

CAS MEDICAL SYSTEMS INC
Form SC 13G/A
February 13, 2019

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

CAS MEDICAL SYSTEMS, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

124769209

(CUSIP Number)

Long Focus Capital Management LLC

207 Calle Del Parque

A&M Tower, 8th Floor

San Juan, PR 00912

(787) 333-0240

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 31, 2018

(Date of Event which Requires Filing of this Statement)

Edgar Filing: CAS MEDICAL SYSTEMS INC - Form SC 13G/A

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 124769209 13G/A Page 2 of 8 Pages

LONG FOCUS CAPITAL MASTER, LTD.

NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

46-3004723

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

CAYMAN ISLANDS

5. SOLE VOTING
POWER

0
SHARED
VOTING POWER

6.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH

471,116
SOLE
DISPOSITIVE
POWER

7.

0
SHARED
DISPOSITIVE
POWER

8.

471,116

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

471,116 shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

1.6%

12.

TYPE OF REPORTING PERSON (see instructions)

FI

CUSIP No. 124769209 13G/A Page 3 of 8 Pages

**LONG FOCUS CAPITAL MANAGEMENT,
LLC**

NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

46-2772035

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4. DELAWARE, USA

SOLE VOTING
POWER

5.

0
SHARED
VOTING POWER

6.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH

471,116
SOLE
DISPOSITIVE
POWER

7.

0
SHARED
DISPOSITIVE
POWER

8.

471,116

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

471,116 shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

1.6%

12. TYPE OF REPORTING PERSON (see instructions)

00

CUSIP No. 124769209 13G/A Page 4 of 8 Pages

JOHN B. HELMERS

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2. (a)
(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4. USA

5. SOLE VOTING
POWER

6. 0
SHARED
VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH

7. 471,116
SOLE
DISPOSITIVE
POWER

8. 0
SHARED
DISPOSITIVE
POWER

471,116

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

471,116 shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11. 1.6%

TYPE OF REPORTING PERSON (see instructions)

12. IN

CUSIP No. 124769209 13G/A Page 5 of 8 Pages

Item 1.

(a) Name of Issuer
CAS MEDICAL SYSTEMS, INC.

Address of Issuer's Principal Executive Offices
(b) 44 EAST INDUSTRIAL ROAD
BRANFORD, CT 06405

Item 2.

Name of Person Filing
LONG FOCUS CAPITAL MASTER, LTD.

(a) LONG FOCUS CAPITAL MANAGEMENT, LLC

JOHN B. HELMERS

Address of the Principal Office or, if none, residence
207 CALLE DEL PARQUE

(b) A&M TOWER, 8TH FLOOR

SAN JUAN, PR 00912

Citizenship

(c) Long Focus Capital Master, Ltd. is a Cayman Islands company; Long Focus Capital Management LLC is a Delaware limited liability company; and Mr. Helmers is a citizen of the USA

(d) Title of Class of Securities
COMMON STOCK

(e) CUSIP Number
124769209

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

- (b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

CUSIP No. 124769209 13G/A Page 6 of 8 Pages

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- Long Focus
Capital
Master, Ltd.
is the
beneficial
owner of
record of
471,116
shares of
Common
Stock covered
by this
statement.
- (a) Long Focus
Capital
Management,
LLC (“LFCM”)
and John B.
Helmert may
be deemed to
beneficially
own the
471,116
shares of
Common
Stock held by
the Long
Focus Capital
Master, Ltd.
as the family
office
investment
adviser and
the principal
of LFCM,
respectively.
- (b) Percent of
class owned

by Long
Focus Capital
Master,
Ltd.: 1.6%

Long Focus
Capital
Management,
LLC and John
B. Helmers
may direct the
vote and
(c) disposition of
the 471,116
shares of
Common
Stock held by
Long Focus
Capital
Master, Ltd.

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

NOT APPLICABLE

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

NOT APPLICABLE

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

NOT APPLICABLE

Item 8. Identification and Classification of Members of the Group.

NOT APPLICABLE

Item 9. Notice of Dissolution of Group.

NOT APPLICABLE

CUSIP No. 124769209 13G/A Page 7 of 8 Pages

Item 10. Certification.

(a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. x

(b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. x

CUSIP No. 124769209 13G/A Page 8 of 8 Pages

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LONG FOCUS CAPITAL MASTER, LTD.
BY: LONG FOCUS CAPITAL MANAGEMENT, LLC
ITS: INVESTMENT ADVISER

2/12/2019
Date

/s/ Stephen A. DePiero
Signature

STEPHEN A. DEPIERO/CFO
Name/Title

LONG FOCUS CAPITAL MANAGEMENT, LLC

2/12/2019
Date

/s/ Stephen A. DePiero
Signature

STEPHEN A. DEPIERO/CFO
Name/Title

JOHN B. HELMERS

2/12/2019
Date

/s/ John B. Helmers
Signature

JOHN B. HELMERS
Name/Title