

Edwards Lifesciences Corp  
Form 11-K  
June 25, 2013

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

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**FORM 11-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

For the fiscal year ended December 31, 2012

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to  
Commission file number 1-15525

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A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**Edwards Lifesciences Technology SARM  
Retirement Savings Plan**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**Edwards Lifesciences Corporation**  
One Edwards Way  
Irvine, California 92614  
(949) 250-2500

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**Edwards Lifesciences Technology SARL**

**Retirement Savings Plan**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Administrative and Investment Committee  
for the Edwards Lifesciences Corporation Employee Benefit Plans

We have audited the accompanying statements of net assets available for benefits of Edwards Lifesciences Technology SARL Retirement Savings Plan (the Plan) as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Edwards Lifesciences Technology SARL Retirement Savings Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Schedule H Line 4i Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the 2012 basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the 2012 basic financial statements taken as a whole.

/s/ HEIN & ASSOCIATES LLP

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Irvine, California  
June 25, 2013

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**Edwards Lifesciences Technology SARL**

**Retirement Savings Plan**

**Statements of Net Assets Available for Benefits**

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
Investments in Master Trust, at fair value	\$ 24,444,689	\$ 21,689,673
Notes receivable from participants	2,086,950	2,055,685
Company contributions receivable	124,539	142,423
Net assets available for benefits, at fair value	26,656,178	23,887,781
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (Note 2)	(376,611)	(326,319)
<b>NET ASSETS AVAILABLE FOR BENEFITS</b>	<b>\$ 26,279,567</b>	<b>\$ 23,561,462</b>

The accompanying notes are an integral part of these financial statements.

Table of Contents**Edwards Lifesciences Technology SARL****Retirement Savings Plan****Statements of Changes in Net Assets Available for Benefits**

	<b>Years Ended December 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>Additions to net assets attributed to:</b>		
Investment income (expense)		
Net appreciation (depreciation) in fair value of Master Trust	\$ 2,277,300	\$ (1,252,536)
Interest	216,649	237,841
Dividends	232,078	248,869
Interest income on notes receivable from participants	90,611	92,505
<b>Total investment income (expense)</b>	<b>2,816,638</b>	<b>(673,321)</b>
Contributions:		
Company contributions	929,405	935,258
Participant contributions	982,626	950,396
<b>Total contributions</b>	<b>1,912,031</b>	<b>1,885,654</b>
<b>Total additions</b>	<b>4,728,669</b>	<b>1,212,333</b>
<b>Deductions from net assets attributed to:</b>		
Benefits paid to participants	1,934,099	1,862,968
Administrative expenses	76,465	56,308
<b>Total deductions</b>	<b>2,010,564</b>	<b>1,919,276</b>
<b>Net increase (decrease) in net assets available for benefits</b>	<b>2,718,105</b>	<b>(706,943)</b>
Net assets available for benefits:		
Beginning of year	23,561,462	24,268,405
End of year	\$ 26,279,567	\$ 23,561,462

The accompanying notes are an integral part of these financial statements.

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**Edwards Lifesciences Technology SARL**

**Retirement Savings Plan**

**Notes to Financial Statements**

**1. Description of the Plan**

The following description of the Edwards Lifesciences Technology SARL Retirement Savings Plan (the "Plan"), formerly the Edwards Lifesciences Technology SARL Retirement Savings and Investment Plan, is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

*General*

The Plan is a defined contribution retirement plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Participation in the Plan is available to employees of Edwards Lifesciences Technology SARL (the "Company") who have met certain eligibility requirements, as described below.

