

InspireMD, Inc.
Form 4
January 28, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERMAN MICHAEL

(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)
01/26/2016

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 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	(A) or (D)	Price
Common Stock	01/26/2016		A	1	A	\$ 0 (1)	3,001 (2)
							D

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

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information contained in this form are not
required to respond unless the form
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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)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy)	\$ 34 ⁽³⁾	01/26/2016		D		12,442 ⁽³⁾		⁽⁴⁾	02/07/2023	Common Stock	12,442 ⁽³⁾
Options (right to buy)	\$ 31 ⁽⁵⁾	01/26/2016		D		5,000 ⁽⁵⁾		⁽⁶⁾	01/29/2024	Common Stock	5,000 ⁽⁵⁾
Options (right to buy)	\$ 7.8 ⁽⁷⁾	01/26/2016		D		3,805 ⁽⁷⁾		01/05/2015	01/05/2025	Common Stock	3,805 ⁽⁷⁾
Options (right to buy)	\$ 7.2 ⁽⁸⁾	01/26/2016		D		5,409 ⁽⁸⁾		⁽⁹⁾	01/26/2025	Common Stock	5,409 ⁽⁸⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERMAN MICHAEL C/O INSPIREMD, INC. 321 COLUMBUS AVENUE BOSTON, MA 02116				X

Signatures

/s/ Michael
Berman 01/28/2016

 **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).

- On January 26, 2016, the Issuer and the Reporting Person entered into that certain Option Cancellation and Release Agreement, pursuant
- (1) to which the parties agreed to the cancellation of certain stock options previously granted to the Reporting Person in exchange for one (1) share of common stock as consideration.
- (2) Reflects a 1-for-10 reverse stock split effected October 1, 2015.
- (3)

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This option was previously reported as covering 124,415 shares at an exercise price of \$3.40 per share, but was adjusted to reflect the 1-for-10 reverse stock split that occurred on October 1, 2015.

- (4) This option is exercisable in three equal annual installments. The first installment became exercisable on February 7, 2014, the second installment became exercisable on February 7, 2015 and the third installment would have become exercisable on February 7, 2016.
- (5) This option was previously reported as covering 50,000 shares at an exercise price of \$3.10 per share, but was adjusted to reflect the 1-for-10 reverse stock split that occurred on October 1, 2015.

This option is exercisable in three equal annual installments. The first installment became exercisable on January 29, 2015, the second installment would have become exercisable on January 29, 2016 and the third installment would have become exercisable on January 29, 2017, provided that the Reporting Person is providing services to the Issuer or its subsidiaries or affiliates on January 29, 2016, and January 29, 2017, as applicable.
- (6) This option was previously reported as covering 38,045 shares at an exercise price of \$0.78 per share, but was adjusted to reflect the 1-for-10 reverse stock split that occurred on October 1, 2015.
- (7) This option was previously reported as covering 54,088 shares at an exercise price of \$0.72 per share, but was adjusted to reflect the 1-for-10 reverse stock split that occurred on October 1, 2015.
- (8) This option would have vested in three equal annual installments, with 1/3 becoming exercisable on each of January 26, 2016, January 26, 2017 and January 26, 2018, subject the Reporting Person's continued service.
- (9)

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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