

InspireMD, Inc.  
Form 4  
January 28, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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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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)	Amount or Number of Shares
Options (right to buy)	\$ 34 <sup>(3)</sup>	01/26/2016		D	12,442 <sub>(3)</sub>	<sup>(4)</sup> 02/07/2023	Common Stock	12,442 <sub>(3)</sub>
Options (right to buy)	\$ 31 <sup>(5)</sup>	01/26/2016		D	5,000 <sub>(5)</sub>	<sup>(6)</sup> 01/29/2024	Common Stock	5,000 <sub>(5)</sub>
Options (right to buy)	\$ 7.8 <sup>(7)</sup>	01/26/2016		D	3,805 <sub>(7)</sub>	01/05/2015 01/05/2025	Common Stock	3,805 <sub>(7)</sub>
Options (right to buy)	\$ 7.2 <sup>(8)</sup>	01/26/2016		D	5,409 <sub>(8)</sub>	<sup>(9)</sup> 01/26/2025	Common Stock	5,409 <sub>(8)</sub>

## 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

<sup>\*\*</sup>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 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.

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. ALIGN="bottom"> (iii)

Sole power to dispose or to direct the disposition of:

6,121,214

(iv)

Shared power to dispose or to direct the disposition of:

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**Item 5. Ownership of Five Percent or Less of a Class. Not Applicable.****Item 6. Ownership of More than Five Percent on Behalf of Another Person. Not Applicable.****Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person. Not Applicable.****Item 8. Identification and Classification of Members of the Group. Not Applicable.****Item 9. Notice of Dissolution of Group. Not Applicable.****Item 10. Certification.** By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 8, 2019

Eastspring Investments (Singapore) Limited

By: /s/ Willie Tan

Name: Willie Tan

Title: Director - Compliance

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