Edwards Lifesciences Corp
Form 10-Q
April 29, 2016
Table of Contents

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

FORM 10-Q
(Mark One)
ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarterly Period Ended March 31, 2016

or
o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission file number 1-15525

EDWARDS LIFESCIENCES CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	36-4316614
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One Edwards Way, Irvine, California	92614
(Address of principal executive offices)	(Zip Code)

(949) 250-2500
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

		Non-accelerated filer o	
Large accelerated filer ý	Accelerated filer o	(Do not check if a smaller reporting company)	Smaller Reporting Company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ý
The number of shares outstanding of the registrant's common stock, $1.00 par value, as of April 22, 2016 was 211,762,740.

Table of Contents

EDWARDS LIFESCIENCES CORPORATION
FORM 10-Q
For the quarterly period ended March 31, 2016

TABLE OF CONTENTS

		Page Number
Part I.	FINANCIAL INFORMATION	
Item 1.	Financial Statements (Unaudited)	1
	Consolidated Condensed Balance Sheets	1
	Consolidated Condensed Statements of Operations	2
	Consolidated Condensed Statements of Comprehensive Income	3
	Consolidated Condensed Statements of Cash Flows	4
	Notes to Consolidated Condensed Financial Statements	5
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	19
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	26
Item 4.	Controls and Procedures	27
Part II.	OTHER INFORMATION	
Item 1.	Legal Proceedings	28
Item 1A.	Risk Factors	28
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	28
Item 6.	Exhibits	28
Signature		29
Exhibits		30

Table of Contents

Part I. Financial Information

Item 1. Financial Statements

EDWARDS LIFESCIENCES CORPORATION
CONSOLIDATED CONDENSED BALANCE SHEETS
(in millions, except par value; unaudited)

	March 31, 2016	December 31, 2015
ASSETS		
Current assets		
Cash and cash equivalents	$501.4	$ 718.4
Short-term investments (Note 3)	450.4	506.3
Accounts and other receivables, net of allowances of $7.2 and $6.8, respectively	388.5	344.1
Inventories (Note 2)	356.6	339.9
Prepaid expenses	48.8	45.1
Other current assets	73.6	94.1
Total current assets	1,819.3	2,047.9
Long-term accounts receivable, net of allowances of $6.5 and $6.3, respectively	5.8	3.6
Long-term investments (Note 3)	369.2	379.9
Property, plant, and equipment, net	497.3	482.5
Goodwill	630.9	628.3
Other intangible assets, net	203.7	205.4
Deferred income taxes	196.5	180.5
Other assets	131.1	131.2
Total assets	$3,853.8	$ 4,059.3
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 2)	$458.3	$ 476.2
Long-term debt	602.2	599.9
Other long-term liabilities	494.0	480.1
Commitments and contingencies (Note 8)		
Stockholders' equity		
Preferred stock, $.01 par value, authorized 50.0 shares, no shares outstanding	—	—
Common stock, $1.00 par value, 350.0 shares authorized, 239.8 and 239.1 shares issued, and 211.9 and 215.4 shares outstanding, respectively	239.8	239.1
Additional paid-in capital	933.4	946.8
Retained earnings	3,479.8	3,336.8
Accumulated other comprehensive loss	(172.6)	(182.6)
Treasury stock, at cost, 27.9 and 23.7 shares, respectively	(2,181.1)	(1,837.0)
Total stockholders' equity	2,299.3	2,503.1
Total liabilities and stockholders' equity	$3,853.8	$ 4,059.3

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

Table of Contents

EDWARDS LIFESCIENCES CORPORATION
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(in millions, except per share information; unaudited)

	Three Months Ended March 31,	
	2016	2015
Net sales	$697.3	$590.3
Cost of sales	180.3	136.0
Gross profit	517.0	454.3
Selling, general, and administrative expenses	212.7	202.5
Research and development expenses	102.4	86.4
Intellectual property litigation expenses	12.2	0.3
Interest expense, net	2.4	2.4
Other expense, net	4.0	0.2
Income before provision for income taxes	183.3	162.5
Provision for income taxes	40.3	39.1
Net income	$143.0	$123.4
Share information (Note 10)		
Earnings per share:		
Basic	$0.67	$0.57
Diluted	$0.66	$0.56
Weighted-average number of common shares outstanding:		
Basic	213.1	215.5
Diluted	217.8	220.6

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

Table of Contents

EDWARDS LIFESCIENCES CORPORATION
CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
(in millions; unaudited)

	Three Months Ended March 31,	
	2016	2015
Net income	$143.0	$123.4
Other comprehensive income (loss), net of tax (Note 9):		
Foreign currency translation adjustments	27.6	(64.7)
Unrealized (loss) gain on cash flow hedges	(19.6)	17.2
Unrealized gain on available-for-sale investments	1.7	0.3
Reclassification of net realized investment loss to earnings	0.3	0.2
Other comprehensive income (loss)	10.0	(47.0)
Comprehensive income	$153.0	$76.4

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

Table of Contents

EDWARDS LIFESCIENCES CORPORATION
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(in millions; unaudited)

	Three Months Ended March 31,	
	2016	2015
Cash flows from operating activities		
Net income	$143.0	$123.4
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	15.9	16.0
Stock-based compensation (Note 6)	14.3	13.6
Excess tax benefit from stock plans	(11.1)	(9.8)
Gain on investments	(0.3)	(1.1)
Deferred income taxes	0.2	4.1
Other	0.7	(0.2)
Changes in operating assets and liabilities:		
Accounts and other receivables, net	(32.2)	(36.5)
Inventories	(4.6)	(18.9)
Accounts payable and accrued liabilities	(47.6)	(59.1)
Income taxes	24.8	26.6
Prepaid expenses and other current assets	(3.6)	8.5
Other	7.6	6.7
Net cash provided by operating activities	107.1	73.3
Cash flows from investing activities		
Capital expenditures	(27.7)	(20.8)
Purchases of held-to-maturity investments (Note 3)	(152.5)	(422.0)
Proceeds from held-to-maturity investments (Note 3)	255.0	330.9
Purchases of available-for sale investments (Note 3)	(73.4)	(84.6)
Proceeds from available-for-sale investments (Note 3)	47.7	18.3
Investments in trading securities, net	(4.0)	(2.0)
Investments in unconsolidated affiliates, net (Note 3)	(2.0)	(0.4)
Other	4.2	0.3
Net cash provided by (used in) investing activities	47.3	(180.3)
Cash flows from financing activities		
Proceeds from issuance of debt	9.7	7.4
Payments on debt and capital lease obligations	(9.5)	(8.2)
Purchases of treasury stock (Note 7)	(344.1)	(101.0)
Excess tax benefit from stock plans	11.1	9.8
Proceeds from stock plans	19.5	23.5
Equity forward contract related to accelerated share repurchase agreement (Note 7)	(57.5)	—
Other	1.7	(3.4)
Net cash used in financing activities	(369.1)	(71.9)
Effect of currency exchange rate changes on cash and cash equivalents	(2.3)	(17.9)
Net decrease in cash and cash equivalents	(217.0)	(196.8)
Cash and cash equivalents at beginning of period	718.4	653.8
Cash and cash equivalents at end of period	$501.4	$457.0
Supplemental disclosures:		
Non-cash investing and financing transactions:		

Capital expenditures accruals	$16.4	$6.6

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

Table of Contents

1. BASIS OF PRESENTATION

The accompanying interim consolidated condensed financial statements and related disclosures have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and should be read in conjunction with the consolidated financial statements and notes included in Edwards Lifesciences Corporation's Annual Report on Form 10-K for the year ended December 31, 2015. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles ("GAAP") have been condensed or omitted.

In the opinion of management of Edwards Lifesciences Corporation ("Edwards Lifesciences" or the "Company"), the interim consolidated condensed financial statements reflect all adjustments considered necessary for a fair statement of the interim periods. All such adjustments are of a normal, recurring nature. The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full year.

