

# INSPIREMD, INC.

## **FORM 8-K** (Current report filing)

Filed 02/02/12 for the Period Ending 01/30/12

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): January 30, 2012

**InspireMD, Inc.**

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or other jurisdiction of  
incorporation)

000-54335

(Commission File Number)

26-2123838

(IRS Employer  
Identification No.)

3 Menorat Hamaor St.  
Tel Aviv, Israel

(Address of principal executive offices)

67448

(Zip Code)

Registrant's telephone number, including area code: 972-3-691-7691

(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))

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

On January 26, 2012, the Board of Directors (the “Board”) of InspireMD, Inc. (the “Company”) appointed James J. Barry, Ph.D. as a Class III member of the Board, effective as of January 30, 2012, with a term expiring at the Company’s 2014 annual meeting of stockholders. In connection with his appointment, Dr. Barry was granted an option to purchase 100,000 shares of the Company’s common stock (“Common Stock”) at an exercise price of \$1.95 per share, the closing price of the Common Stock on the date of grant (the “Barry Option”), subject to the terms and conditions of the 2011 U.S. Equity Incentive Plan, a sub-plan of the Company’s 2011 Umbrella Option Plan. The Barry Option vests and becomes exercisable in three equal annual installments beginning on the one-year anniversary of the date of grant, provided that in the event that Dr. Barry is either (i) not reelected as a director at the Company’s 2014 annual meeting of stockholders, or (ii) not nominated for reelection as a director at the Company’s 2014 annual meeting of stockholders, the option vests and becomes exercisable on the date of Dr. Barry’s failure to be reelected or nominated. The Barry Option has a term of 10 years from the date of grant.

**Item 7.01 Regulation FD Disclosure.**

On January 30, 2012, the Company issued a press release announcing the appointment of Dr. Barry to the Board. A copy of that press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of InspireMD, Inc., dated January 30, 2012

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**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: February 1, 2012

By: /s/ Craig Shore

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Name: Craig Shore

Title: Chief Financial Officer

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release of InspireMD, Inc., dated January 30, 2012



**FOR IMMEDIATE RELEASE**

**INSPIREMD APPOINTS DR. JAMES BARRY TO ITS BOARD OF DIRECTORS**

Tel Aviv, Israel – January 31, 2012 – InspireMD, Inc. (OTC BB: NSPR) (the “Company” or “InspireMD”), a medical device company focusing on the development and commercialization of its proprietary stent platform technology for use in patients with Acute Myocardial Infarctions, today announced the appointment of Dr. James Barry to its Board of Directors as an independent director. Dr. Barry is an experienced medical technology executive and former senior executive at Boston Scientific with a proven track record of bringing products to market, including the TAXUS<sup>®</sup> paclitaxel-eluting coronary stent.

Ofir Paz, InspireMD’s Chief Executive Officer and co-founder, commented, “We are pleased to have Dr. Barry join the Board of Directors. His extensive medical technology experience and reputation, in particular with interventional cardiology products, will be great assets to InspireMD. As we move forward with the further development of our MGuard<sup>™</sup> stent technology and position the company for worldwide commercial launch, we continue to seek out seasoned industry experts who can provide support and guidance.”

"I am thrilled about joining InspireMD’s Board at this exciting stage in the Company’s development," said Dr. Barry. "I believe that InspireMD is poised to become an important global player in interventional cardiology and look forward to assisting in the Company’s advancement."

Dr. Barry has over 20 years of experience in leadership roles in the medical device industry. He is currently Executive Vice President and Chief Operating Officer at Arsenal Medical Inc. Prior to joining Arsenal, Dr. Barry was Senior Vice President, Corporate Technology Development at Boston Scientific where he was in charge of the Corporate R&D and Pre-clinical Sciences functions. Dr. Barry joined Boston Scientific in 1992 and oversaw its efforts in the identification and development of drug, device and biological systems for applications with implantable and catheter-based delivery systems. Under Dr. Barry’s leadership, the company developed the TAXUS<sup>®</sup> paclitaxel-eluting coronary stent that became one of the most successful medical devices launched, achieving first year sales in excess of \$3 billion.

Prior to Boston Scientific, Dr. Barry worked at Howmedica (Division of Pfizer) and Kontron Instruments. He has authored multiple articles in peer reviewed publications, including several clinical journals in the cardiovascular field. He currently serves on a number of advisory boards including the College of Biomedical Engineering at Yale University, the College of Sciences at University of Massachusetts-Lowell, and the Massachusetts Life Science Center. Dr. Barry received his Ph.D. in Biochemistry from the University of Massachusetts-Lowell and holds a B.A. degree in Chemistry from Saint Anselm College.

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**About InspireMD , Inc.**

InspireMD is a medical device company focusing on the development and commercialization of its proprietary stent system technology, MGuard™. InspireMD intends to pursue applications of this technology in coronary, carotid and peripheral artery procedures. InspireMD's common stock is listed on the OTC BB 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, multi-national companies, (v) product liability claims, (vi) our limited manufacturing capabilities and reliance on subcontractors for assistance, (vii) insufficient or inadequate reimbursement by governmental and other third party payers for our products, (viii) our efforts to successfully obtain and maintain intellectual property protection covering our products, which may not be successful, (ix) legislative or regulatory reform of the healthcare system in both the U.S. and foreign jurisdictions, (x) our reliance on single suppliers for certain product components, (xi) 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 (xii) 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, including the Company's Registration Statement on Form S-1 filed with the SEC on December 22, 2011. Investors and security holders are urged to read these documents free of charge on the SEC's web site at [www.sec.gov](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 Contact:**

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OTC BB: NSPR

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