*Eligibility*

Employees become eligible to participate in the Plan on the thirty-first day after an employee is credited with an hour of service. Eligible individuals are those who are employees of the Company, or a subsidiary, division or facility of the Company that has adopted the Plan, other than:

1. Employees who are included in a unit of employees covered by a collective bargaining agreement unless the agreement provides for coverage under the Plan;
2. Employees employed outside the Commonwealth of Puerto Rico;
3. A director, unless such director is also an officer or other employee;
4. Any person employed as a temporary employee for a specific limited period of time or for the performance of a specific limited assignment;
5. Any person employed on a probationary status pursuant to established policy of the employer;
6. Leased employees who are employed by another company that provides services to Edwards; and
7. Any person who at the time services are performed is not classified by the Company or, as applicable, other member of the Group, as a common-law employee of the Company or any other member of the Group even though such person may for Federal or Puerto Rico income tax purpose or any other purpose be reclassified by the Company or any other member of the Group in response to regulatory, administrative or judicial proceedings or actions as a common-law employee retroactive to when such services were performed.

*Plan Administration*

The Plan is administered by the Administrative and Investment Committee for the Edwards Lifesciences Corporation Employee Benefit Plans (the "Committee"). The Committee has authority, responsibility and control over the management of the assets of the Plan. Members of the Committee are appointed by the Board of Directors of Edwards Lifesciences Corporation ("Parent Company") and are employees of the Parent Company. Banco Popular de Puerto Rico ("Trustee") serves as the trustee of the Plan, ING National Trust serves as the Plan's custodian

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and ING Institutional Plan Services provides record keeping services for the Plan.

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*Contributions*

The Plan allows tax deferred contributions intended to qualify under the applicable laws of the Commonwealth of Puerto Rico. Eligible participants may make pre-tax contributions up to 25% of their eligible annual compensation within certain limitations. The Company matches the first 4% of the participant's annual eligible compensation contributed to the Plan at the rate of 50 cents for each contributed dollar. In addition, if a participant is age 50 or older, the participant is allowed to make additional catch-up contributions within certain Puerto Rico code limitations. Each eligible employee, regardless of whether they contribute to the Plan, will receive a contribution in an amount targeted at 2% of such employee's Retirement Savings Plan eligible earnings for the prior year as defined by the Plan. Certain employees are also eligible for a supplemental contribution related to changes in the Company's prior pension plan.

*Participant Accounts*

Each participant's account is credited with the participant's contributions, the Company's matching contributions and the allocation of the participant's share of the Plan's net earnings and losses, net of certain investment management fees. Allocations are based on participant account balances, as defined.

*Vesting*

Participants are immediately fully vested in their Plan accounts (other than their Company matching and profit sharing contributions), plus actual earnings thereon. Vesting in a participant's Company matching and profit sharing contributions plus actual earnings thereon is based on years of continuous service. A participant vests in Company matching and profit sharing contributions in annual increments of 20% and, therefore, is 100% vested after five years of credited service. Participants are immediately fully vested in any supplemental profit sharing contributions received as a result of the changes in the Company's pension plan. Upon termination of service due to death, disability, or attainment of normal retirement age, a participant shall become fully vested.

*Investment Options*

Upon enrollment in the Plan, a participant may direct contributions in any of the following investment options within the Master Trust:

**Commingled Funds:**

*Invesco Stable Value Trust Fund* The fund invests in a diversified portfolio of investment contracts issued by high quality banks and insurance companies.

*American Century Inflation-Adjusted Bond Institutional Fund* The fund invests at least 80% of its assets in inflation-adjusted debt securities including inflation-indexed securities issued by the U.S. Treasury, by other U.S. government agencies and instrumentalities, and by non-U.S. government entities such as corporations.

*PIMCO Total Return Fund* The fund invests, under normal circumstances, at least 65% of its assets in fixed income securities.

*SSgA Moderate Strategic Balanced Fund* The fund invests in a broad diversification of major global asset classes.

*SSgA S&P 500 Flagship Fund* The fund invests in all 500 stocks of the S&P 500 Index in proportion to their weightings in the index.



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*Invesco Growth and Income Fund* The fund invests primarily in income-producing equity securities, including common stocks and convertible securities (although investments are also made in nonconvertible preferred stocks and debt securities).

*American Funds Growth Fund of America* The fund invests primarily in common stocks. It may invest a portion of its assets in securities of issuers domiciled outside the U.S., and not included in the S&P's 500 Composite Index, and up to 10% of assets in lower quality nonconvertible securities.