Recently Adopted Accounting Standards

In September 2015, the Financial Accounting Standards Board ("FASB") issued an update to the guidance on business combinations. The new guidance requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The guidance was effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. The adoption of this guidance did not impact the Company's consolidated financial statements.

In April 2015, the FASB issued an amendment to the accounting guidance on the presentation of debt issuance costs. The guidance requires an entity to present debt issuance costs related to a recognized debt liability as a direct deduction from the carrying amount of that debt, consistent with debt discounts. In August 2015, the FASB clarified that for a line-of-credit arrangement, a company can continue to defer and present debt issuance costs as an asset and subsequently amortize the debt issuance costs over the term of the line-of-credit arrangement, whether or not there are any outstanding borrowings on the line-of-credit arrangement. The guidance was effective for annual reporting periods beginning after December 31, 2015 and interim periods within those periods, and must be applied retrospectively to each prior reporting period presented. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

New Accounting Standards Not Yet Adopted

In March 2016, the FASB issued an amendment to the guidance on stock compensation. The amendment simplifies several aspects of the accounting for share-based payment award transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The guidance is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The Company is currently evaluating the impact this guidance will have on its consolidated financial statements, but anticipates that adoption of this guidance will reduce its effective tax rate.

In March 2016, the FASB issued an update to the guidance on revenue recognition. The update clarifies the implementation guidance on principal versus agent considerations, including how an entity should identify the unit of accounting for the principal versus agent evaluation and how it should apply the control principle to certain types of arrangements. In April 2016, the FASB issued another update to the guidance on revenue recognition. This update clarifies the implementation guidance on identifying performance obligations and licensing, while retaining the related principles for those areas. The amendments in these updates are effective for annual reporting periods beginning after December 15, 2017, and interim periods within those annual periods. The Company is currently evaluating the impact

the revenue recognition guidance, including these updates, will have on its consolidated financial statements.

In February 2016, the FASB issued an amendment to the guidance on leases. The amendment improves transparency and comparability among companies by recognizing lease assets and lease liabilities on the balance sheet and by disclosing key information about leasing arrangements. The guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company is currently evaluating the impact this guidance will have on its consolidated financial statements.

Table of Contents

2. COMPOSITION OF CERTAIN FINANCIAL STATEMENT CAPTIONS

Components of selected captions in the consolidated condensed balance sheets consisted of the following (in millions):

	March 31, 2016	December 31, 2015
Inventories		
Raw materials	$61.3	$ 63.8
Work in process	80.7	64.1
Finished products	214.6	212.0
	$356.6	$ 339.9

At March 31, 2016 and December 31, 2015, approximately $71.3 million and $58.8 million, respectively, of the Company's finished products inventories were held on consignment.

	March 31, 2016	December 31, 2015
Accounts payable and accrued liabilities		
Accounts payable	$78.6	$ 63.9
Employee compensation and withholdings	131.8	209.4
Research and development accruals	35.5	38.6
Property, payroll, and other taxes	34.8	34.5
Fair value of derivatives	33.3	4.2
Accrued rebates	24.5	23.9
Litigation reserves	14.2	5.6
Severance and realignment reserves	12.4	19.1
Taxes payable	7.5	14.5
Other accrued liabilities	85.7	62.5
	$458.3	$ 476.2

Table of Contents

3. INVESTMENTS

Debt Securities

Investments in debt securities at the end of each period were as follows (in millions):

	March 31, 2016				December 31, 2015			
Held-to-maturity	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Bank time deposits	$348.3	$ —	$ —	$348.3	$440.1	$ —	$ —	$440.1
U.S. government and agency securities	29.4	0.1	(0.1)	29.4	32.5	—	(0.2)	32.3
Asset-backed securities	1.1	—	—	1.1	1.2	—	—	1.2
Corporate debt securities	15.2	—	—	15.2	16.4	—	—	16.4
Municipal securities	4.4	—	—	4.4	5.2	—	—	5.2
Total	$398.4	$ 0.1	$ (0.1)	$398.4	$495.4	$ —	$ (0.2)	$495.2
Available-for-sale								
Commercial paper	$31.0	$ —	$ —	$31.0	$28.1	$ —	$ —	$28.1
U.S. government and agency securities	52.9	0.3	—	53.2	38.7	—	(0.2)	38.5
Asset-backed securities	54.2	0.1	—	54.3	62.8	—	(0.2)	62.6
Corporate debt securities	247.0	0.8	(0.7)	247.1	230.0	—	(1.3)	228.7
Municipal securities	4.7	—	—	4.7	4.7	—	—	4.7
Total	$389.8	$ 1.2	$ (0.7)	$390.3	$364.3	$ —	$ (1.7)	$362.6

The cost and fair value of investments in debt securities, by contractual maturity, as of March 31, 2016 were as follows:

	Held-to-Maturity		Available-for-Sale	
	Cost	Fair Value	Cost	Fair Value
	(in millions)			
Due in 1 year or less	$384.1	$384.1	$ 66.3	$ 66.3
Due after 1 year through 5 years	2.9	2.9	270.0	270.4
Instruments not due at a single maturity date	11.4	11.4	53.5	53.6
	$398.4	$398.4	$ 389.8	$ 390.3

Actual maturities may differ from the contractual maturities due to call or prepayment rights.

Table of Contents

Investments in Unconsolidated Affiliates

The Company has a number of equity investments in privately and publicly held companies. Investments in these unconsolidated affiliates are recorded in "Long-term Investments" on the consolidated condensed balance sheets, and are as follows:

	March 31, 2016	December 31, 2015
	(in millions)	
Available-for-sale investments		
Cost	$—	$ —
Unrealized gains	0.2	0.2
Fair value of available-for-sale investments	0.2	0.2
Equity method investments		
Cost	10.9	10.9
Equity in losses	(4.0)	(4.2)
Carrying value of equity method investments	6.9	6.7
Cost method investments		
Carrying value of cost method investments	23.8	21.3
Total investments in unconsolidated affiliates	$30.9	$ 28.2

During the three months ended March 31, 2016, the gross realized gains or losses from sales of available-for-sale investments were not material.

4. FAIR VALUE MEASUREMENTS

The consolidated condensed financial statements include financial instruments for which the fair market value of such instruments may differ from amounts reflected on a historical cost basis. Financial instruments of the Company consist of cash deposits, accounts and other receivables, investments, accounts payable, certain accrued liabilities, and borrowings under a revolving credit agreement. The carrying value of these financial instruments generally approximates fair value due to their short-term nature. Financial instruments also include long-term notes payable. As of March 31, 2016, the fair value of the notes payable, based on Level 2 inputs, was $616.1 million, versus a carrying value of $602.2 million.

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.

Table of Contents

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table summarizes the Company's financial instruments which are measured at fair value on a recurring basis (in millions):

March 31, 2016	Level 1	Level 2	Level 3	Total
Assets				
Cash equivalents	$14.8	$12.9	$—	$27.7
Available-for-sale investments:				
Corporate debt securities	—	247.1	—	247.1
Asset-backed securities	—	54.3	—	54.3
U.S. government and agency securities	28.0	25.2	—	53.2
Commercial paper	—	31.0	—	31.0
Municipal securities	—	4.7	—	4.7
Equity investments in unconsolidated affiliates	0.2	—	—	0.2
Investments held for deferred compensation plans	39.1	—	—	39.1
Derivatives	—	14.9	—	14.9
	$82.1	$390.1	$—	$472.2
Liabilities				
Derivatives	$—	$33.3	$—	$33.3
Deferred compensation plans	39.3	—	—	39.3
Contingent consideration obligation	—	—	31.1	31.1
	$39.3	$33.3	$31.1	$103.7
December 31, 2015				
Assets				
Cash equivalents	$3.5	$8.5	$—	$12.0
Available-for-sale investments:				
Corporate debt securities	—	228.7	—	228.7
Asset-backed securities	—	62.6	—	62.6
U.S. government and agency securities	9.6	28.9	—	38.5
Commercial paper	—	28.1	—	28.1
Municipal securities	—	4.7	—	4.7
Equity investments in unconsolidated affiliates	0.1	—	—	0.1
Investments held for deferred compensation plans	35.3	—	—	35.3
Derivatives	—	23.3	—	23.3
	$48.5	$384.8	$—	$433.3
Liabilities				
Derivatives	$—	$4.2	$—	$4.2
Deferred compensation plans	35.5	—	—	35.5
Contingent consideration obligation	—	—	30.5	30.5
	$35.5	$4.2	$30.5	$70.2

