

INSPIREMD, INC.

FORM 8-K (Current report filing)

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Address	321 COLUMBUS AVENUE BOSTON, MA 02116
Telephone	(857) 453-6553
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 24, 2016

InspireMD, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35731
(Commission File Number)

26-2123838
(IRS Employer
Identification No.)

321 Columbus Avenue
Boston, MA
(Address of principal executive offices)

02116
(Zip Code)

Registrant's telephone number, including area code: (857) 305-2410

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.03 Material Modifications to Rights of Securities Holders.

The information contained in Items 5.03 and 5.07 of this report is incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Second Amendment to the InspireMD, Inc. 2013 Long-Term Incentive Plan

On May 24, 2016, InspireMD, Inc. (the “Company”) held its 2016 annual meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, the stockholders approved the Second Amendment to the InspireMD, Inc. 2013 Long-Term Incentive Plan (the “Plan”) to increase the number of shares of common stock available for issuance pursuant to awards under the Plan by 10,000,000 shares, to a total of 10,970,000 shares of common stock (the “Second Plan Amendment”). The board of directors of the Company (the “Board”) previously approved the Second Plan Amendment on April 18, 2016, subject to stockholder approval of the Second Plan Amendment at the Annual Meeting.

Election of Class 2 Directors

As previously reported in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on May 4, 2016 (the “2016 Proxy”), the term of the Company’s Class 2 directors, James J. Loughlin and Michael Berman, was scheduled to expire at the Annual Meeting, and the Board (i) nominated each of Mr. Berman and Campbell Rogers, M.D., a Class 3 director, for election at the Annual Meeting as Class 2 directors and (ii) reduced the size of the Board to seven members, effective immediately following the Annual Meeting. Accordingly, Mr. Loughlin ceased serving as a member of the Board following the Annual Meeting.

In connection with the Annual Meeting, and effective immediately prior to the meeting, Dr. Rogers resigned as a Class 3 member of the Board. At the Annual Meeting, Mr. Berman and Dr. Rogers were each elected as a Class 2 member of the Board to serve for a term expiring at the Company’s 2019 annual meeting of stockholders.

For more information about the matters above, see the Company’s 2016 Proxy, the relevant portions of which are incorporated herein by reference. The description of the Second Plan Amendment above and such portions of the 2016 Proxy are qualified in their entirety by reference to the full text of the Second Plan Amendment, filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the Annual Meeting, the stockholders approved an amendment to the Company’s Certificate of Incorporation to increase the number of authorized shares of common stock from 50,000,000 to 150,000,000 shares (the “Certificate Amendment”). The Certificate Amendment had been previously approved by the Board on April 18, 2016, subject to stockholder approval. On May 25, 2016, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment to its Certificate of Incorporation.

For more information about the Certificate Amendment, see the Company’s 2016 Proxy, the relevant portions of which are incorporated herein by reference. A copy of the Certificate Amendment is attached as Exhibit 3.1 hereto and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, the following four proposals were submitted to the Company's stockholders:

- (1) Election of two Class 2 directors to serve on the Board for a term of three years or until their successors are elected and qualified, for which the following were nominees: Michael Berman and Campbell Rogers, M.D.
- (2) Approval of the Second Plan Amendment to increase the number of shares of common stock available for issuance pursuant to awards under the Plan by 10,000,000 shares, to a total of 10,970,000 shares of common stock.
- (3) Approval of the Certificate Amendment to increase the number of authorized shares of common stock from 50,000,000 to 150,000,000.
- (4) Ratification of the appointment of Kesselman & Kesselman, Certified Public Accountants, as the Company's independent registered public accounting firm for the year ending December 31, 2016.

For more information about the foregoing proposals, see the Company's 2016 Proxy. Holders of the Company's common stock were entitled to one vote per share. The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below:

- (1) Election of two Class 2 directors to serve on the Board for a term of three years or until their successors are elected and qualified:

Director	For	Withheld	Broker Non-Votes
Michael Berman	4,100,400	564,089	3,264,954
Campbell Rogers, M.D.	4,109,496	554,993	3,264,954

- (2) Approval of the Second Plan Amendment:

For	Against	Abstain	Broker Non-Votes
3,527,559	620,759	516,171	3,264,954

- (3) Approval of the Certificate Amendment to increase the number of authorized shares of common stock from 50,000,000 to 150,000,000:

For	Against	Abstain
6,829,285	942,464	157,694

- (4) Ratification of the appointment of Kesselman & Kesselman, Certified Public Accountants, as the Company's independent registered public accounting firm for the year ending December 31, 2016:

For	Against	Abstain
7,030,646	164,207	734,590

The results reported above are final voting results. No other matters were considered or voted upon at the meeting.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of InspireMD, Inc.
10.1	Second Amendment to the InspireMD, Inc. 2013 Long-Term Incentive Plan

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

InspireMD, Inc.

