

EDWARDS LIFESCIENCES CORP
Form 8-K
May 06, 2003

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**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): **May 5, 2003**

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

Item 5. Other Events

On May 5, 2003, Edwards Lifesciences Corporation, a Delaware corporation (the "Company"), issued a press release announcing its offering of \$125 million of convertible senior debentures due 2033 (the "Debentures"), plus up to an additional \$25 million of Debentures to cover over-allotments, if any, in a private placement (the "Offering"). In addition, the Company announced its intention to use approximately \$25 million to \$40 million of the net proceeds from the Offering to repurchase shares of its outstanding common stock concurrently with the Offering pursuant to a newly established common stock repurchase program. The Company announced that it intends to use the remaining net proceeds for general corporate purposes, which may include the purchase of additional shares of its common stock and the repayment of indebtedness. Attached hereto as Exhibit 99 is a copy of the press release.

The press release includes forward-looking statements that involve risks and uncertainties, including those relating to whether or not the Company will offer the Debentures or consummate the Offering, relating to the anticipated terms of the Debentures and the Offering, relating to the anticipated use of the proceeds of the Offering, and relating to other risks detailed in the Company's filings with the Securities and Exchange Commission. These forward-looking statements are based on estimates and assumptions made by management of the Company and are believed

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to be reasonable, though are inherently uncertain and difficult to predict. Actual results or experience could differ materially from the forward-looking statements. The Company undertakes no obligation to update or revise any forward-looking statement to reflect future events or developments.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

99 Press release, dated May 5, 2003, Regarding Offer of \$125 Million of Convertible Debentures Due 2033.

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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: May 5, 2003

EDWARDS LIFESCIENCES CORPORATION

By: /s/ BRUCE P. GARREN

Bruce P. Garren
Corporate Vice President, General Counsel and Secretary

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EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 99 | Press release, dated May 5, 2003, Regarding Offer of \$125 Million of Convertible Debentures Due 2033. |

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