

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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) September 3, 2024

**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 92614  
(Address of principal executive offices and zip code)

(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$1.00 per share	EW	New York Stock Exchange

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 extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

**Item 7.01. Regulation FD Disclosure.**

On September 3, 2024, Edwards Lifesciences Corporation (the “Company”) issued a press release announcing that the Company has completed its previously disclosed sale of the Company’s Critical Care product group to Becton, Dickinson and Company.

In the same press release, the Company announced that its Board of Directors approved \$1.5 billion of additional share repurchase authorization. Also in the same press release, the Company announced its entry into a \$500 million accelerated share repurchase agreement.

A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference. In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

Exhibit No.	Description
99.1	<u>Press Release of Edwards Lifesciences Corporation, dated September 3, 2024</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## SIGNATURES

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 hereunto duly authorized.

Date: September 3, 2024

### EDWARDS LIFESCIENCES CORPORATION

By: /s/ Linda J. Park  
Linda J. Park  
Senior Vice President, Associate General  
Counsel,  
and Corporate Secretary



**Edwards Lifesciences Corporation**  
One Edwards Way · Irvine, CA USA · 92614  
Phone: 949.250.2500 [www.edwards.com](http://www.edwards.com)

**FOR IMMEDIATE RELEASE**

**Media Contact:** Amy Hytowitz, 949-250-4009

**Investor Contact:** Mark Wilterding, 949-250-6826

**EDWARDS LIFESCIENCES COMPLETES SALE OF CRITICAL CARE**  
***Company announces \$1 billion share repurchase***

IRVINE, CA, Sept. 3, 2024 — Edwards Lifesciences (NYSE: EW) has successfully completed the sale of its Critical Care product group to BD (Becton, Dickinson and Company) (NYSE: BDX) for \$4.2 billion in an all-cash transaction. The net proceeds from the sale will be used to fund strategic initiatives including the previously announced acquisitions and share repurchases.

“Critical Care has made significant contributions to our company and has a long history of innovation. We are grateful to the team for their commitment to improving patient outcomes globally,” said Bernard Zovighian, Edwards’ CEO. “The sale of Critical Care reflects our sharpened focus as a structural heart innovator. Within our existing business, TAVR has significant opportunities to grow and improve how AS patients are treated, TMTT’s contribution to Edwards’ growth is just getting started, and we continue to expand our surgical leadership. In addition, our focus will support patients in need of therapies to treat aortic regurgitation and non-valvular structural heart disease through implantable technologies.”

Edwards also announced today that its Board of Directors authorized an additional \$1.5 billion for share repurchase. The Company recently entered into a \$500 million Accelerated Share Repurchase agreement, and previously in August repurchased \$500 million of common stock through a 10b5-1 agreement and open market repurchases. Following this \$1 billion share repurchase, Edwards has \$1.4 billion in remaining authorization for additional future share repurchases.

As previously announced, Edwards is scheduled to speak at the Wells Fargo Healthcare Conference on Sept. 5 at 10:15 a.m. ET. During this presentation, Edwards plans to discuss its strategy and outlook. A live webcast of the presentation will be available on the Edwards investor relations website at <http://ir.edwards.com/>, with an archived version accessible later the same day.

## **About Edwards Lifesciences**

Edwards Lifesciences is the leading global structural heart innovation company, driven by a passion to improve patient lives. Through breakthrough technologies, world-class evidence and partnerships with clinicians and healthcare stakeholders, our employees are inspired by our patient-focused culture to deliver life-changing innovations to those who need them most. Discover more at [www.edwards.com](http://www.edwards.com) and follow us on LinkedIn, Facebook, Instagram and YouTube.

This news release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend the forward-looking statements contained in this Proxy Statement to be covered by the safe harbor provisions of such Acts. These forward-looking statements can sometimes be identified by the use of forward-looking words, such as “may,” “might,” “believe,” “will,” “expect,” “project,” “estimate,” “should,” “anticipate,” “plan,” “goal,” “continue,” “seek,” “intend,” “optimistic,” “aspire,” “confident” and other forms of these words and include, but are not limited to, statements made by Mr. Zovighian and statements regarding our expected financial outcomes, focus on technology and impact, strategy, and dedication to innovation following the sale of critical care; anticipated execution of and benefits resulting from our share repurchases; anticipated discussion topics and content to be presented at the Wells Fargo Conference; other objectives and expectations; and other statements that are not historical facts. Forward-looking statements are based on estimates and assumptions made by management of the company and are believed to be reasonable, though they are inherently uncertain and difficult to predict. Our forward-looking statements speak only as of the date on which they are made, and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of the statement. Investors are cautioned not to unduly rely on such forward-looking statements.

Forward-looking statements involve risks and uncertainties that could cause results to differ materially from those expressed or implied by the forward-looking statements based on a number of factors as detailed in the company's filings with the Securities and Exchange Commission. These filings, along with important safety information about our products, may be found at [Edwards.com](http://Edwards.com).

Edwards, Edwards Lifesciences, and the stylized E logo are trademarks of the Edwards Lifesciences Corporation. All other trademarks are the property of the respective owners.