Date: May 25, 2016

By: /s/ Craig Shore

Name: Craig Shore

Title: Chief Financial Officer

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
INSPIREMD, INC.

InspireMD, Inc. (the “Corporation”), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that:

1. Resolutions were duly adopted by the Board of Directors of the Corporation setting forth this proposed Amendment to the Certificate of Incorporation and declaring said amendment to be advisable and calling for the consideration and approval thereof at a meeting of the stockholders of the Corporation.
2. The Certificate of Incorporation of the Corporation is hereby amended by deleting subsection (A) of ARTICLE FOURTH in its entirety and inserting the following in lieu thereof:

“FOURTH: A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Hundred and Fifty Five Million (155,000,000), consisting of One Hundred and Fifty Million (150,000,000) shares of Common Stock, par value \$0.0001 per share (the “Common Stock”) and Five Million (5,000,000) shares of Preferred Stock, par value \$0.0001 per share (the “Preferred Stock”).”
3. Pursuant to the resolution of the Board of Directors, an annual meeting of the stockholders of the Company was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the foregoing amendment.
4. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[SIGNATURE PAGE FOLLOWS]

[SIGNATURE PAGE TO CERTIFICATE OF AMENDMENT]

IN WITNESS WHEREOF, InspireMD, Inc., has caused this Certificate to be executed by its duly authorized officer on this 25th day of May, 2016.

INSPIREMD, INC.

By: /s/ Craig Shore
Craig Shore
Chief Financial Officer, Treasurer and Secretary

**SECOND AMENDMENT TO THE
INSPIREMD, INC. 2013 LONG-TERM INCENTIVE PLAN**

This SECOND AMENDMENT TO THE INSPIREMD, INC. 2013 LONG-TERM INCENTIVE PLAN (this “*Amendment*”), dated as of April 18, 2016, is made and entered into by InspireMD, Inc., a Delaware corporation (the “*Company*”). Terms used in this Amendment with initial capital letters that are not otherwise defined herein shall have the meanings ascribed to such terms in the InspireMD, Inc. 2013 Long-Term Incentive Plan (the “*Plan*”).

RECITALS

WHEREAS, Article 9 of the Plan provides that the Company’s Board of Directors (the “*Board*”) may amend the Plan at any time and from time to time;

WHEREAS, the Company previously reserved a total of nine million seven hundred thousand (9,700,000) shares of its Common Stock to be delivered pursuant to Awards under the Plan;

WHEREAS, on October 1, 2015, the Company effected a one-for-ten reverse stock split such that, after giving effect to the reverse stock split, there were nine hundred seventy thousand (970,000) shares of Common Stock reserved for issuance under the Plan;

WHEREAS, the Board desires to amend the Plan to increase the number of shares of Common Stock that may be delivered pursuant to Awards under the Plan by an additional ten million (10,000,000) shares, for an aggregate maximum total of ten million nine hundred seventy thousand (10,970,000) shares available under the Plan on a post-split basis; and

WHEREAS, the Board intends to submit this Amendment to the Company’s stockholders for approval.

NOW, THEREFORE, in accordance with Article 9 of the Plan and subject to stockholder approval, the Plan is hereby amended, effective as of the date hereof, as follows:

1. Section 5.1 of the Plan is hereby amended by deleting said section in its entirety and substituting in lieu thereof the following new Section 5.1:

5.1 **Number Available for Awards**. Subject to adjustment as provided in Articles 11 and 12, the maximum number of shares of Common Stock that may be delivered pursuant to Awards granted under the Plan is ten million nine hundred seventy thousand (10,970,000) shares, of which one hundred percent (100%) may be delivered pursuant to Incentive Stock Options. Subject to adjustment pursuant to Articles 11 and 12, the maximum number of shares of Common Stock with respect to which Stock Options or SARs may be granted to an Executive Officer during any calendar year is one hundred thousand (100,000) shares of Common Stock. Shares to be issued may be made available from authorized but unissued Common Stock, Common Stock held by the Company in its treasury, or Common Stock purchased by the Company on the open market or otherwise. During the term of this Plan, the Company will at all times reserve and keep available the number of shares of Common Stock that shall be sufficient to satisfy the requirements of this Plan.

2. Except as expressly amended by this Amendment, the Plan shall continue in full force and effect in accordance with the provisions thereof.

*[Remainder of Page Intentionally Left Blank
Signature Page Follows .]*

IN WITNESS WHEREOF, the Company has caused this Amendment to be duly executed as of the date first written above.

INSPIREMD, INC.

By: /s/ Craig Shore
Name: Craig Shore
Title: Chief Financial Officer, Chief Administrative Officer, Treasurer and Secretary

*Signature Page to
Second Amendment to the 2013 Long-Term Incentive Plan*
