

InspireMD, Inc.
Form 4/A
January 26, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILINAZZO ALAN

(Last) (First) (Middle)

C/O INSPIREMD, INC., 321
COLUMBUS AVENUE

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
InspireMD, Inc. [NSPR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/05/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
01/05/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/05/2015 | | F | | 1,949 (1) (2) \$ 2.6 | D | 140,395 (2) D |
| Common Stock | 12/31/2015 | | A | | 63,825 (3) \$ 0.88 | A | 204,220 (4) D |
| Common Stock | 12/31/2015 | | F | | 24,094 \$ 0.88 | D | 180,126 (5) D |
| Common Stock | 01/03/2016 | | F | | 4,982 \$ 0.88 | D | 175,144 (6) D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILINAZZO ALAN C/O INSPIREMD, INC. 321 COLUMBUS AVENUE BOSTON, MA 02116 | X | | President and CEO | |

Signatures

/s/ Alan Milinazzo 01/26/2016

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

These shares were omitted from the Reporting Person's original Form 4 filed on January 5, 2016. Represents shares of restricted stock withheld to pay the Reporting Person's tax withholding obligations incurred in connection with the vesting of 5,996 shares of restricted stock award granted on April 25, 2013.

(2) Reflects a 1-for-10 reverse stock split effected October 1, 2015.

Represents an adjustment to the number of shares of restricted stock granted on January 26, 2015 in lieu of 50% of his base salary in cash payments based upon the volume-weighted average price of the Issuer's common stock during the calendar year ended December 31, 2015, pursuant to the Third Amendment to Employment Agreement, dated as of June 29, 2015.

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- (4) These shares were previously reported as 1,487,261 shares but were adjusted to reflect the withholding of shares of restricted stock to pay the Reporting Person's tax withholding obligations omitted from the Reporting Person's original Form 4 filed on January 5, 2016 and the 1-for-10 reverse stock split that was effected on October 1, 2015.

- (5) These shares were previously reported as 1,463,167 shares but were adjusted to reflect the withholding of shares of restricted stock to pay the Reporting Person's tax withholding obligations omitted from the Reporting Person's original Form 4 filed on January 5, 2016 and the 1-for-10 reverse stock split that was effected on October 1, 2015.

- (6) These shares were previously reported as 1,458,185 shares but were adjusted to reflect the withholding of shares of restricted stock to pay the Reporting Person's tax withholding obligations omitted from the Reporting Person's original Form 4 filed on January 5, 2016 and the 1-for-10 reverse stock split that was effected on October 1, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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