

Medtronic plc
Form 3
May 02, 2018

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 *

Â MEDTRONIC INC

(Last) (First) (Middle)

710 MEDTRONIC PARKWAY

(Street)

MINNEAPOLIS,Â MNÂ 55432

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/02/2018

3. Issuer Name **and** Ticker or Trading Symbol
Inspire Medical Systems, Inc. [INSP]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X 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

409,166

D Â

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
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable Expiration Date Title Amount or
Number of

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				Shares		(I) (Instr. 5)	
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	189,766	\$ <u>(2)</u>	D	Â
Series D Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	104,934	\$ <u>(2)</u>	D	Â
Series F Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	63,990	\$ <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEDTRONIC INC 710 MEDTRONIC PARKWAY MINNEAPOLIS, MN 55432		X		
Medtronic plc 710 MEDTRONIC PARKWAY MINNEAPOLIS, MN 55432		X		

Signatures

/s/ Richard Buchholz, Attorney-in-Fact for
Medtronic, Inc.

05/02/2018

****Signature of Reporting Person**

Date _____

/s/ Richard Buchholz, Attorney-in-Fact for
Medtronic, plc

05/02/2018

****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).

Shares of Series C, Series D and Series F Convertible Preferred Stock (collectively, the "Convertible Preferred Stock") have no expiration date and are convertible, at the option of the holder, into shares of Common Stock at the then-effective conversion rate for no additional consideration (subject to the payment of cash in lieu of any fractional shares in accordance with the Issuer's Sixth Amended and Restated

- (1) Certificate of Incorporation (as amended, the "Certificate of Incorporation")). The shares of Convertible Preferred Stock will automatically convert into shares of Common Stock at the then-effective conversion rate for no additional consideration (subject to the payment of cash in lieu of any fractional shares in accordance with the Certificate of Incorporation) immediately prior to the closing of the Issuer's initial public offering.
- (2) Shares of Series C, Series D and Series F Convertible Preferred Stock are convertible into shares of Common Stock at a 1-for-0.1504 conversion rate.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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