The following table summarizes the changes in fair value of the contingent consideration obligation for the three months ended March 31, 2016 (in millions):

Balance at December 31, 2015	$30.5
Changes in fair value (recorded in "Research and Development Expenses")	0.6
Balance at March 31, 2016	$31.1

Cash Equivalents and Available-for-sale Investments

The Company estimates the fair values of its money market funds based on quoted prices in active markets for identical assets. The Company estimates the fair values of its commercial paper, U.S. government and agency securities, asset-backed securities, and corporate debt securities by taking into consideration valuations obtained from third-party pricing services. The pricing services use industry standard valuation models, including both income and market-based approaches, for which all

Table of Contents

significant inputs are observable, either directly or indirectly, to estimate fair value. These inputs include reported trades and broker-dealer quotes on the same or similar securities, benchmark yields, credit spreads, prepayment and default projections based on historical data, and other observable inputs. The Company independently reviews and validates the pricing received from the third-party pricing service by comparing the prices to prices reported by a secondary pricing source. The Company's validation procedures have not resulted in an adjustment to the pricing received from the pricing service.

Investments in unconsolidated affiliates are long-term equity investments in companies that are in various stages of development. Certain of the Company's investments in unconsolidated affiliates are designated as available-for-sale. These investments are carried at fair market value based on quoted market prices.

Deferred Compensation Plans

The Company holds investments in trading securities related to its deferred compensation plans. The investments are in a variety of stock and bond mutual funds. The fair values of these investments and the corresponding liabilities are based on quoted market prices.

Derivative Instruments

The Company uses derivative financial instruments in the form of foreign currency forward exchange contracts and foreign currency option contracts to manage foreign currency exposures, and interest rate swap agreements to manage its interest rate exposures. All derivatives contracts are recognized on the balance sheet at their fair value. The fair value of foreign currency derivative financial instruments was estimated based on quoted market foreign exchange rates and market discount rates. The fair value of the interest rate swap agreements was determined based on a discounted cash flow analysis reflecting the contractual terms of the agreements and the 6-month LIBOR forward interest rate curve. Judgment was employed in interpreting market data to develop estimates of fair value; accordingly, the estimates presented herein are not necessarily indicative of the amounts that the Company could realize in a current market exchange. The use of different market assumptions or valuation methodologies could have a material effect on the estimated fair value amounts.

Contingent Consideration Obligation

The Company recorded a contingent consideration obligation related to its acquisition of CardiAQ. The contingent consideration obligation was recorded at its estimated fair value, which was determined using a probability weighted discounted cash flow analysis that considered significant unobservable inputs. These inputs included a 2.0% discount rate used to present value the projected cash flows, a 65.0% probability of milestone achievement, and a projected payment date in 2018. The use of different assumptions could have a material effect on the estimated fair value amount.

5. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company uses derivative financial instruments to manage its currency exchange rate risk and its interest rate risk, as summarized below. Notional amounts are stated in United States dollar equivalents at spot exchange rates at the respective dates.

	Notional Amount	
	March 31, 2016	December 31, 2015
	(in millions)	
Foreign currency forward exchange contracts	$1,350.6	$1,061.6
Interest rate swap agreements	300.0	300.0

The Company uses derivative financial instruments to manage interest rate and foreign currency risks. It is the Company's policy not to enter into derivative financial instruments for speculative purposes. The Company uses interest rate swaps to convert a portion of its fixed-rate debt into variable-rate debt. These interest rate swaps are designated as fair value hedges and meet the shortcut method requirements under the accounting standards for derivatives and hedging. Accordingly, changes in the fair values of the interest rate swaps are considered to exactly offset changes in the fair value of the underlying long-term debt. The Company uses foreign currency forward exchange contracts to offset the changes due to currency rate movements in the amount of future cash flows associated

with intercompany transactions and certain local currency expenses expected to occur within the next 13 months. These foreign currency forward exchange contracts are designated as cash flow hedges. Certain of the Company's locations have assets and liabilities denominated in currencies other than their functional currencies resulting principally from intercompany and local currency transactions. The Company uses foreign currency forward exchange contracts and foreign currency option contracts that are not designated as hedging instruments to offset the

Table of Contents

transaction gains and losses associated with certain of these assets and liabilities. The Company also uses foreign currency forward exchange contracts to protect its net investment in certain foreign subsidiaries from adverse changes in foreign currency exchange rates. These foreign currency forward exchange contracts are designated as net investment hedges. All foreign currency forward exchange contracts and foreign currency option contracts are denominated in currencies of major industrial countries, principally the Euro and the Japanese yen.

All derivative financial instruments are recognized at fair value in the consolidated condensed balance sheets. For each derivative instrument that is designated and effective as a fair value hedge, the gain or loss on the derivative is recognized immediately to earnings, and offsets the loss or gain on the underlying hedged item. The gain or loss on the interest rate swaps (designated as fair value hedges) is classified in net interest expense, as they hedge the interest rate risk associated with the Company's fixed-rate debt. The Company reports in "Accumulated Other Comprehensive Loss" the effective portion of the gain or loss on derivative financial instruments that are designated, and that qualify, as cash flow hedges. The Company reclassifies these gains and losses into earnings in the same period in which the underlying hedged transactions affect earnings. The effective portions of net investment hedges are reported in "Accumulated Other Comprehensive Loss" as a part of the cumulative translation adjustment, and would be reclassified into earnings if the underlying net investment is sold or substantially liquidated. The ineffective portions of cash flow hedges and net investment hedges are recorded in current period earnings. For the three months ended March 31, 2016 and 2015, the Company did not record any gains or losses due to hedge ineffectiveness. The gains and losses on derivative financial instruments for which the Company does not elect hedge accounting treatment are recognized in the consolidated condensed statements of operations in each period based upon the change in the fair value of the derivative financial instrument. Cash flows from net investment hedges are reported as investing activities in the consolidated condensed statements of cash flows, and cash flows from all other derivative financial instruments are reported as operating activities.

Derivative financial instruments involve credit risk in the event the counterparty should default. It is the Company's policy to execute such instruments with global financial institutions that the Company believes to be creditworthy. The Company diversifies its derivative financial instruments among counterparties to minimize exposure to any one of these entities. The Company also uses International Swap Dealers Association master-netting agreements. The master-netting agreements provide for the net settlement of all contracts through a single payment in a single currency in the event of default, as defined by the agreements.

