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CAS MEDICAL SYSTEMS INC Form NT 10-K March 31, 2009

 SEC FILE NUN 0-13839	
CUSIP NUMI 124769 20	

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 12B-25

NOTIFICATION OF LATE FILING				
(Check One): [X] Form 10-K [_] Form 20-F [_] Form 11-K [_] Form 10-Q [_] Form 10D [_] Form N-SAR [_] Form N-CSR				
For Period Ended: December 31, 2008				
[_] Transition Report on Form 10-K [_] Transition Report on Form 20-F [_] Transition Report on Form 11-K [_] Transition Report on Form 10-Q [_] Transition Report on Form N-SAR				
For the Transition Period Ended:				
NOTHING IN THIS FORM SHALL BE CONSTRUED TO IMPLY THAT THE COMMISSION HAS VERIFIED ANY INFORMATION CONTAINED HEREIN.				
If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:				
PART I REGISTRANT INFORMATION				

CAS Medical Systems, Inc.			
Full Name of Registrant			
Former Name if Applicable			
44 East Industrial Road			
Address of Principal Executive Office	(STREET	AND	NUMBER)
Branford, Connecticut 06405			
City, State and Zip Code			

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PART II RULE 12-B25(B) AND (C)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

[X]

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
 - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach extra sheets if needed.)

CAS Medical Systems, Inc. requires additional time to complete the procedures required to finalize and file its Form 10-K.

PART IV OTHER INFORMATION

 $\hspace{0.1in}$ (1) Name and telephone number of person to contact in regard to this notification

Jeffery A. Baird	(203)	488-6056
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or $15\,(d)$ of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

[X] Yes [_] No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

[_] Yes [X] No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

CAS Medical Systems, Inc. (Name of Registrant as Specified in Charter)

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has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

By: /s/ Jeffery A. Baird

Name: Jeffery A. Baird

Title: Chief Financial Officer

Date: March 31, 2009