

INSULET CORP
Form 3
May 14, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Prism Investment Partners III LP			(Month/Day/Year)	INSULET CORP [PODD]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
100 LOWDER BROOK DRIVE,Â SUITE 2500				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
WESTWOOD,Â MAÂ 02090				<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)			<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	73,856	I	See Footnote ⁽¹⁾
Common Stock	2,284	I	See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	10/19/2000	∞ (2)	Common Stock	500,000 (2)	\$ (2)	I	See Footnote (3)
Series A Convertible Preferred Stock	02/16/2001	∞ (2)	Common Stock	500,000 (2)	\$ (2)	I	See Footnote (3)
Series B Convertible Preferred Stock	06/29/2001	∞ (2)	Common Stock	1,891,892 (2)	\$ (2)	I	See Footnote (4)
Series C Convertible Preferred Stock	09/10/2002	∞ (2)	Common Stock	2,857,143 (2)	\$ (2)	I	See Footnote (5)
Series D Convertible Preferred Stock	02/23/2004	∞ (2)	Common Stock	2,092,500 (2)	\$ (2)	I	See Footnote (6)
Series E Convertible Preferred Stock	02/02/2006	∞ (2)	Common Stock	1,648,352 (2)	\$ (2)	I	See Footnote (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prism Investment Partners III LP 100 LOWDER BROOK DRIVE SUITE 2500 WESTWOOD, MA 02090	∞	∞ X	∞	∞

Signatures

/s/ John L. Brooks III, Managing Member of Prism Venture Partners III, LLC, the general partner of Prism Investment Partners III, L.P.

05/14/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 Reporting Person is the sole general partner of each of Prism Venture Partners III, L.P. ("PVP III") and Prism Venture Partners III-A, L.P. ("PVP III-A"). PVP III and PVP III-A are the beneficial owners of 78,856 and 2,284 shares of the Issuer's common stock, respectively. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the PVP III and PVP III-A shares in which the Reporting Person has no actual pecuniary interest therein.
- (1) All shares of the Issuer's preferred stock is convertible into its common stock on a 1-for-.3807 basis and has no expiration date. The number of underlying shares of common stock reported in Column 3 does not reflect a 1-for-2.6267 reverse stock split, to be effective upon the closing of the Issuer's initial public offering, pursuant to which each share preferred stock will automatically convert into common stock in accordance with such split.
 - (2) The Reporting Person is the sole general partner of each of PVP III and PVP III-A. PVP III and PVP III-A are the beneficial owners of an aggregate of 969,810 and 30,190 shares of the Issuer's Series A Convertible Preferred Stock, respectively. The Reporting Person

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disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the PVP III and PVP III-A shares in which the Reporting Person has no actual pecuniary interest therein.

(4) The Reporting Person is the sole general partner of each of PVP III and PVP III-A. PVP III and PVP III-A are the beneficial owners of 1,834,776 and 57,116 shares of the Issuer's Series B Convertible Preferred Stock, respectively. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the PVP III and PVP III-A shares in which the Reporting Person has no actual pecuniary interest therein.

(5) The Reporting Person is the sole general partner of each of PVP III and PVP III-A. PVP III and PVP III-A are the beneficial owners of 2,770,857 and 86,286 shares of the Issuer's Series C Convertible Preferred Stock, respectively. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the PVP III and PVP III-A shares in which the Reporting Person has no actual pecuniary interest therein.

(6) The Reporting Person is the sole general partner of each of PVP III and PVP III-A. PVP III and PVP III-A are the beneficial owners of 2,031,399 and 61,101 shares of the Issuer's Series D Convertible Preferred Stock, respectively. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the PVP III and PVP III-A shares in which the Reporting Person has no actual pecuniary interest therein.

(7) The Reporting Person is the sole general partner of each of PVP III and PVP III-A. PVP III and PVP III-A are the beneficial owners of 1,600,220 and 48,132 shares of the Issuer's Series E Convertible Preferred Stock, respectively. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the PVP III and PVP III-A shares in which the Reporting Person has no actual pecuniary interest therein.

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.