The following table presents the location and fair value amounts of derivative instruments reported in the consolidated condensed balance sheets (in millions):

		Fair Value	
Derivatives designated as hedging instruments	Balance Sheet Location	March 31, 2016	December 31, 2015
Assets			
Foreign currency contracts	Other current assets	$3.9	$ 15.0
Interest rate swap agreements	Other assets	$6.5	$ 1.6
Liabilities			
Foreign currency contracts	Accrued and other liabilities	$33.3	$ 4.2
Derivatives not designated as hedging instruments			
Assets			
Foreign currency contracts	Other assets	$4.5	$ 6.7

Table of Contents

The following table presents the effect of master-netting agreements and rights of offset on the consolidated condensed balance sheets (in millions):

March 31, 2016	Gross Amounts	Gross Amounts Offset in the Consolidated Balance Sheet	Net Amounts Presented in the Consolidated Balance Sheet	Gross Amounts Not Offset in the Consolidated Balance Sheet		
				Financial Instruments	Cash Collateral Received	Net Amount
Derivative assets						
Foreign currency contracts	$ 8.4	$ —	$ 8.4	$ (4.9)	$ —	$ 3.5
Interest rate swap agreements	$ 6.5	$ —	$ 6.5	$ —	$ —	$ 6.5
Derivative liabilities						
Foreign currency contracts	$ 33.3	$ —	$ 33.3	$ (4.9)	$ —	$ 28.4
December 31, 2015						
Derivative assets						
Foreign currency contracts	$ 21.7	$ —	$ 21.7	$ (4.0)	$ —	$ 17.7
Interest rate swap agreements	$ 1.6	$ —	$ 1.6	$ —	$ —	$ 1.6
Derivative liabilities						
Foreign currency contracts	$ 4.2	$ —	$ 4.2	$ (4.0)	$ —	$ 0.2

The following tables present the effect of derivative instruments on the consolidated condensed statements of operations and consolidated condensed statements of comprehensive income (in millions):

	Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion)			Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income	
	Three Months Ended March 31,		Location of Gain or (Loss) Reclassified from Accumulated OCI into Income	Three Months Ended March 31,	
	2016	2015		2016	2015
Cash flow hedges					
Foreign currency contracts	$(21.0)	$36.3	Cost of sales	$11.4	$10.5
Net investment hedges					
Foreign currency contracts	$(12.3)	$—	Other expense, net	$—	$—

	Amount of Gain or (Loss) Recognized in Income on Derivative

	Location of Gain or (Loss) Recognized in Income on Derivative	Three Months Ended March 31,	
Fair value hedges		2016	2015
Interest rate swap agreements	Interest expense, net	$4.9	$4.5

The gains on the interest rate swap agreements are fully offset by the changes in the fair value of the fixed-rate debt being hedged.

	Location of Gain or (Loss) Recognized in Income on Derivative	Amount of Gain or (Loss) Recognized in Income on Derivative Three Months Ended March 31,	
Derivatives not designated as hedging instruments		2016	2015
Foreign currency contracts	Other expense, net	$(6.4)	$4.9

Table of Contents

The Company expects that during the next twelve months it will reclassify to earnings a $3.7 million gain currently recorded in "Accumulated Other Comprehensive Loss."

6. STOCK-BASED COMPENSATION

Stock-based compensation expense related to awards issued under the Company's incentive compensation plans for the three months ended March 31, 2016 and 2015 was as follows (in millions):

	Three Months Ended March 31,	
	2016	2015
Cost of sales	$2.0	$1.8
Selling, general, and administrative expenses	9.7	9.6
Research and development expenses	2.6	2.2
Total stock-based compensation expense	$14.3	$13.6

At March 31, 2016, the total remaining compensation cost related to nonvested stock options, restricted stock units, market-based restricted stock units, performance-based restricted stock units, and employee stock purchase plan ("ESPP") subscription awards amounted to $82.3 million, which will be amortized on a straight-line basis over the weighted-average remaining requisite service period of 29 months.

Fair Value Disclosures

The following table includes the weighted-average grant-date fair values of stock options granted during the periods indicated and the related weighted-average assumptions used in the Black-Scholes option pricing model:

Option Awards	Three Months Ended March 31,	
	2016	2015
Average risk-free interest rate	1.1 %	1.5 %
Expected dividend yield	None	None
Expected volatility	29.7 %	30.5 %
Expected term (years)	4.7	4.7
Fair value, per option	$24.28	$19.20

The following table includes the weighted-average grant-date fair values for ESPP subscriptions granted during the periods indicated and the related weighted-average assumptions used in the Black-Scholes option pricing model:

ESPP	Three Months Ended March 31,	
	2016	2015
Average risk-free interest rate	0.3 %	0.2 %
Expected dividend yield	None	None
Expected volatility	26.5 %	28.1 %
Expected term (years)	0.6	0.6
Fair value, per share	$18.17	$14.97

7. ACCELERATED SHARE REPURCHASE

In February 2016, Edwards entered into ASR agreements to repurchase $325.0 million of the Company's common stock based on the volume-weighted average price ("VWAP") of the Company's common stock during the term of the agreements, less a discount. Upon entering into the agreements, Edwards received an initial delivery of 3.2 million shares. The initial shares were valued at $83.60 per share based on the closing price of the Company's common stock on the date of the agreements, and represented approximately 82% of the total contract value. At the conclusion of each of the ASR agreements, the Company may receive additional shares or may be required to pay additional cash or

shares (at the Company's election). The final settlements are based on the VWAP over the term of the agreements, less a discount, and will occur at varying termination dates

Table of Contents

extending to December 2016, subject to certain adjustments pursuant to the agreements. In April 2016, one of the ASR agreements concluded at a VWAP less discount per share price of $84.39, and the Company received an additional 0.3 million shares under that agreement. If all agreements had been settled on March 31, 2016, Edwards would have received 0.7 million additional shares.

The ASR agreements were accounted for as two separate transactions: (a) the value of the initial delivery of shares was recorded as shares of common stock acquired in a treasury stock transaction on the acquisition date, and (b) the remaining amount of the purchase price paid was recorded as a forward contract indexed to the Company's own common stock and was recorded in "Additional Paid-in Capital" on the consolidated balance sheets. The initial delivery of shares resulted in an immediate reduction of the outstanding shares used to calculate the weighted-average common shares outstanding for basic and diluted earnings per share. The Company determined that the forward contract indexed to the Company's common stock met all the applicable criteria for equity classification and, therefore, was not accounted for as a derivative instrument.

8. COMMITMENTS AND CONTINGENCIES

On October 30, 2015, Boston Scientific Scimed, Inc., a subsidiary of Boston Scientific Corporation (“Boston Scientific”), filed a lawsuit in the district court in Düsseldorf, Germany against Edwards Lifesciences and its German subsidiary, Edwards Lifesciences Services GmbH, alleging that Edwards Lifesciences’ SAPIEN 3 heart valve infringes certain claims of a Boston Scientific German national patent arising from EP 2 749 254 B1 (the “‘254 patent”) related to paravalvular sealing technology. On February 26, 2016, Boston Scientific added the German national patent arising from EP 2 926 766 (the “‘766 Patent”) to the infringement allegations. On April 8, 2016, Boston Scientific filed a similar patent infringement action in district court in Paris, France relating to these patents. The complaints seek unspecified money damages and injunctive relief. The Company intends to defend itself vigorously in these matters.

On November 2, 2015, Edwards Lifesciences LLC, a U.S. subsidiary of Edwards Lifesciences, filed a lawsuit against Sadra Medical, Inc. and Boston Scientific Scimed, Inc., two subsidiaries of Boston Scientific, in the United Kingdom in the High Court of Justice, Chancery Division, Patents Court to declare invalid and revoke the U.K. national patent corresponding to the ‘254 patent. Edwards later added Boston Scientific’s UK national patent corresponding to the ‘766 patent to this invalidity lawsuit. The Boston Scientific subsidiaries filed counterclaims against Edwards Lifesciences and three of its European subsidiaries alleging that the SAPIEN 3 heart valve infringes certain claims of the same patents and seeking unspecified monetary damages and injunctive relief.

On November 23, 2015, Edwards Lifesciences PVT, Inc., a U.S. subsidiary of Edwards Lifesciences, filed a lawsuit in the district court in Düsseldorf, Germany for patent infringement against Boston Scientific and a German subsidiary, Boston Scientific Medizintechnik GmbH, alleging that the Lotus heart valve infringes certain claims of Edwards Lifesciences’ German national patents EP 1 441 672 B1 and 2 255 753 B1 related to prosthetic valve and delivery system technology. The complaint seeks unspecified monetary damages and injunctive relief.

