

CAS MEDICAL SYSTEMS INC  
Form SC 13G/A  
February 13, 2019

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

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

CAS MEDICAL SYSTEMS, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

124769209

(CUSIP Number)

Long Focus Capital Management LLC

207 Calle Del Parque

A&M Tower, 8th Floor

San Juan, PR 00912

(787) 333-0240

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 31, 2018

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**LONG FOCUS CAPITAL MASTER, LTD.**

NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

46-3004723

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

CAYMAN ISLANDS

5.	SOLE VOTING POWER
	0
6.	SHARED VOTING POWER
	471,116
7.	SOLE DISPOSITIVE POWER
	0
8.	SHARED DISPOSITIVE POWER
	471,116

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

471,116 shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

1.6%

12.

TYPE OF REPORTING PERSON (see instructions)

FI

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**LONG FOCUS CAPITAL MANAGEMENT,  
LLC**

NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

46-2772035

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4. DELAWARE, USA

SOLE VOTING  
POWER

5.

0  
SHARED  
VOTING POWER

6.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING  
PERSON WITH

471,116  
SOLE  
DISPOSITIVE  
POWER

7.

0  
SHARED  
DISPOSITIVE  
POWER

8.

471,116

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

471,116 shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

1.6%

12. TYPE OF REPORTING PERSON (see instructions)

00

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**JOHN B. HELMERS**

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2. (a)   
(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4. USA

5. SOLE VOTING  
POWER

6. 0  
SHARED  
VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING  
PERSON WITH

7. 471,116  
SOLE  
DISPOSITIVE  
POWER

8. 0  
SHARED  
DISPOSITIVE  
POWER

471,116

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

471,116 shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11. 1.6%

TYPE OF REPORTING PERSON (see instructions)

12. IN

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**Item 1.**

(a) Name of Issuer  
CAS MEDICAL SYSTEMS, INC.

Address of Issuer's Principal Executive Offices  
(b) 44 EAST INDUSTRIAL ROAD  
BRANFORD, CT 06405

**Item 2.**

Name of Person Filing  
LONG FOCUS CAPITAL MASTER, LTD.

(a) LONG FOCUS CAPITAL MANAGEMENT, LLC

JOHN B. HELMERS

Address of the Principal Office or, if none, residence  
207 CALLE DEL PARQUE

(b) A&M TOWER, 8TH FLOOR

SAN JUAN, PR 00912

Citizenship

(c) Long Focus Capital Master, Ltd. is a Cayman Islands company; Long Focus Capital Management LLC is a Delaware limited liability company; and Mr. Helmers is a citizen of the USA

(d) Title of Class of Securities  
COMMON STOCK

(e) CUSIP Number  
124769209

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

- (b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Long Focus  
Capital  
Master, Ltd.  
is the  
beneficial  
owner of  
record of  
471,116  
shares of  
Common  
Stock covered  
by this  
statement.

- Long Focus  
Capital  
Management,  
LLC (“LFCM”)  
and John B.  
(a) Helmers may  
be deemed to  
beneficially  
own the  
471,116  
shares of  
Common  
Stock held by  
the Long  
Focus Capital  
Master, Ltd.  
as the family  
office  
investment  
adviser and  
the principal  
of LFCM,  
respectively.

- (b) Percent of  
class owned

by Long  
Focus Capital  
Master,  
Ltd.: 1.6%

Long Focus  
Capital  
Management,  
LLC and John  
B. Helmers  
may direct the  
vote and  
(c) disposition of  
the 471,116  
shares of  
Common  
Stock held by  
Long Focus  
Capital  
Master, Ltd.

*Instruction.* For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  x.

*NOT APPLICABLE*

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

*NOT APPLICABLE*

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

*NOT APPLICABLE*

**Item 8. Identification and Classification of Members of the Group.**

*NOT APPLICABLE*

**Item 9. Notice of Dissolution of Group.**

*NOT APPLICABLE*

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**Item 10. Certification.**

(a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. x

(b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. x

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LONG FOCUS CAPITAL MASTER, LTD.  
BY: LONG FOCUS CAPITAL MANAGEMENT, LLC  
ITS: INVESTMENT ADVISER

2/12/2019  
Date

/s/ Stephen A. DePiero  
Signature

STEPHEN A. DEPIERO/CFO  
Name/Title

LONG FOCUS CAPITAL MANAGEMENT, LLC

2/12/2019  
Date

/s/ Stephen A. DePiero  
Signature

STEPHEN A. DEPIERO/CFO  
Name/Title

JOHN B. HELMERS

2/12/2019  
Date

/s/ John B. Helmers  
Signature

JOHN B. HELMERS  
Name/Title