

EDWARDS LIFESCIENCES CORP
Form 8-K
September 19, 2007

**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): **September 17, 2007**

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

(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© under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 17, 2007, the Board of Directors of Edwards Lifesciences Corporation (the Company) voted to amend the Company s bylaws to provide for majority voting in uncontested director elections.

A copy of the amended and restated Bylaws is attached as exhibit 3.2.

Item 9.01. Financial Statements and Exhibits.

(d) **Exhibits**

3.2 Bylaws of Edwards Lifesciences Corporation (amended and restated as of September 17, 2007).

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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: September 19, 2007

EDWARDS LIFESCIENCES CORPORATION

By: /s/ Jay P. Wertheim
 Jay P. Wertheim
 Vice President, Associate General Counsel
 and Secretary

Exhibit Index

| Exhibit Number | Description |
|-------------------|---|
| 3.2 | Bylaws of Edwards Lifesciences Corporation (amended and restated as of September 17, 2007). |

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