

EDWARDS LIFESCIENCES CORP

Form 8-K

January 17, 2008

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**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): **January 11, 2008**

**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)

**(949) 250-2500**

Registrant's telephone number, including area code

N/A

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(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))
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**ITEM 2.01. COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS.**

On January 11, 2008, Edwards Lifesciences Corporation ( Edwards ) completed its disposition of certain assets related to the Edwards LifeStent peripheral vascular product line in accordance with the terms of an Asset Purchase Agreement, dated December 6, 2007 (the Agreement ), among Edwards Lifesciences LLC, a Delaware limited liability company, Edwards Lifesciences A.G., a Swiss corporation, C.R. Bard, Inc., a New Jersey corporation, and Angiomed GMBH & Co., Medizintechnik KG, a German limited partnership. Edwards received an initial cash payment of \$74 million, and will receive an additional \$65 million in cash upon the achievement of certain milestones, including the receipt of U.S. regulatory approval of Edwards LifeStent products for a superficial femoral artery indication and the transfer of LifeStent device manufacturing. Edwards will provide transition services for a period of up to two and a half years following the closing.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**(b) Unaudited Pro Forma Financial Information:**

The following required unaudited pro forma consolidated financial statements are attached hereto as Exhibit 99.1 and are incorporated herein by reference:

- (1) Unaudited pro forma consolidated condensed balance sheet as of September 30, 2007.
- (2) Unaudited pro forma consolidated condensed statements of operations for the nine months ended September 30, 2007 and for the year ended December 31, 2006.
- (3) Notes to the pro forma condensed consolidated financial statements.

**(d) Exhibits:**

- |      |   |
|------|---|
| 10.1 | Asset Purchase Agreement, dated December 6, 2007.   |
| 99.1 | Unaudited pro forma consolidated condensed balance sheet as of September 30, 2007 and unaudited pro forma consolidated condensed statements of operations for the nine months ended September 30, 2007 and for the year ended December 31, 2006, including notes thereto. |

**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: January 17, 2008

**EDWARDS LIFESCIENCES CORPORATION**

By:

*/s/ Thomas M. Abate*  
Thomas M. Abate  
Corporate Vice President, Chief Financial  
Officer and Treasurer

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Asset Purchase Agreement, dated December 6, 2007.
99.1	Unaudited pro forma consolidated condensed balance sheet as of September 30, 2007 and unaudited pro forma consolidated condensed statements of operations for the nine months ended September 30, 2007 and for the year ended December 31, 2006, including notes thereto.