*T. Rowe Price Blue Chip Growth Fund* The fund will normally invest at least 80% of assets in the common stocks of large- and medium-sized blue chip growth companies. It focuses on companies with leading market position, seasoned management, and strong financial fundamentals. The fund invests most assets in U.S. common stocks, but it may also purchase other securities including foreign stocks, futures, and options.

*SSgA S&P Mid Cap Index Fund* The fund invests in all 400 stocks of the S&P 400 Mid Cap Index in proportion to their weightings in the index.

*Dreyfus Small Cap Stock Index Fund* The fund invests in a representative sample of stocks included in the S&P SmallCap 600 Index, and in futures whose performance is tied to the index.

*Columbia Small Cap Value II Fund* The fund invests at least 80% of assets in equity securities of U.S. companies within the Russell 2000 Value Index that are believed to have the potential for long-term growth.

*BlackRock Small Cap Growth Equity Institutional Fund* The fund invests at least 80% of assets in equities issued by U.S. small capitalization companies whose market capitalizations are within the range of market capitalizations of companies in the Russell 2000 Growth Index.

*Allianz NFJ International Value Fund* The fund invests primarily in common stocks and other equity securities of non-U.S. companies with market capitalizations greater than \$1 billion. The fund may invest up to 50% of assets in emerging market securities.

*SSgA EAFE Index Fund* The fund invests in equity securities of companies outside the United States, seeking to match closely the performance of the Morgan Stanley Capital International, Europe, Australia, Far East Index while providing daily liquidity.

*Janus Overseas Fund* The fund invests primarily in foreign equity and debt securities of issuers from countries outside of the U.S.

*Vanguard Target Retirement Income Fund* The fund uses an asset allocation strategy designed for investors currently in retirement. It typically allocates 70% of assets to bonds and 30% to stocks.

*Vanguard Target Retirement 2010 Fund* The fund uses an asset allocation strategy designed for investors planning to retire in or within a few years of 2010. It typically allocates 45% of assets to stocks and 55% to bonds.

*Vanguard Target Retirement 2015 Fund* The fund uses an asset allocation strategy designed for investors planning to retire in or within a few years of 2015. It typically allocates 55% of assets to stocks and 45% to bonds.

*Vanguard Target Retirement 2020 Fund* The fund uses an asset allocation strategy designed for investors planning to retire in or within a few years of 2020. It typically allocates 65% of assets to stocks and 35% to bonds.

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*Vanguard Target Retirement 2025 Fund* The fund uses an asset allocation strategy designed for investors planning to retire in or within a few years of 2025. It typically allocates 70% of assets to stocks and 30% to bonds.

*Vanguard Target Retirement 2030 Fund* The fund uses an asset allocation strategy designed for investors planning to retire in or within a few years of 2030. It typically allocates 80% of assets to stocks and 20% to bonds.

*Vanguard Target Retirement 2035 Fund* The fund uses an asset allocation strategy designed for investors planning to retire in or within a few years of 2035. It typically allocates 90% of assets to stocks and 10% to bonds.

*Vanguard Target Retirement 2040 Fund* The fund uses an asset allocation strategy designed for investors planning to retire in or within a few years of 2040. It typically allocates 90% of assets to stocks and 10% to bonds.

*Vanguard Target Retirement 2045 Fund* The fund uses an asset allocation strategy designed for investors planning to retire in or within a few years of 2045. It typically allocates 90% of assets to stocks and 10% to bonds.

*Vanguard Target Retirement 2050 Fund* The fund uses an asset allocation strategy designed for investors planning to retire in or within a few years of 2050. It typically allocates 90% of assets to stocks and 10% to bonds.

### **Common Stock Funds:**

*Edwards Lifesciences Corporation Stock Fund* The fund invests in Edwards Lifesciences common stock. Voting rights are passed through to individual participants.

*Baxter Common Stock Fund (for certain eligible employees)* The fund invests in Baxter International common stock. Effective April 1, 2000, participants could no longer elect that contributions be invested in the fund, nor could they transfer any existing account balances into the fund.