On April 19, 2016, Boston Scientific filed a lawsuit against Edwards Lifesciences in the Federal District Court in the District of Delaware alleging that the SAPIEN 3 heart valve infringes certain claims of Boston Scientific’s U.S. Patent 8,992,608 related to paravalvular sealing technology. Also on April 19, 2016, Boston Scientific filed a lawsuit against Edwards Lifesciences in the Federal District Court in the Central District of California alleging that five of its transcatheter heart valve delivery systems and a valve crimper infringe certain claims of eight Boston Scientific U.S. patents. The complaints seek unspecified monetary damages and injunctive relief. The Company intends to defend itself vigorously in these matters.

In addition, Edwards Lifesciences is or may be a party to, or may otherwise be responsible for, pending or threatened lawsuits related primarily to products and services currently or formerly manufactured or performed, as applicable, by

Edwards Lifesciences. Such cases and claims raise difficult and complex factual and legal issues and are subject to many uncertainties, including, but not limited to, the facts and circumstances of each particular case or claim, the jurisdiction in which each suit is brought, and differences in applicable law. Upon resolution of any such legal matter or other claim, Edwards Lifesciences may incur charges in excess of established reserves. The Company is not able to estimate the amount or range of any loss for legal contingencies for which there is no reserve or additional loss for matters already reserved. While any such charge related to matters could have a material adverse impact on Edwards Lifesciences' net income or cash flows in the period in which it is recorded or paid, management does not believe that any such charge relating to any currently pending lawsuit would have a material adverse effect on Edwards Lifesciences' financial position, results of operations, or liquidity.

Edwards Lifesciences is subject to various environmental laws and regulations both within and outside of the United States. The operations of Edwards Lifesciences, like those of other medical device companies, involve the use of substances

Table of Contents

regulated under environmental laws, primarily in manufacturing and sterilization processes. While it is difficult to quantify the potential impact of continuing compliance with environmental protection laws, management believes that such compliance will not have a material impact on Edwards Lifesciences' financial position, results of operations, or liquidity.

9. ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table is a summary of activity for each component of "Accumulated Other Comprehensive Loss" for the three months ended March 31, 2016 (in millions):

	Foreign Currency Translation Adjustments	Unrealized Gain (Loss) on Cash Flow Hedges	Unrealized (Loss) Gain on Available-for-sale Investments	Unrealized Pension Costs	Total Accumulated Other Comprehensive Loss
December 31, 2015	$ (181.5)	$ 11.8	$ (1.5)	$ (11.4)	$ (182.6)
Other comprehensive gain (loss) before reclassifications	21.6	(21.0)	1.7	—	2.3
Amounts reclassified from accumulated other comprehensive loss	—	(11.4)	0.3	—	(11.1)
Deferred income tax benefit	6.0	12.8	—	—	18.8
March 31, 2016	$ (153.9)	$ (7.8)	$ 0.5	$ (11.4)	$ (172.6)

The following table provides information about amounts reclassified from "Accumulated Other Comprehensive Loss" (in millions):

	Three Months Ended March 31,		Affected Line on Consolidated Condensed Statements of Operations
Details about Accumulated Other Comprehensive Loss Components	2016	2015	
Gain (loss) on cash flow hedges	$11.4	$10.5	Cost of sales
	(4.4)	(3.8)	Provision for income taxes
	$7.0	$6.7	Net of tax
(Loss) gain on available-for-sale investments	$(0.3)	$(0.2)	Other expense, net
	—	—	Provision for income taxes
	$(0.3)	$(0.2)	Net of tax

10. EARNINGS PER SHARE

Basic earnings per share is computed by dividing net income by the weighted-average common shares outstanding during a period. Employee equity share options, nonvested shares, and similar equity instruments granted by the Company are treated as potential common shares in computing diluted earnings per share. Diluted shares outstanding include the dilutive effect of restricted stock units, market-based restricted stock units, performance-based restricted stock units, and in-the-money options. The dilutive impact of the restricted stock units, market-based restricted stock units, performance-based restricted stock units, and in-the-money options is calculated based on the average share price for each fiscal period using the treasury stock method. Under the treasury stock method, the amount that the employee must pay for exercising stock options, the amount of stock-based compensation expense for future service that the Company has not yet recognized, and the amount of tax benefits that would be recorded in "Additional Paid-in Capital" when the award becomes deductible are assumed to be used to repurchase shares. Potential common share equivalents have been excluded where their inclusion would be anti-dilutive.

Table of Contents

The table below presents the computation of basic and diluted earnings per share (in millions, except for per share information):

	Three Months Ended March 31,	
	2016	2015
Basic:		
Net income	$143.0	$123.4
Weighted-average shares outstanding	213.1	215.5
Basic earnings per share	$0.67	$0.57
Diluted:		
Net income	$143.0	$123.4
Weighted-average shares outstanding	213.1	215.5
Dilutive effect of stock plans	4.7	5.1
Dilutive weighted-average shares outstanding	217.8	220.6
Diluted earnings per share	$0.66	$0.56

Stock options, restricted stock units, and market-based restricted stock units to purchase 0.3 million for both the three months ended March 31, 2016 and 2015, respectively, were outstanding, but were not included in the computation of diluted earnings per share because the effect would have been anti-dilutive. Additionally, 0.7 million shares that would have been received if the ASR agreements discussed in Note 7 were settled as of March 31, 2016 were not included in the computation of diluted earnings per share because the effect would have been anti-dilutive.

11. INCOME TAXES

The Company's effective income tax rates were 22.0% and 24.1% for the three months ended March 31, 2016 and 2015, respectively. The change in the effective rates is primarily a result of the reinstatement of the federal research credit and fluctuations in the relative contribution of our foreign operations and United States operations to worldwide pre-tax income. The federal research credit expired on December 31, 2014 and was not reinstated until December 18, 2015 when the research credit was permanently extended, retroactive to January 1, 2015. Therefore, the effective income tax rate for the three months ended March 31, 2015 was calculated without an assumed benefit from the federal research credit.

The Company strives to resolve open matters with each tax authority at the examination level and could reach agreement with a tax authority at any time. While the Company has accrued for matters it believes are more likely than not to require settlement, the final outcome with a tax authority may result in a tax liability that is more or less than that reflected in the consolidated condensed financial statements. Furthermore, the Company may later decide to challenge any assessments, if made, and may exercise its right to appeal. The uncertain tax positions are reviewed quarterly and adjusted as events occur that affect potential liabilities for additional taxes, such as lapsing of applicable statutes of limitations, proposed assessments by tax authorities, negotiations between tax authorities, identification of new issues, and issuance of new legislation, regulations, or case law.

As of March 31, 2016 and December 31, 2015, the liability for income taxes associated with uncertain tax positions was $222.0 million and $216.1 million, respectively. The Company estimates that these liabilities would be reduced by $40.8 million and $40.6 million, respectively, from offsetting tax benefits associated with the correlative effects of potential transfer pricing adjustments, state income taxes, and timing adjustments. The net amounts of $181.2 million and $175.5 million, respectively, if not required, would favorably affect the Company's effective tax rate.

At March 31, 2016, all material state, local, and foreign income tax matters have been concluded for years through 2008. The Internal Revenue Service ("IRS") has substantially completed its fieldwork for the 2009 through 2012 tax years. However, the audit is currently in suspense pending finalization of an Advance Pricing Agreement ("APA") and Joint Committee of Taxation approval.

As noted above, the Company has entered into an APA process between the Switzerland and United States governments for the years 2009 through 2015 covering transfer pricing matters. The transfer pricing matters are significant to the Company's consolidated condensed financial statements, and the final outcome and timing of the

negotiations between the two governments is uncertain.

During 2014, the Company filed with the IRS a request for a pre-filing agreement associated with a tax return filing position on a portion of the litigation settlement payment received from Medtronic, Inc. in May 2014. During the first quarter

Table of Contents

of 2015, the IRS accepted the pre-filing agreement into the pre-filing agreement program. The finalization of the pre-filing agreement is still pending. However, the Company made an advance payment of tax in December 2015 solely to prevent the further accrual of interest on any potential deficiency, not to signify any potential agreement to a contrary position that may be taken by the IRS.

