

InspireMD, Inc.  
Form 4  
July 11, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Stuka Paul

(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)  
07/07/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|                                       |                              |                                         |                                         |                        |                                          |                                                                |                                                                |

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| (Instr. 3)                                    | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |         |     |                     |                    |                 |                            |
|-----------------------------------------------|------------------------------------|------------------|------------|---------------------------------------------------------------|---------|-----|---------------------|--------------------|-----------------|----------------------------|
|                                               |                                    |                  | Code       | V                                                             | (A)     | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Series B<br>Convertible<br>Preferred<br>Stock | \$ 0.33                            | 07/07/2016       | P          |                                                               | 3,030   |     | 07/07/2016          | 07/07/2021         | Common<br>Stock | 530                        |
| Warrants to<br>Purchase<br>Common<br>Stock    | \$ 0.2                             | 07/07/2016       | P          |                                                               | 303,000 |     | 07/07/2016          | 07/07/2021         | Common<br>Stock | 303                        |
| Series B<br>Convertible<br>Preferred<br>Stock | \$ 0.33                            | 07/07/2016       | P          |                                                               | 1,515   |     | 07/07/2016          | 07/07/2021         | Common<br>Stock | 265                        |
| Warrants to<br>Purchase<br>Common<br>Stock    | \$ 0.2                             | 07/07/2016       | P          |                                                               | 151,500 |     | 07/07/2016          | 07/07/2021         | Common<br>Stock | 151                        |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |         |       |
|------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                              | Director      | 10% Owner | Officer | Other |
| Stuka Paul<br>C/O INSPIREMD, INC.<br>321 COLUMBUS AVENUE<br>BOSTON, MA 02116 | X             |           |         |       |

## Signatures

/s/ Paul Stuka 07/11/2016

\_\_\_\_\_  
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).

(1) Consists of 303,000 shares of Common Stock issuable upon conversion of the Preferred Stock at the conversion price of \$0.33 per share and the stated value of \$33 and payment of all dividends accrued on the Preferred Stock in an aggregate of 227,250 shares of Common Stock upon conversion of the Preferred Stock.

(2) Each share of Preferred Stock was accompanied by a Warrant to purchase 100 shares of Common Stock at an exercise price of \$0.20 per share of Common Stock. Each share of Preferred Stock and accompanying Warrant to Purchase Common Stock was acquired at an aggregate price of \$33.00.

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- (3) Consists of 151,500 shares of Common Stock issuable upon conversion of the Preferred Stock at the conversion price of \$0.33 per share and the stated value of \$33 and payment of all dividends accrued on the Preferred Stock in an aggregate of 113,625 shares of Common Stock upon conversion of the Preferred Stock.

- (4) These securities are held by Osiris Investment Partners, L.P. ("Osiris"). The Reporting Person serves as the managing member of Osiris Partners, LLC, the general partner of Osiris. In such capacity, the Reporting Person may be deemed to beneficially own the reported securities. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purposes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.