

INSPIREMD, INC.

FORM 8-K

(Current report filing)

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Address	321 COLUMBUS AVENUE BOSTON, MA 02116
Telephone	(857) 453-6553
CIK	0001433607
Symbol	NSPR
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Industry	Medical Equipment & Supplies
Sector	Healthcare
Fiscal Year	12/31

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): March 9, 2015

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) 453-6553

(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 1.01 Entry into a Material Definitive Agreement.

On March 9, 2015, InspireMD, Inc. (the “Company”) closed its public offering of approximately 34.4 million shares of common stock and warrants to purchase approximately 34.4 million shares of common stock. As noted in the Current Report on Form 8-K filed by the Company on March 4, 2015, the purchasers in the offering included Sol J. Barer, Ph.D., the chairman of the Company’s board of directors, who purchased 2,500,000 shares and warrants, for a purchase price of \$1,000,000 and Osiris Investment Partners, L.P., of which Paul Stuka, the Company’s director, is the principal and managing member, which purchased 625,000 shares and warrants, for a purchase price of \$250,000. These related persons have agreed that they will not exercise any such warrants, and will waive any provision contained in such warrants that requires the Company to keep any shares of common stock reserved for issuance upon exercise thereof, in each case, until the Company has amended its certificate of incorporation to increase its authorized shares.

Item 8.01 Other Events.

On March 9, 2015, the Company issued a press release announcing the closing of a public offering of its common stock and warrants. A copy of the press release is filed as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press release dated March 9, 2015

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: March 9, 2015

By: /s/ Craig Shore

Name: Craig Shore

Title: Chief Financial Officer



InspireMD Announces Closing of Public Offering for Approximately \$13.7 Million

BOSTON, MA – March 9, 2015 – [InspireMD, Inc.](#) (“InspireMD” or the “Company”) (NYSE MKT: NSPR), a leader in embolic protection systems (“EPS”), today announced the closing of its offering of approximately 34.4 million shares of common stock and warrants to purchase approximately 34.4 million shares of common stock. The common stock was sold at a negotiated purchase price of \$0.40 per share, and each purchaser received a warrant to purchase one share of common stock for each share of common stock that it purchased in the offering. The warrants are exercisable immediately and have a term of exercise of five years from the date of issuance and an exercise price of \$0.55 per share. The Company received gross proceeds from the offering of approximately \$13.7 million, before deducting placement agents' fees and estimated offering expenses.

H.C. Wainwright & Co., LLC served as the sole bookrunner for this offering. Dawson James Securities, Inc. served as co-manager.

The Company intends to use the net proceeds from this offering to commercially launch CGuard™ EPS, conduct sales activities related to MGuard Prime™ EPS, advance the development of its pipeline, and for general corporate purposes.

The securities described above were offered pursuant to a shelf registration statement on Form S-3 which was filed with the Securities and Exchange Commission (“SEC”) and was declared effective on November 27, 2013. A prospectus supplement relating to the offering was filed with the SEC on March 9, 2015. Copies of the prospectus supplement and accompanying prospectus relating to the offering may be obtained from H.C. Wainwright & Co., LLC by e-mailing placements@hcwco.com or by calling 212-356-0530.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About InspireMD, Inc.

InspireMD seeks to utilize its proprietary MGuard® with MicroNet™ technology to make its products the industry standard for embolic protection and to provide a superior solution to the key clinical issues of current stenting in patients with a high risk of distal embolization, no reflow and major adverse cardiac events.

InspireMD intends to pursue applications of this MicroNet technology in coronary, carotid (CGuard), neurovascular, and peripheral artery procedures. InspireMD's common stock is quoted on the NYSE MKT under the ticker symbol NSPR.

Forward-looking Statements

This press release contains "forward-looking statements." Such statements may be preceded by the words "intends," "may," "will," "plans," "expects," "anticipates," "projects," "predicts," "estimates," "aims," "believes," "hopes," "potential" or similar words. Forward-looking statements are not guarantees of future performance, are based on certain assumptions and are subject to various known and unknown risks and uncertainties, many of which are beyond the Company's control, and cannot be predicted or quantified and consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, risks and uncertainties associated with (i) market acceptance of our existing and new products, (ii) negative clinical trial results or lengthy product delays in key markets, (iii) an inability to secure regulatory approvals for the sale of our products, (iv) intense competition in the medical device industry from much larger, multinational companies, (v) product liability claims, (vi) product malfunctions, (vii) our limited manufacturing capabilities and reliance on subcontractors for assistance, (viii) insufficient or inadequate reimbursement by governmental and other third party payers for our products, (ix) our efforts to successfully obtain and maintain intellectual property protection covering our products, which may not be successful, (x) legislative or regulatory reform of the healthcare system in both the U.S. and foreign jurisdictions, (xi) our reliance on single suppliers for certain product components, (xii) the fact that we will need to raise additional capital to meet our business requirements in the future and that such capital raising may be costly, dilutive or difficult to obtain and (xiii) the fact that we conduct business in multiple foreign jurisdictions, exposing us to foreign currency exchange rate fluctuations, logistical and communications challenges, burdens and costs of compliance with foreign laws and political and economic instability in each jurisdiction. More detailed information about the Company and the risk factors that may affect the realization of forward looking statements is set forth in the Company's filings with the Securities and Exchange Commission (SEC), including the Company's Transition Report on Form 10-KT and its Quarterly Reports on Form 10-Q. Investors and security holders are urged to read these documents free of charge on the SEC's web site at <http://www.sec.gov>. The Company assumes no obligation to publicly update or revise its forward-looking statements as a result of new information, future events or otherwise.

Investor Contacts:

Craig Shore
Chief Financial Officer
InspireMD, Inc.
Phone: 1-888-776-6804
Email: craigs@inspiremd.com
