

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

【提出日】 令和7年6月18日

【会社名】 エドワーズ・ライフサイエンス・コーポレーション  
(EDWARDS LIFESCIENCES CORPORATION)

【代表者の役職氏名】 最高経営責任者兼取締役 ベルナルド・J・ゾビギアン  
  
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【電話番号】 03(6775)1000

【縦覧に供する場所】 該当なし

(注記)

1. 本書において、文脈上格別に要求される場合を除き、「当社」または「エドワーズ」とは「エドワーズ・ライフサイエンス・コーポレーション」を指す。
2. 本書において、別段の定めがある場合を除き、「ドル」または記号「\$」は、米ドルを指す。本書において、日本円（「/」）への換算は、2025年6月9日現在の株式会社三菱UFJ銀行における対顧客電信直売相場の仲値1ドル＝144.90円の換算率で計算されている。
3. 本書中の表で計数が四捨五入されている場合、合計は計数の総和と必ずしも一致しない。

(Notes):

1. In this document, the term “Company” or “Edwards” refers to Edwards Lifesciences Corporation unless the context requires otherwise.

2. The term “dollars” or symbol “\$” in this document, unless otherwise noted, refers to United States Dollars. In this document, conversion into Japanese Yen (“/”) has been performed at the exchange rate of \$1.00 = ¥ 144.90 (from the mean of the Telegraphic Transfer Buying and Selling Exchange Rates vis-à-vis customers in MUFG Bank, Ltd. on June 9, 2025).
3. Where figures in tables in this document have been rounded, the totals may not necessarily equate with the sum of the figures.

## 1【提出理由】

当社は、当社による本邦における有価証券の募集について、金融商品取引法第24条の5第4項および第15項ならびに企業内容等の開示に関する内閣府令第19条第1項および第2項第2号の2の規定に基づき、以下のとおり本外国会社臨時報告書を提出する。

## 2【報告内容】

### (1) The primary public offering of Stock Purchase Rights

The primary public offering is with regard to the Stock Purchase Rights, with respect to which the shares were actually purchased during the period from January 1st to December 31st in 2024, for eligible employees of the Company or its designated subsidiary for employees who elect to participate in the Edwards Lifesciences Corporation 2001 Employee Stock Purchase Plan For International Employees (the "International Plan").

The International Plan was initially adopted by the Company's Board of Directors on February 8, 2001. The International Plan was then amended and restated by the Company's Board of Directors from time to time and most recently on February 18, 2021.

The amount of the paid-in-capital of the Company as of December 31, 2024 was \$2,613.4 million (Approx. ¥378,682 million) and the aggregate number of issued shares of the Company was 655 million.

The securities issued by the Company are the bonds etc. with stock option having the term to modify the execution price.

(The characteristic of the bond etc. with stock option having the term to modify the execution price)

### International Plan

The Plan allows eligible employees to purchase shares of the Company's common stock at a discount through voluntary payroll deductions.

If an employee elects to participate, the employee must indicate the percentage of his or her base pay that the employee elects to have deducted for the purchase of shares by exercise of the Stock Purchase Rights under the Plan. An employee may elect 1-12% (1-15%, effective January 1, 2021), in whole percentages only, of the employee's base pay to be applied to the purchase of shares under the Plan.

Payroll deductions are accumulated during each calendar quarter and applied to the purchase of shares on each exercise date (hereinafter "Purchase Date" as defined in the Plan). Shares may be purchased only with voluntary payroll deductions.

"Amount of Payment upon Exercise of the Stock Purchase Rights" per share shall be the lesser of 85% of the fair market value of the Company's common stock on the commencement of the Offering or, 85% of the fair market value of the Company's common stock on each Purchase Date (i.e., Date of Exercise of the Stock Purchase Rights).

For purposes of the Plan, fair market value per share on the Offering Commencement Date is the closing sales price per share on the New York Stock Exchange on the last trading day before the applicable date and for the Purchase Date is the closing sales price per share on the New York Stock Exchange on the Applicable Purchase Date.

The number of Shares to be issued upon Exercise of the Stock Purchase Rights in the Exercise Period of the Options will increase if the actual exercise price of the Stock Purchase Rights, which shall be determined as set forth above, becomes lower.

The number of shares of Common Stock that may be issued under the Plan shall not exceed 10,800,000 shares.

There is no lower limit of the Exercise Price and the Aggregate Issue Price in this Plan, because the main purpose of this Plan is not to raise funds for the Company but to encourage and facilitate stock ownership by employees by providing an opportunity to purchase common stock through voluntary payroll deductions.

