

Edwards Lifesciences Corp
Form DEF 14A
March 30, 2017

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Edwards Lifesciences Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:

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- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
 - o Fee paid previously with preliminary materials.
 - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

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March 30, 2017

To our Stockholders:

The Board of Directors joins me in inviting you to attend our 2017 Annual Meeting of Stockholders. The meeting will be held at our corporate headquarters located at One Edwards Way, Irvine, California, on Thursday, May 11, 2017, at 10:00 a.m., Pacific Daylight Time. Registration will begin at 9:00 a.m.

Details of the business to be conducted at the Annual Meeting are included in the attached Notice of 2017 Annual Meeting of Stockholders and Proxy Statement. Stockholders also may access the Notice of 2017 Annual Meeting of Stockholders and the Proxy Statement via the Internet at www.edwards.com.

At the meeting, in addition to discussing matters described in the Proxy Statement, I will report on our 2016 achievements and discuss our plans for continued growth and success.

We look forward to seeing you at the Annual Meeting.

Sincerely,

Michael A. Mussallem
*Chairman of the Board and
Chief Executive Officer*

Edwards Lifesciences Corporation
One Edwards Way
Irvine, California USA 92614
Phone: 949.250.2500 www.edwards.com

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Edwards Lifesciences Corporation
One Edwards Way
Irvine, California USA 92614
949.250.2500

NOTICE OF 2017 ANNUAL MEETING OF STOCKHOLDERS

To be held on Thursday, May 11, 2017

To the Stockholders of

EDWARDS LIFESCIENCES CORPORATION

The 2017 Annual Meeting of Stockholders (the "Annual Meeting") of Edwards Lifesciences Corporation, a Delaware corporation ("Edwards," the "Company," "we" or "us"), will be held at the corporate headquarters of the Company, located at One Edwards Way, Irvine, California 92614, on Thursday, May 11, 2017, at 10:00 a.m., Pacific Daylight Time, for the following purposes:

1. To elect the eight nominees identified in the attached proxy statement (the "Proxy Statement") as directors to serve until the 2018 annual meeting of stockholders and until their respective successors are elected and qualified;
2. To approve, on an advisory basis, the frequency of named executive officer compensation votes;
3. To approve, on an advisory basis, named executive officer compensation;
4. To approve an amendment and restatement of the Company's Long-Term Stock Incentive Compensation Program (the "Long-Term Stock Program") to increase the total number of shares of common stock available for issuance under the Long-Term Stock Program by 1,400,000 shares;
5. To approve an amendment and restatement of the Company's 2001 Employee Stock Purchase Plan for United States Employees (the "U.S. ESPP") to increase the total number of shares of common stock available for issuance under the U.S. ESPP by 1,500,000 shares;
6. To ratify the appointment of PricewaterhouseCoopers LLP ("PwC") as the Company's independent registered public accounting firm for the year ending December 31, 2017; and
7. To transact such other business as may properly come before the Annual Meeting.

The Proxy Statement accompanying this notice describes each of the items of business in more detail.

If you were a holder of record of the Company's common stock at the close of business on March 17, 2017, you are entitled to notice of, and to vote at, the Annual Meeting.

Whether or not you expect to attend the Annual Meeting, please submit your proxy or voting instructions as soon as possible to ensure that your shares will be represented at the Annual Meeting. You may vote in person or by proxy at the Annual Meeting, or you may submit your proxy or voting instructions via the Internet, by telephone or by mail. Please follow the instructions in the Notice of Internet Availability of Proxy Materials (the "Notice") or on the proxy card or voting instruction form you received to vote your shares. If you only received the Notice, you may request a paper copy of the proxy materials (the "Proxy Materials"), which includes this Notice of Annual Meeting, the Proxy Statement, our Annual Report on Form 10-K for the fiscal year ended 2016 ("2016 Annual Report"), and a proxy card or voting instruction form, by following the instructions in the Notice.

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By Order of the Board of Directors,

Denise E. Botticelli
*Vice President, Associate General Counsel,
and Secretary*

March 30, 2017

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