### *Notes Receivable from Participants*

Participants may borrow an amount ranging from a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balances. The loans bear interest based on the applicable prime rate at the time of issuance plus 1%, which interest rates presently range from 4.3% to 9.3%, and have a maximum term of five years (or ten years if used to acquire a home). The loans are collateralized by the participants' vested interest in their accounts and any additional collateral as the Committee may require. Principal and interest are generally paid ratably through payroll deductions.

### *Payment of Benefits*

Upon termination of service or otherwise becoming eligible to receive benefits, a participant may elect to (1) receive a lump-sum amount equal to the value of the participant's account, (2) receive periodic installments or (3) transfer the balance in the participant's account to another qualified plan. Vested accounts of \$1,000 or less will be automatically paid in a lump-sum amount.

A participant may make withdrawals from the participant's accounts (except as provided in the Plan document) if the participant is over age 59½ and fully vested. Withdrawals may also be made for financial hardship, which is determined pursuant to the provisions of the Puerto Rico Internal Revenue

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Code. Upon making a hardship withdrawal, a participant may not make additional pre-tax contributions for a period of 12 months from the date of the withdrawal payment.

#### *Administrative Expenses*

Investment manager, trustee and administrative fees incurred in the administration of the Plan were paid from the assets of the Plan to the extent that the Plan has generated revenue to absorb these expenses. Any remaining fees were allocated to the Plan participants on a pro rata basis.

#### *Forfeitures*

A participant's non-vested balance is forfeited at the time of termination of employment. Such forfeitures may be used to offset future Company matching contributions. Forfeitures of \$11,885 and \$36,342 were used to reduce Company matching contributions during 2012 and 2011, respectively. Forfeitures outstanding were approximately \$4,210 and \$13,220 as of December 31, 2012 and 2011, respectively.

## **2. Summary of Significant Accounting Policies**

#### *Basis of Accounting*

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

#### *Investment Valuation and Income Recognition*

The investment in the Master Trust (see Note 4) is valued at the net asset value ("NAV") of the underlying investments within the Master Trust. The Master Trust's assets are primarily invested in funds managed by the Trustee through a commingled employee benefit funds trust. Units have been purchased in funds which invest primarily in securities of major U.S. companies, international equity securities in both developed and emerging markets, and government agency fixed income securities.

Purchases and sales of securities are recorded by the Master Trust on a trade-date basis. Realized gains and losses for security transactions are reported using the average cost method. Net appreciation in the Master Trust includes realized gains and losses on the sale of investments and unrealized appreciation or depreciation. Interest income is recorded on an accrual basis, and dividends are recorded on the ex-dividend date.

The Plan invests in investment contracts through participation in the Invesco Stable Value Trust Fund ("Stable Value Fund"), a common collective trust fund. The accounting guidance requires that investment contracts held by a defined contribution plan be reported at fair value. However, contract value is the relevant measurement criteria for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Accordingly, the Statements of Net Assets Available for Benefits reflect these investments at fair value, with a corresponding adjustment to reflect the investments at contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

#### *Notes Receivable from Participants*

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Delinquent participant loans are treated as distributions based upon the terms of the Plan document.

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*Payment of Benefits*

Benefits to participants are recorded when paid.

*Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and related notes to the financial statements. Changes in such estimates may affect amounts reported in future periods.

*Risks and Uncertainties*

The Plan provides for various investment options in any combination of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

The Plan's Stable Value Fund, a common collective trust fund, invests in a variety of investment contracts such as guaranteed investment contracts, bank investment contracts, and/or a wrapped portfolio of fixed income instruments. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the Stable Value Fund at contract value. Certain events may limit the ability of the Plan to transact at contract value with the issuer. The Plan administrator does not believe that the occurrence of any such event is probable.

**3. Fair Value Measurements**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The Company prioritizes the inputs used to determine fair values in one of the following three categories:

Level 1 Quoted market prices in active markets for identical assets or liabilities.

Level 2 Inputs, other than quoted prices in active markets, that are observable, either directly or indirectly.