The Company does not have the right to purchase the Stock Purchase Rights.

#### Primary offering of the Stock Purchase Rights

(i) Number of the Stock Purchase Rights Issued

1,347,159

(ii) Offering Price

\$0

(iii) Aggregate Amount of Offering Price

(Aggregate amount of issue price of the Stock Purchase Rights)

\$0

(Sum of the Aggregate amount of issue price of the Stock Purchase Rights and the aggregate amount of the money to be paid upon exercise of the Stock Purchase Rights)

Approx. \$85,758,096 (Approx. ¥12,426,348,110)

(iv) Type and Number of Shares to be Transferred upon the Exercise of the Stock Purchase Rights

(Type of Shares to be Transferred upon Exercise of the Stock Purchase Rights)

Shares of the Company's common stock, \$1.00 par value in registered form

(Number of Shares to be Transferred upon Exercise of the Stock Purchase Rights)

1,347,159 Shares

(v) Amount of the Payment (per Share) upon Exercise of the Stock Purchase Rights

\$63.66 (Approx. ¥9,224) This price is a weighted average.

(vi) Exercise Period of the Stock Purchase Rights

## International Plan

Shares of the Company were purchased upon exercise of the Stock Purchase Rights on each of the following dates ( " Purchase Date " ), using the accumulated payroll deductions (contributions) during the preceding three months:

March 28, 2024  
June 28, 2024  
September 30, 2024  
December 31, 2024

(See " Conditions for Exercise of the Stock Purchase Rights " below)

Payroll deductions are accumulated during each calendar quarter and applied to the purchase of shares on each exercise date. The actual exercise schedule (i.e., the Purchase Date) will be determined on the commencement date of the initial offering in accordance with the Plan.

### (vii) Conditions for Exercise of the Stock Purchase Rights

## International Plan

- (a) If the Participant withdraws his or her Subscription with respect to any Offering, the accumulated payroll deductions in the Participant ' s account at the time the Subscription is withdrawn will be used to purchase shares of Stock at the next Purchase Date for the Offering to which the Subscription related, in accordance with this plan.
- (b) If the employment of the eligible employee terminates for any reason, any subscription then in effect will be deemed to have been withdrawn and any payroll deductions credited to his/her account prior to date of termination will be promptly refunded to the participant.
- (c) The Plan may be terminated or amended at any time and for any reason by the Board of Directors of the Company.
- (d) Upon termination of the Plan, the date of termination shall be considered a Purchase Date and any amounts remaining in the participants ' accounts will be applied toward the purchase of the shares. The Board of Directors will have authority to establish administrative procedures regarding the exercise of unpurchased shares or determine that such exercise is not permitted under the Plan.
- (e) If, pursuant to a change in control defined in the Plan ( " Change in Control " ), rights to purchase Stock are not assumed or otherwise continued in full force and effect, then each right to purchase Stock under each Offering in effect at the time of the Change in Control shall automatically be exercised, immediately prior to the effective date of any Change in Control, by applying the payroll deductions of each participant for the Offering in which such Change in Control occurs to the purchase of whole shares of Stock at a purchase price per share equal to eighty-five percent (85%) of the lower of (i) the fair market value per share on the start date of the

applicable Offering or (ii) the fair market value per share immediately prior to the effective date of such Change in Control.

(f) A Subscription that is in effect on an Offering End Date will automatically be deemed to be a Subscription for the Offering that commences immediately following such Offering End Date, provided that the Participant is still an Eligible Employee and has not withdrawn the Subscription. Under the foregoing automatic enrollment provisions, payroll deductions or contributions, as applicable, will continue at the level in effect immediately prior to the new Offering Commencement Date, unless changed in advance by the Participant in accordance with Section 5.03.

(viii) The Amount (per Share) Capitalized on share capital if the Shares are Issued upon the Exercise of the Stock Purchase Right

\$63.66 (Approx. ¥9,224)

(ix) Conditions of Transfer of the Stock Purchase Rights

Stock Purchase Rights cannot be assigned or transferred, except by the provisions of a Purchase Right holder's will or the laws of inheritance following his/her death.

(x) Matters pertaining to the bond etc. with the Stock Purchase Rights having the term to modify the execution price

377 employees of Edwards Lifesciences Japan LLC

(xi) Relationship between such Subsidiaries and Filing Party if Counterparties are Directors, etc., of Subsidiaries of Filing Party

Edwards Lifesciences Japan LLC A subsidiary of the Company

(xii) Details of Agreement between Counterparties and Filing Party:

It will be in accordance with the provisions set forth in the International Plan.