which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on August 7, 2012.

EDWARDS LIFESCIENCES CORPORATION

By: /s/ Michael A. Mussallem
Michael A. Mussallem
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Denise E. Botticelli and Aimee S. Weisner, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Michael A. Mussallem Michael A. Mussallem	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	August 7, 2012
/s/ Thomas M. Abate Thomas M. Abate	Corporate Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)	August 7, 2012
/s/ Mike R. Bowlin Mike R. Bowlin	Director	August 7, 2012

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Signature	Title	Date
/s/ John T. Cardis John T. Cardis	Director	August 7, 2012
/s/ Robert A. Ingram Robert A. Ingram	Director	August 7, 2012
/s/ William J. Link William J. Link, Ph.D.	Director	August 7, 2012
/s/ Barbara J. McNeil Barbara J. McNeil, M.D., Ph.D.	Director	August 7, 2012
/s/ David E.I. Pyott David E.I. Pyott	Director	August 7, 2012
/s/ Wesley W. von Schack Wesley W. von Schack	Director	August 7, 2012

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
4	Edwards Lifesciences Corporation Long-Term Stock Incentive Compensation Program. (Filed as Appendix A to the Company's Proxy Statement filed with the Commission pursuant to Section 14(a) of the Exchange Act on March 30, 2012 (Commission File No. 001-15525) and incorporated herein by this reference.)
5	Opinion of Counsel (opinion re legality).
23.1	Consent of PricewaterhouseCoopers LLP (consent of independent registered public accounting firm).
23.2	Consent of Counsel (included in Exhibit 5).
24	Power of Attorney (included in this Registration Statement under "Signatures").