Level 3 Unobservable inputs that are not corroborated by market data.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety.

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The following table summarizes the Plan's financial instruments which are measured at fair value on a recurring basis as of December 31, 2012 and 2011:

December 31, 2012	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Common/collective trust funds				
Stable value fund	\$	\$ 10,282,963	\$	\$ 10,282,963
Large cap equity fund		1,938,424		1,938,424
International equity fund		880,122		880,122
Balanced fund		772,636		772,636
Small/mid cap equity fund		488,429		488,429
Common stock	7,390,547			7,390,547
Mutual funds				
Lifecycle target date blended funds	1,427,216			1,427,216
Large cap equity funds	671,540			671,540
Fixed income funds	383,854			383,854
Small/mid cap equity funds	207,264			207,264
International equity funds	1,492			1,492
Money market funds		202		202
	\$ 10,081,913	\$ 14,362,776	\$	\$ 24,444,689

December 31, 2011	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
Common/collective trust funds				
Stable value fund	\$	\$ 10,746,734	\$	\$ 10,746,734
Large cap equity fund		1,516,528		1,516,528
International equity fund		388,521		388,521
Balanced fund		592,585		592,585
Small/mid cap equity fund		141,015		141,015
Common stock	6,230,911			6,230,911
Mutual funds				
Lifecycle target date blended funds	973,528			973,528
Large cap equity funds	561,630			561,630
Fixed income funds	336,895			336,895
Small/mid cap equity funds	198,888			198,888
International equity funds	2,264			2,264
Money market funds		174		174
	\$ 8,304,116	\$ 13,385,557	\$	\$ 21,689,673

Common/collective trust funds and money market funds are valued using the NAV provided by the administrator of the fund. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. Common/collective trust funds and money market funds are categorized as Level 2 as the NAV unit price is not quoted in an active market. However, the unit price is based on underlying investments which are either traded on an active market or are valued based on observable inputs such as market interest rates and quoted prices for similar securities. As of December 31, 2012, there were no unfunded commitments related to common/collective trust funds or money market funds. Investments in these funds can be redeemed daily and, in general, do not have a redemption notification period. For the Stable Value Fund,

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investments can be held in the fund for up to 12 months from the date of a redemption request. It is not probable that investments in these funds would be sold at amounts that differ materially from the NAV of the units held.

Common stock and mutual fund investments are valued at fair value based on quoted market prices reported on the active markets on which the individual securities are traded, and are categorized as Level 1. During the years ended December 31, 2012 and 2011, there were no transfers in or out of Levels 1 or 2 of the fair value hierarchy.

#### 4. Investments

The Master Trust, held by ING National Trust, holds the assets of the Plan and the Edwards Lifesciences Corporation 401(k) Savings and Investment Plan.

The accompanying Statements of Net Assets Available for Benefits reflect the apportioned share of the underlying Plan assets and liabilities of the Trust. Allocations of net income from the Trust are based on the Plan's net assets at the beginning of the year with adjustments for contributions and benefit payments made during the year.

Summarized financial information for the Trust as of December 31 is as follows:

	December 31,	
	2012	2011
Net assets held by Master Trust, at fair value:		
Common/collective trust funds	\$ 180,705,342	\$ 143,241,111
Common stock funds	133,298,267	126,674,176
Mutual funds	106,158,859	75,100,967
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(3,517,966)	(2,382,767)
Net assets available for benefits, at contract value	\$ 416,644,502	\$ 342,633,487
% of Plan net assets held by Master Trust	5.78%	6.24%

Investment income from Master Trust investments for the years ended December 31, 2012 and 2011 is as follows:

	Years Ended December 31,	
	2012	2011
Net appreciation (depreciation) in fair value:		
Common stock funds	\$ 35,079,699	\$ (16,514,961)
Common/collective trust funds	9,132,788	(1,865,444)
Mutual funds	8,254,464	(3,337,293)
Interest income	2,378,752	2,040,926
Dividend income	4,736,723	3,093,401
Investment income (expense)	\$ 59,582,426	\$ (16,583,371)
% of Plan investment income (expense) from Master Trust	4.58%	4.62%

The only investment that represents 5% or more of the Plan's net assets available for benefits at December 31, 2012 and 2011 was the Plan's interest in the Master Trust.