12. SEGMENT INFORMATION

Edwards Lifesciences conducts operations worldwide and is managed in the following geographical regions: United States, Europe, Japan, and Rest of World. All regions sell products that are used to treat structure heart disease and critically ill patients.

The Company's geographic segments are reported based on the financial information provided to the Chief Operating Decision Maker (the Chief Executive Officer). The Company evaluates the performance of its geographic segments based on net sales and income before provision for income taxes ("pre-tax income"). The accounting policies of the segments are substantially the same as those described in Note 2 of the Company's consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2015. Segment net sales and segment pre-tax income are based on internally derived standard foreign exchange rates, which may differ from year to year, and do not include inter-segment profits. Because of the interdependence of the reportable segments, the pre-tax income as presented may not be representative of the geographical distribution that would occur if the segments were not interdependent. Net sales by geographic area are based on the location of the customer.

Certain items are maintained at the corporate level and are not allocated to the segments. The non-allocated items include net interest expense, global marketing expenses, corporate research and development expenses, manufacturing variances, corporate headquarters costs, special gains and charges, stock-based compensation, foreign currency hedging activities, certain litigation costs, and most of the Company's amortization expense. Although most of the Company's depreciation expense is included in segment pre-tax income, due to the Company's methodology for cost build-up, it is impractical to determine the amount of depreciation expense included in each segment, and, therefore, a portion is maintained at the corporate level. The Company neither discretely allocates assets to its operating segments, nor evaluates the operating segments using discrete asset information.

The table below presents information about Edwards Lifesciences' reportable segments (in millions):

	Three Months Ended March 31,	
	2016	2015
Segment Net Sales		
United States	$375.6	$283.5
Europe	187.1	216.5
Japan	63.8	68.7
Rest of World	71.5	71.3
Total segment net sales	$698.0	$640.0
Segment Pre-tax Income		
United States	$241.6	$167.4
Europe	94.7	107.9
Japan	29.5	31.4
Rest of World	17.9	16.8
Total segment pre-tax income	$383.7	$323.5

Table of Contents

The table below presents reconciliations of segment net sales to consolidated net sales and segment pre-tax income to consolidated pre-tax income (in millions):

	Three Months Ended March 31,	
	2016	2015
Net Sales Reconciliation		
Segment net sales	$698.0	$640.0
Foreign currency	(0.7)	(49.7)
Consolidated net sales	$697.3	$590.3
Pre-tax Income Reconciliation		
Segment pre-tax income	$383.7	$323.5
Unallocated amounts:		
Corporate items	(195.2)	(156.8)
Intellectual property litigation expenses	(12.2)	(0.3)
Interest expense, net	(2.4)	(2.4)
Foreign currency	9.4	(1.5)
Consolidated pre-tax income	$183.3	$162.5

Enterprise-wide Information

Enterprise-wide information is based on actual foreign exchange rates used in the Company's consolidated condensed financial statements.

	Three Months Ended March 31,	
	2016	2015
Net Sales by Geographic Area		
United States	$375.6	$283.5
Europe	188.5	185.3
Japan	66.6	58.1
Rest of World	66.6	63.4
	$697.3	$590.3
Net Sales by Major Product and Service Area		
Transcatheter Heart Valve Therapy	$367.8	$268.5
Surgical Heart Valve Therapy	195.9	196.9
Critical Care	133.6	124.9
	$697.3	$590.3

	March 31, 2016	December 31, 2015
	(in millions)	
Long-lived Tangible Assets by Geographic Area		
United States	$489.9	$ 473.6
Europe	34.3	36.0
Japan	8.7	8.1
Rest of World	95.5	96.0
	$628.4	$ 613.7

18

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. We intend the forward-looking statements contained in this report to be covered by the safe harbor provisions of such Acts. All statements other than statements of historical fact in this report or referred to or incorporated by reference into this report are "forward-looking statements" for purposes of these sections. These statements include, among other things, any predictions of earnings, revenues, expenses or other financial items, plans or expectations with respect to development activities, clinical trials or regulatory approvals, any statements of plans, strategies and objectives of management for future operations, any statements concerning our future operations, financial conditions and prospects, and any statements of assumptions underlying any of the foregoing. These statements can sometimes be identified by the use of the forward-looking words such as "may," "believe," "will," "expect," "project," "estimate," "should," "anticipate," "plan," "goal," "continue," "seek," "pro forma," "forecast," "intend," "guidance," "optimistic," "aspire," "confident," other forms of these words or similar words or expressions or the negative thereof. Investors are cautioned not to unduly rely on such forward-looking statements. These forward-looking statements are subject to substantial risks and uncertainties that could cause our results or future business, financial condition, results of operations or performance to differ materially from our historical results or experiences or those expressed or implied in any forward-looking statements contained in this report. Investors should carefully review the information contained in, or incorporated by reference into, our annual report on Form 10-K for the year ended December 31, 2015 and subsequent reports on Forms 10-Q and 8-K for a description of certain of these risks and uncertainties. These forward-looking statements speak only as of the date on which they are made and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of the statement. If we do update or correct one or more of these statements, investors and others should not conclude that we will make additional updates or corrections.

Overview

We are the global leader in patient-focused medical innovations for structural heart disease, as well as critical care and surgical monitoring. Driven by a passion to help patients, we collaborate with the world’s leading clinicians and researchers to address unmet healthcare needs, working to improve patient outcomes and enhance lives. We conduct operations worldwide and are managed in the following geographical regions: United States, Europe, Japan, and Rest of World. Our products are categorized into the following main areas: Transcatheter Heart Valve Therapy ("THV"), Surgical Heart Valve Therapy, and Critical Care.

Financial Results

The following is a summary of our financial performance (dollars in millions, except per share data):

	Three Months Ended March 31,		
	2016	2015	Change
Net sales	$697.3	$590.3	18.1 %
Gross profit as a percentage of net sales	74.1 %	77.0 %	(2.9) pts.
Net income	$143.0	$123.4	15.9 %
Earnings per share			
Basic	$0.67	$0.57	17.5 %
Diluted	$0.66	$0.56	17.9 %

Our sales growth was led by our THV products, which benefited from the launches of the Edwards SAPIEN 3 transcatheter heart valve in the United States (July 2015) and Europe (January 2014). Our gross profit margin was negatively impacted by foreign currency exchange rate fluctuations, partially offset by an improved product mix, led by THV products. The increase in our net income was primarily driven by our increased sales.

Healthcare Environment, Opportunities, and Challenges

The medical technology industry is highly competitive and continues to evolve. Our success is measured both by the development of innovative products and the value we bring to our stakeholders. We are committed to developing new technologies and providing innovative patient care, and we are committed to defending our intellectual property in support of those developments. In the first three months of 2016 we invested 14.7% of our net sales in research and

development.

Table of Contents

New Accounting Standards

For information on new accounting standards, see Note 1 to the "Consolidated Condensed Financial Statements."

Results of Operations

Net Sales Trends

(dollars in millions)

	Three Months Ended March 31,			Percent Change
	2016	2015	Change	
United States	$375.6	$283.5	$92.1	32.5 %
International	321.7	306.8	14.9	4.9 %
Total net sales	$697.3	$590.3	$107.0	18.1 %

International net sales include the impact of foreign currency exchange rate fluctuations. The impact of foreign currency exchange rate fluctuations on net sales is not necessarily indicative of the impact on net income due to the corresponding effect of foreign currency exchange rate fluctuations on international manufacturing and operating costs and our hedging activities. For more information, see Item 3, "Quantitative and Qualitative Disclosures About Market Risk."

