

EDWARDS LIFESCIENCES CORP

FORM 8-K (Current report filing)

Filed 02/07/17 for the Period Ending 02/07/17

Address	ONE EDWARDS WAY IRVINE, CA 92614
Telephone	9492502500
CIK	0001099800
Symbol	EW
SIC Code	3842 - Orthopedic, Prosthetic, and Surgical Appliances and Supplies
Industry	Advanced Medical Equipment & Technology
Sector	Healthcare
Fiscal Year	12/31

**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): **February 7, 2017**

EDWARDS LIFESCIENCES CORPORATION

(Exact Name of the Registrant as Specified in 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)

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

Not Applicable.

(Former Name or Former Address, if Changed Since Last Report)

N/A

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))
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Item 8.01 Other Events.

On February 7, 2017, 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 2,804,948 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: February 7, 2017

By: /s/ Scott B. Ullem

Name: Scott B. Ullem

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of O'Melveny & Myers LLP
23.1	Consent of O'Melveny & Myers LLP (included in Exhibit 5.1 hereto)



O'MELVENY & MYERS LLP

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February 7, 2017

Edwards Lifesciences Corporation
One Edwards Way
Irvine, CA 92614

Re: Offer and Sale of Shares of Common Stock of Edwards Lifesciences Corporation

Ladies and Gentlemen:

We have acted as special counsel to Edwards Lifesciences Corporation, a Delaware corporation (the "Company"), in connection with the offer and sale by the selling stockholders named in the Prospectus Supplement, dated February 7, 2017, to the Base Prospectus, dated August 29, 2016, of up to 2,804,948 shares (the "Shares") of the Company's common stock, par value \$1.00 per share. The Shares are being offered and sold pursuant to a Registration Statement on Form S-3 (File No. 333- 213358) (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") on August 29, 2016.

In rendering the opinion below, we examined originals or copies of those corporate and other records and documents we considered appropriate. We assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with originals of all documents submitted to us as copies.

Based on this examination, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and are validly issued, fully paid and nonassessable.

The law governed by this opinion letter is limited to the present General Corporation Law of the State of Delaware. We express no opinion herein as to any other laws, statutes, regulations or ordinances of any other jurisdiction.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, the prospectus included in the Registration Statement or any prospectus supplement, other than as expressly stated herein with respect to the Shares.

We hereby consent to the use of this opinion as an exhibit to a Current Report on Form 8-K and the incorporation by reference of this opinion as an exhibit to the Registration Statement and to the reference to this firm under the heading "Legal Matters" in the prospectus and prospectus supplement constituting part of the Registration Statement. This opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters. This letter speaks only as of the date hereof and we assume no obligation to update or supplement this opinion to reflect any facts or circumstances that arise after the date of this opinion and come to our attention, or any future changes in laws.

Respectfully submitted,

/s/ O'Melveny & Myers LLP