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**5. Distribution Priorities upon Termination of the Plan**

Although it has not expressed any intent to do so, the Company has the right under the Plan to reduce, suspend or discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination of the Plan, the account balance of each participant will become 100% vested and all assets, net of expenses, will be distributed to the participants or the participants' beneficiaries.

**6. Tax Status of the Plan**

The Company has received a favorable determination letter from the Puerto Rico Treasury Department ("Departamento de Hacienda") on the Plan's Puerto Rico qualified status for income tax purposes. The Plan Administrator believes the Plan's design and operation are in compliance with the applicable provisions and requirements of the Puerto Rico Internal Revenue Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Puerto Rico Treasury Department. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to tax examinations for years prior to 2009.

**7. Exempt Party-in-Interest Transactions**

Parties-in-interest are defined under the Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, an employer whose employees are covered by the Plan, and certain others. At December 31, 2012 and 2011, the Plan, through its investment in the Master Trust, held units of participation in certain commingled funds, which held shares of common stock of the Parent Company, as follows:

	2012	2011
Shares of Edwards Lifesciences stock held by Plan	81,821	88,011
Value of Edwards Lifesciences stock held by Plan	\$ 7,377,821	\$ 6,222,362
Plan's investment in Edwards Lifesciences stock as percentage of total net assets available for benefits	28.1%	26.4%

Also, certain assets of the Master Trust are loans to Plan participants. These transactions are allowable party-in-interest transactions under ERISA and the regulations promulgated thereunder.

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The following is a reconciliation of amounts reported in the financial statements to amounts reported on Form 5500 as of and for the years ended December 31, 2012 and 2011:

	2012	2011
<b>Statement of Net Assets Available for Benefits:</b>		
Net assets available for benefits per the financial statements	\$ 26,279,567	\$ 23,561,462
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	376,611	326,319
Net assets available for benefits per Form 5500	\$ 26,656,178	\$ 23,887,781

	2012	2011
<b>Statement of Changes in Net Assets Available for Benefits:</b>		
Net increase (decrease) in net assets available for benefits per the financial statements	\$ 2,718,105	\$ (706,943)
Prior year adjustment from contract value to fair value for fully benefit-responsive investment contracts	(326,319)	(305,686)
Current year adjustment from contract value to fair value for fully benefit-responsive investment contracts	376,611	326,319
Net income (loss) per Form 5500	\$ 2,768,397	\$ (686,310)



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**Edwards Lifesciences Technology SARL  
Retirement Savings Plan  
Schedule H line 4i Schedule of Assets (Held at End of Year)  
As of December 31, 2012**

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost **	(e) Current value
*	Notes Receivable from Participants	Varying maturity dates with interest rates ranging from 4.3% to 9.3%		\$ 2,086,950
	Edwards Lifesciences Technology SARL Retirement Savings Trust	Master Trust Commingled and Common Stock Funds		\$ 24,068,078

\* Party-in-interest for which a statutory exemption exists.

\*\* Cost information is not required for participant-directed investments and therefore has not been included in this schedule.

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**SIGNATURE**

***The Plan.*** Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the administrator of the Plan has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

EDWARDS LIFESCIENCES TECHNOLOGY SARL RETIREMENT  
SAVINGS PLAN

June 25, 2013

By: /s/ CHRISTINE Z. MCCAULEY

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Christine Z. McCauley  
*Member of the Administrative and  
Investment Committee for the  
Edwards Lifesciences Corporation  
Employee Benefit Plans*

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**EXHIBIT INDEX**

Exhibits are identified below. Exhibit 23 is filed herein as an exhibit hereto.

<b>Exhibit No.</b>	<b>Description</b>
23	Consent of Independent Registered Public Accounting Firm Hein & Associates LLP

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