

BARER SOL J
Form 4
May 13, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARER SOL J

(Last) (First) (Middle)

**C/O INSPIREMD, INC., 4
MENORAT HAMAOR ST.**

(Street)

TEL AVIV, L3 67448

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2013

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 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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(9-02)

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

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

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options to Purchase Common Stock	\$ 2.75	05/09/2013		A			100,000		(1)	05/09/2023	Common Stock	100,000
Options to Purchase Common Stock	\$ 7.8	05/10/2013		A			181,250		05/08/2013	11/16/2021	Common Stock	181,250

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARER SOL J C/O INSPIREMD, INC. 4 MENORAT HAMAOR ST. TEL AVIV, L3 67448	X

Signatures

/s/ Sol J. Barer 05/13/2013

 **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).

The option is exercisable in three equal annual installments. The first installment becomes exercisable on May 9, 2014, the second installment becomes exercisable on May 9, 2015 and the third installment becomes exercisable on May 9, 2016, provided that Dr. Barer is providing services to the Issuer or its subsidiaries or affiliates on the applicable vesting date.

(1) On November 16, 2011, Dr. Barer was granted an option to purchase 181,250 shares of common stock (the "November 2011 Option," with such number of shares reflecting a one-for-four reverse stock split of the common stock that occurred on December 21, 2012) that was to vest in full upon the Issuer receiving research coverage from at least two investment banks that ranked in the top twenty investment banks in terms of underwritings as of their most recently completed fiscal year.(continued in Footnote 3)

(2) (continued from Footnote 2) On May 8, 2013, the Issuer received research coverage from a second investment bank that ranked in the top twenty investment banks in terms of life science underwritings as of its most recently completed fiscal year, after already receiving research coverage from one such other investment bank. On May 10, 2013, the compensation committee of the Issuer determined that the vesting requirement set forth in the nonqualified stock option agreement between the Issuer and Dr. Barer was satisfied and that the November 2011 Option should vest immediately.

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.