Net Sales by Product Group

(dollars in millions)

	Three Months Ended March 31,			Percent Change
	2016	2015	Change	
Transcatheter Heart Valve Therapy	$367.8	$268.5	$99.3	37.0 %
Surgical Heart Valve Therapy	195.9	196.9	(1.0)	(0.5)%
Critical Care	133.6	124.9	8.7	7.0 %
Total net sales	$697.3	$590.3	$107.0	18.1 %

Table of Contents

Transcatheter Heart Valve Therapy

The increase in net sales of THV products in the United States was due primarily to:

- the Edwards SAPIEN 3 valve, driven by its launch in July 2015;

partially offset by:

- lower sales of the Edwards SAPIEN XT valve as customers converted to Edwards SAPIEN 3.

The increase in international net sales of THV products was due to:

- the Edwards SAPIEN 3 valve, driven primarily by its launch in Europe in January 2014; and
- the Edwards SAPIEN XT valve, driven primarily by its launch in Japan in October 2013;

partially offset by:

- lower sales of the Edwards SAPIEN XT transcatheter heart valve in Europe as customers converted to Edwards SAPIEN 3; and
- foreign currency exchange rate fluctuations, which decreased net sales for the three months ended March 31, 2016 by $3.8 million due primarily to the weakening of the Euro against the United States dollar.

In March 2016, we received approval from the United States Food and Drug Administration ("FDA") to expand use of the Edwards SAPIEN XT transcatheter heart valve for pulmonic valve replacement procedures. The approval enables the treatment of adult and pediatric patients who suffer from either a narrowed pulmonary valve, or moderate or greater pulmonary regurgitation caused by congenital heart disease. Also in March 2016, we received approval for SAPIEN 3 in Japan for the treatment of patients suffering from severe, symptomatic aortic stenosis.

.

Table of Contents

Surgical Heart Valve Therapy

The decrease in net sales of Surgical Heart Valve Therapy was driven by:

- foreign currency exchange rate fluctuations, which decreased net sales by $2.8 million due primarily to the weakening of various currencies against the United States dollar, primarily the Euro, partially offset by the strengthening of the Japanese yen against the United States dollar; and
- cardiac surgery systems, primarily lower sales of specialty cannula products in Europe and Japan;

partially offset by:

- higher sales of surgical heart valve products, driven by pericardial aortic tissue valves, primarily in the United States, Rest of World, and Europe.

Table of Contents

Critical Care

The increase in net sales of Critical Care products was driven by:

- higher sales of enhanced surgical recovery products in the United States and Europe, and core hemodynamic products in the United States and Rest of World;

partially offset by:

- foreign currency exchange rate fluctuations, which decreased net sales by $2.4 million due primarily to the weakening of various currencies against the United States dollar, primarily the Euro, partially offset by the strengthening of the Japanese yen against the United States dollar.

Gross Profit

	Three Months Ended March 31,		
	2016	2015	Change
Gross profit as a percentage of net sales	74.1%	77.0%	(2.9) pts.

The decrease in gross profit as a percentage of net sales for the three months ended March 31, 2016 was driven primarily by:

- a 3.8 percentage point decrease due to the impact of foreign currency exchange rate fluctuations, including the settlement of foreign currency hedging contracts;

partially offset by:

- a 0.9 percentage point increase in the United States due to an improved product mix, driven by THV products.

Selling, General, and Administrative ("SG&A") Expenses

(dollars in millions)

	Three Months Ended March 31,		
	2016	2015	Change
SG&A expenses	$212.7	$202.5	$10.2
SG&A expenses as a percentage of net sales	30.5 %	34.3 %	(3.8) pts.

Table of Contents

The increase in SG&A expenses for the three months ended March 31, 2016 was due primarily to (1) higher sales and marketing expenses in the United States, mainly to support the THV program and (2) higher personnel-related costs. These increases were partially offset by the suspension of the medical device excise tax, and the impact of foreign currency, due to the weakening of various currencies against the United States dollar, mainly the Euro. The decrease in SG&A expenses as a percentage of net sales for the three months ended March 31, 2016 was due primarily to higher THV sales in the United States, Europe, and Japan.

Research and Development ("R&D") Expenses

(dollars in millions)

	Three Months Ended March 31,			
	2016	2015	Change	
R&D expenses	$102.4	$86.4	$ 16.0	
R&D expenses as a percentage of net sales	14.7 %	14.6 %	0.1	pts.

The increase in R&D expenses for the three months ended March 31, 2016 was due primarily to new mitral and aortic THV product development efforts. The suspension of the medical device excise tax provided additional flexibility to accelerate investments in structural heart initiatives.

Intellectual Property Litigation Expenses

We incurred external legal costs related to intellectual property litigation of $12.2 million and $0.3 million for the three months ended March 31, 2016 and 2015, respectively. The increase in intellectual property litigation expenses for the three months ended March 31, 2016 was primarily due to the resolution of an intellectual property litigation matter, and ongoing litigation in the United States and Europe.

Other Expense, net

(in millions)

	Three Months Ended March 31,	
	2016	2015
Charitable foundation contribution	$5.0	$—
(Gain) loss on investments	(0.7)	1.4
Foreign exchange gains, net	(0.4)	(0.9)
Other	0.1	(0.3)
Other expense, net	$4.0	$0.2

In March 2016, the Company contributed $5.0 million to the Edwards Lifesciences Foundation, a related-party not-for-profit organization intended to provide philanthropic support to health- and community-focused charitable organizations. The
contribution was irrevocable and was recorded as an expense at the time of payment.

The (gain) loss on investments primarily represents our net share of gains and losses in investments accounted for under the equity method, and realized gains and losses on our available-for-sale and cost method investments. During the three months ended March 31, 2015, we recorded an other-than-temporary impairment charge of $3.5 million related to one of our cost method investments.

The net foreign exchange gains relate primarily to the foreign currency fluctuations in our global trade and intercompany receivable and payable balances, offset by the gains and losses on derivative instruments intended as an economic hedge of those exposures.

Provision for Income Taxes

The provision for income taxes consists of provisions for federal, state, and foreign income taxes. We operate in an international environment with significant operations in various locations outside the United States, which have statutory tax rates lower than the United States tax rate. Accordingly, the consolidated income tax rate is a composite rate reflecting the earnings in the various locations and the applicable rates.

24

Table of Contents

Our effective income tax rate was 22.0% and 24.1% for the three months ended March 31, 2016 and 2015, respectively. The change in the effective rates is primarily a result of the reinstatement of the federal research credit and fluctuations in the relative contribution of our foreign operations and United States operations to worldwide pre-tax income. The federal research credit expired on December 31, 2014 and was not reinstated until December 18, 2015 when the research credit was permanently extended, retroactive to January 1, 2015. Therefore, the effective income tax rate for the three months ended March 31, 2015 was calculated without an assumed benefit from the federal research credit.

We strive to resolve open matters with each tax authority at the examination level and could reach agreement with a tax authority at any time. While we have accrued for matters we believe are more likely than not to require settlement, the final outcome with a tax authority may result in a tax liability that is more or less than that reflected in the consolidated condensed financial statements. Furthermore, we may later decide to challenge any assessments, if made, and may exercise our right to appeal. The uncertain tax positions are reviewed quarterly and adjusted as events occur that affect potential liabilities for additional taxes, such as lapsing of applicable statutes of limitations, proposed assessments by tax authorities, negotiations between tax authorities, identification of new issues, and issuance of new legislation, regulations, or case law. Management believes that adequate amounts of tax and related penalty and interest have been provided in income tax expense for any adjustments that may result from our uncertain tax positions. For further information, see Note 11 to the "Consolidated Condensed Financial Statements."

During 2014, we filed with the Internal Revenue Service ("IRS") a request for a pre-filing agreement associated with a tax return filing position on a portion of the litigation settlement payment received from Medtronic in May 2014. During the first quarter of 2015, the IRS accepted the pre-filing agreement into the pre-filing agreement program. The finalization of the pre-filing agreement is still pending. However, we made an advance payment of tax in December 2015 solely to prevent the further accrual of interest on any potential deficiency, not to signify any potential agreement to a contrary position that may be taken by the IRS.

