

TMP Nominee II, LLC
Form 4
April 22, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomas, McNerney & Partners II
L.P.

(Last) (First) (Middle)

C/O JAMES THOMAS, 263
TRESSER BOULEVARD, 9TH
FLOOR

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CAS MEDICAL SYSTEMS INC
[CASM]

3. Date of Earliest Transaction
(Month/Day/Year)
04/18/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/18/2019		C	6,802,834	(A) or (D) A 2.389 \$ (1)	8,393,871	D
Common Stock	04/18/2019		C	24,125	(A) or (D) A 2.389 \$ (2)	30,063	I by TMP Associates II LP
Common Stock	04/18/2019		C	71,075	(A) or (D) A 2.389 \$ (3)	79,100	I by TMP Nominee II, LLC

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Common Stock	04/18/2019	C	3,906,315	A	\$ <u>(4)</u> 2.389	12,300,186	D	
Common Stock	04/18/2019	C	13,881	A	\$ <u>(5)</u> 2.389	43,944	I	by TMP Associates II LP
Common Stock	04/18/2019	C	40,772	A	\$ <u>(6)</u> 2.389	119,872	I	by TMP Nominee II, LLC
Common Stock	04/18/2019	D	12,300,186	D	\$ <u>(7)</u> 2.45	0	D	
Common Stock	04/18/2019	D	43,944	D	\$ <u>(7)</u> 2.45	0	I	by TMP Associates II LP
Common Stock	04/18/2019	D	119,872	D	\$ <u>(7)</u> 2.45	0	I	by TMP Nominee II, LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Series A Convertible Preferred Stock	<u>(1)</u>	04/18/2019		C	94,182	<u>(1)</u> <u>(1)</u>	Common Stock 6,802,8
Series A Convertible Preferred Stock	<u>(2)</u>	04/18/2019		C	334	<u>(2)</u> <u>(2)</u>	Common Stock 24,12
Series A Convertible	<u>(3)</u>	04/18/2019		C	984	<u>(3)</u> <u>(3)</u>	Common Stock 71,07

Preferred
Stock

Series A Exchangeable Preferred Stock	(4)	04/18/2019	C	53,748	(4)	(4)	Common Stock	3,906,3
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Series A Exchangeable Preferred Stock	(5)	04/18/2019	C	191	(5)	(5)	Common Stock	13,88
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Series A Exchangeable Preferred Stock	(6)	04/18/2019	C	561	(6)	(6)	Common Stock	40,77
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas, McNerney & Partners II L.P. C/O JAMES THOMAS 263 TRESSER BOULEVARD, 9TH FLOOR STAMFORD, CT 06901		X		
Thomas, McNerney & Partners II, LLC C/O JAMES THOMAS 263 TRESSER BOULEVARD, 9TH FLOOR STAMFORD, CT 06901		X		
TMP Associates II LP C/O JAMES THOMAS 263 TRESSER BOULEVARD, 9TH FLOOR STAMFORD, CT 06901		X		
TMP Nominee II, LLC C/O JAMES THOMAS 263 TRESSER BOULEVARD, 9TH FLOOR STAMFORD, CT 06901		X		

Signatures

Thomas, McNerney & Partners II, L.P. By: Thomas, McNerney & Partners II, LLC, its General Partner By: /s/James E. Thomas, Manager	04/22/2019
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__Signature of Reporting Person

Date

Thomas, McNerney & Partners II, LLC, By: /s/James E. Thomas, Manager	04/22/2019
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__Signature of Reporting Person

Date

TMP Associates II, L.P. By: Thomas, McNerney & Partners II, LLC, its General Partner By: /s/James E. Thomas, Manager	04/22/2019
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__Signature of Reporting Person

Date

TMP Nominee II, LLC By: /s/James E. Thomas, Manager

04/22/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reporting person converted 94,182 shares of Series A Convertible Preferred Stock on April 18, 2019, resulting in its acquisition of
(1) 6,802,834 shares of common stock. The Series A Convertible Preferred Stock was convertible into common stock at any time by converting the accreted value thereof into common stock at a conversion price of \$2.389 per share, and had no expiration date.

The reporting person converted 334 shares of Series A Convertible Preferred Stock on April 18, 2019, resulting in its acquisition of
(2) 24,125 shares of common stock. The Series A Convertible Preferred Stock was convertible into common stock at any time by converting the accreted value thereof into common stock at a conversion price of \$2.389 per share, and had no expiration date.

The reporting person converted 984 shares of Series A Convertible Preferred Stock on April 18, 2019, resulting in its acquisition of
(3) 71,075 shares of common stock. The Series A Convertible Preferred Stock was convertible into common stock at any time by converting the accreted value thereof into common stock at a conversion price of \$2.389 per share, and had no expiration date.

The reporting person converted 53,748 shares of Series A Exchangeable Preferred Stock on April 18, 2019, resulting in its acquisition of
(4) 3,906,315 shares of common stock. The Series A Exchangeable Preferred Stock was convertible into common stock at any time by converting the accreted value thereof into common stock at a conversion price of \$2.389 per share, and had no expiration date.

The reporting person converted 191 shares of Series A Exchangeable Preferred Stock on April 18, 2019, resulting in its acquisition of
(5) 13,881 shares of common stock. The Series A Exchangeable Preferred Stock was convertible into common stock at any time by converting the accreted value thereof into common stock at a conversion price of \$2.389 per share, and had no expiration date.

The reporting person converted 561 shares of Series A Exchangeable Preferred Stock on April 18, 2019, resulting in its acquisition of
(6) 40,772 shares of common stock. The Series A Exchangeable Preferred Stock was convertible into common stock at any time by converting the accreted value thereof into common stock at a conversion price of \$2.389 per share, and had no expiration date.

Each issued and outstanding share of common stock was, as a result of the consummation of the merger contemplated by the Agreement and Merger by and among CAS Medical Systems, Inc., Edwards Lifesciences Holding, Inc. and Crown Merger Sub, Inc., dated as of
(7) February 11, 2019 (the "Merger Agreement"), canceled in exchange for the right to receive a per share amount equal to \$2.45 in cash without interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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