

## INSPIREMD, INC. Reported by BERMAN MICHAEL

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/02/15 for the Period Ending 01/26/15

Address 321 COLUMBUS AVENUE BOSTON, MA 02116 Telephone (857) 453-6553 CIK 0001433607 Symbol NSPR Fiscal Year 12/31

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FORM 4
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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).

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

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
BERMAN MICHAEL	InspireMD, Inc. [ NSPR ]					
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<b>X</b> Director 10% Owner				
C/O INSPIREMD, INC., 800 BOYLSTON STREET, 16TH FLOOR	1/26/2015	Officer (give title below) Other (specify below)				
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)				
BOSTON, MA 02199 (City) (State) (Zip)		_ X _ 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	2. Trans.	2A.	3. Trans.		4. Securities	5. Amount of Securities Beneficially Owned 6. 7. Nature
(Instr. 3)	Date	Deemed	Code		Acquired (A) or	Following Reported Transaction(s) Ownership of Indirec
		Execution	(Instr. 8)		Disposed of (D)	(Instr. 3 and 4) Form: Beneficia
		Date, if			(Instr. 3, 4 and 5	) Direct (D) Ownersh
		any		$\square$	(A)	or Indirect (Instr. 4)
				i I	or	(I) (Instr.
			Code	$\mathbf{v}$	Amount (D) Pi	ice 4)
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#### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivate	2.	3. Trans.	3A.	4.		5. Number of	of	6. Date Exer	rcisable	7. Title an	d Amount of	8. Price of	9. Number	10.	11. Nature
Security	Conversion	Date	Deemed	Trans.		Derivative		and Expirati	on Date	Securities	Underlying	Derivative	of	Ownership	of Indirect
(Instr. 3)	or Exercise		Execution	Code		Securities		Î Î		Derivative	Security	Security	derivative	Form of	Beneficial
	Price of		Date, if	(Instr.		Acquired (A	) or			(Instr. 3 ar	nd 4)	(Instr. 5)	Securities	Derivative	Ownership
	Derivative		any	8)		Disposed of	(D)						Beneficially	Security:	(Instr. 4)
	Security					-							Owned	Direct (D)	
	-					(Instr. 3, 4 a	nd						Following	or Indirect	
						5)							Reported	(I) (Instr.	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	/	
Stock Options (right to buy)	\$0.72	1/26/2015		A		54088		(1)	1/26/2025	Common Stock	54088	\$0	54088	D	

#### **Explanation of Responses:**

(1) The option vests in three equal annual installments, with 1/3 becoming exercisable on each of January 26, 2016, January 26, 2017 and January 26, 2018, subject to Mr. Berman's continued service.

#### **Reporting Owners**

Paparting Owner Name / Address	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
BERMAN MICHAEL									
C/O INSPIREMD, INC.									
800 BOYLSTON STREET, 16TH FLOOR	X								
BOSTON, MA 02199									

#### **Signatures**

/s/ Michael Berman	2/2/2015
** Signature of Reporting Person	Date

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

\* 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).

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