Liquidity and Capital Resources

Our sources of cash liquidity include cash and cash equivalents, short-term investments, amounts available under credit facilities, and cash from operations. We believe that these sources are sufficient to fund the current requirements of working capital, capital expenditures, and other financial commitments for the next twelve months. However, we periodically consider various financing alternatives and may, from time to time, seek to take advantage of favorable interest rate environments or other market conditions.

As of March 31, 2016, cash and cash equivalents and short-term investments held in the United States and outside the United States were $115.2 million and $836.6 million, respectively. We believe that cash held in the United States, in addition to amounts available under credit facilities and cash from operations, are sufficient to fund our United States operating requirements for the next twelve months. Cash and cash equivalents and short-term investments held outside the United States have historically been used to fund international operations and acquire businesses and assets outside of the United States, the majority of which relates to undistributed earnings of certain of our foreign subsidiaries, which are considered by us to be indefinitely reinvested. We consider making short-term loans of cash held outside the United States to the United States from time to time based on facts and circumstances. The permanent repatriations of cash and cash equivalents and short-term investments held outside the United States are subject to restrictions in certain jurisdictions, and may be subject to withholding and other taxes. The potential tax liability related to any repatriation would be dependent on the facts and circumstances that exist at the time such repatriation is made and the complexities of the tax laws of the United States and the respective foreign jurisdictions.

We have a Five-Year Credit Agreement ("Credit Agreement") which provides up to an aggregate of $750.0 million in borrowings in multiple currencies. We may increase the amount available under the Credit Agreement, subject to agreement of the lenders, by up to an additional $250.0 million in the aggregate. As of March 31, 2016, there were no borrowings outstanding under the Credit Agreement. In October 2013, we issued $600.0 million of 2.875% fixed-rate unsecured senior notes due October 15, 2018. As of March 31, 2016, the total carrying value of our long-term debt was $602.2 million.

From time to time, we repurchase shares of our common stock under share repurchase programs authorized by the Board of Directors. We consider several factors in determining when to execute share repurchases, including, among

other things, expected dilution from stock plans, cash capacity, and the market price of our common stock. In February 2016, we entered into accelerated share repurchase ("ASR") agreements to repurchase $325.0 million of the Company's common stock under the Board approved program. During 2016, we repurchased under the Board authorized repurchase program a total of 4.2 million shares at an aggregate cost of $400.0 million, which includes the price of the forward contract associated with our ASR agreements, and as of March 31, 2016, had remaining authority to purchase $277.5 million of our common stock. For further information, see Note 7 to the "Consolidated Condensed Financial Statements."

Table of Contents

At March 31, 2016, there had been no material changes in our significant contractual obligations and commercial commitments as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015.

Net cash flows provided by operating activities of $107.1 million for the three months ended March 31, 2016 increased $33.8 million over the same period last year due primarily to (1) improved operating performance and (2) a decrease in inventory builds in comparison to the prior year.

Net cash used in investing activities of $47.3 million for the three months ended March 31, 2016 consisted primarily of capital expenditures of $27.7 million, partially offset by net proceeds from investments of $70.8 million.

Net cash used in investing activities of $180.3 million for the three months ended March 31, 2015 consisted primarily of net purchases of investments of $159.8 million and capital expenditures of $20.8 million.

Net cash used in financing activities of $369.1 million for the three months ended March 31, 2016 consisted primarily of purchases of treasury stock of $401.6 million, including amounts paid under the ASR agreements and recorded as a forward contract, partially offset by proceeds from stock plans of $19.5 million and the excess tax benefits from stock plans of $11.1 million.

Net cash used in financing activities of $71.9 million for the three months ended March 31, 2015 consisted primarily of purchases of treasury stock of $101.0 million, partially offset by proceeds from stock plans of $23.5 million.

Critical Accounting Policies and Estimates

The consolidated condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States which require us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated condensed financial statements and revenues and expenses during the periods reported. Actual results could differ from those estimates. Information with respect to our critical accounting policies and estimates which we believe could have the most significant effect on our reported results and require subjective or complex judgments by management is contained on pages 36-38 in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," of our Annual Report on Form 10-K for the year ended December 31, 2015. There have been no significant changes from the information discussed therein.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk, Foreign Currency Risk, Credit Risk, and Concentrations of Risk

For a complete discussion of our exposure to interest rate risk, foreign currency risk, credit risk, and concentrations of risk, refer to Item 7A "Quantitative and Qualitative Disclosures About Market Risk" on pages 38-40 of our Annual Report on Form 10-K for the year ended December 31, 2015. There have been no significant changes from the information discussed therein.

Investment Risk

We are exposed to investment risks related to changes in the underlying financial condition and credit capacity of certain of our investments. As of March 31, 2016, we had $788.7 million of investments in fixed-rate debt securities of various companies, of which $338.3 million were long-term. In addition, we had $30.9 million of investments in equity instruments of public and private companies. Should these companies experience a decline in financial condition or credit capacity, or fail to meet certain development milestones, a decline in the investments' value may occur, resulting in unrealized or realized losses.

Table of Contents

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. Our management, including the Chief Executive Officer and the Chief Financial Officer, performed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of March 31, 2016. Based on their evaluation, the Chief Executive Officer and Chief Financial Officer have concluded as of March 31, 2016 that our disclosure controls and procedures are effective in providing reasonable assurance that the information we are required to disclose in the reports we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. There have been no changes in our internal controls over financial reporting during the quarter ended March 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

Part II. Other Information

Item 1. Legal Proceedings

Please see Note 10 to the "Consolidated Condensed Financial Statements" of this Quarterly Report on Form 10-Q, which is incorporated by reference.

Item 1A. Risk Factors

There have been no material changes to the risk factors under Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2015.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

Period	Total Number of Shares (or Units) Purchased (a)	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (in millions) (b)
January 1, 2016 through January 31, 2016	887,900	$ 77.45	887,900	$ 608.8
February 1, 2016 through February 29, 2016	3,296,648	83.48	3,279,111	277.5
March 1, 2016 through March 31, 2016	—	—	—	277.5
Total	4,184,548	82.20	4,167,011	

(a) The difference between the total number of shares (or units) purchased and the total number of shares (or units) purchased as part of publicly announced plans or programs is due to shares withheld by us to satisfy tax withholding obligations in connection with the vesting of restricted stock units issued to employees.

(b) On July 10, 2014, the Board of Directors approved a stock repurchase program authorizing us to purchase on the open market, including pursuant to a Rule 10b5-1 plan and in privately negotiated transactions, up to $750.0 million of our common stock.

Item 6. Exhibits

The exhibits listed in the Exhibit Index (following the signature page of this report) are filed, furnished, or incorporated by reference as part of this report on Form 10-Q.

28

Table of Contents

SIGNATURE

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 thereunto duly authorized.

EDWARDS LIFESCIENCES CORPORATION
(Registrant)

Date: April 28, 2016 By: /s/ SCOTT B. ULLEM
Scott B. Ullem
Chief Financial Officer
(Principal Financial Officer)

Date: April 28, 2016 By: /s/ ROBERT W.A. SELLERS
Robert W.A. Sellers
Corporate Controller
(Principal Accounting Officer)

Table of Contents

EXHIBITS FILED WITH SECURITIES AND EXCHANGE COMMISSION

Exhibit No.	Description
*10.1	Edwards Lifesciences Corporation Nonemployee Directors Stock Incentive Program, as amended and restated as of February 25, 2016
*10.2	Edwards Lifesciences Corporation 401(k) Savings and Investment Plan, restated effective January 1, 2016
31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following financial statements from Edwards Lifesciences'

	Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Condensed Balance Sheets, (ii) the Consolidated Condensed Statements of Operations, (iii) the Consolidated Condensed Statements of Comprehensive Income, (iv) the Consolidated Condensed Statements of Cash Flows, and (v) Notes to Consolidated Condensed Financial Statements

* Represents management contract or compensatory plan