

INSPIREMD, INC.

FORM D

(Small Company Offering and Sale of Securities Without Registration)

Filed 04/18/12

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.

OMB APPROVAL

OMB Number: 3235-0076
Estimated Average burden
hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001433607

Previous Name(s) None

Saguaro Resources, Inc.

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other

Name of Issuer

InspireMD, Inc.

Jurisdiction of
Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) 2008

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

InspireMD, Inc.

Street Address 1

4 MENORAT HAMOR ST.

Street Address 2

City

TEL AVIV

State/Province/Country

ISRAEL

ZIP/Postal Code

67448

Phone No. of Issuer

972-3-6917691

3. Related Persons

Last Name	First Name	Middle Name
Paz	Ofir	
Street Address 1	Street Address 2	
4 MENORAT HAMAOR ST.		
City	State/Province/Country	ZIP/Postal Code
Tel Aviv	ISRAEL	67448
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Holzer	Asher	
Street Address 1	Street Address 2	
4 MENORAT HAMAOR ST.		
City	State/Province/Country	ZIP/Postal Code
Tel Aviv	ISRAEL	67448
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Shore	Craig	
Street Address 1	Street Address 2	
4 MENORAT HAMAOR ST.		
City	State/Province/Country	ZIP/Postal Code
Tel Aviv	ISRAEL	67448
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Barer	Sol	
Street Address 1	Street Address 2	
2 Barer Lane		
City	State/Province/Country	ZIP/Postal Code
Mendham	NEW JERSEY	07945
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name **Stuka** First Name **Paul** Middle Name
Street Address 1 **c/o Osiris Partners, LLC** Street Address 2 **One Liberty Square, 5th Floor**
City **Boston** State/Province/Country **MASSACHUSETTS** ZIP/Postal Code **02109**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Weinstein** First Name **Eyal** Middle Name
Street Address 1 **c/o LOOREX Ltd.** Street Address 2 **P.O.B. 1506 Matam**
City **Haifa** State/Province/Country **ISRAEL** ZIP/Postal Code **31905**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Barry** First Name **James** Middle Name
Street Address 1 **4 MENORAT HAMAOR ST.** Street Address 2
City **Tel Aviv** State/Province/Country **ISRAEL** ZIP/Postal Code **67448**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

4. Industry Group

- Agriculture
- Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Other Banking & Financial Services
- Business Services
- Energy
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

5. Issuer Size

Revenue Range

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|---|---|
| <input type="radio"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="radio"/> Rule 505 |
| <input type="radio"/> Rule 504 (b)(1)(i) | <input checked="" type="radio"/> Rule 506 |
| <input type="radio"/> Rule 504 (b)(1)(ii) | <input type="radio"/> Securities Act Section 4(6) |
| <input type="radio"/> Rule 504 (b)(1)(iii) | <input type="radio"/> Investment Company Act Section 3(c) |

7. Type of Filing

- New Notice Date of First Sale **2012-04-05** First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|---|---|
| <input type="radio"/> Pooled Investment Fund Interests | <input type="radio"/> Equity |
| <input type="radio"/> Tenant-in-Common Securities | <input checked="" type="radio"/> Debt |
| <input type="radio"/> Mineral Property Securities | <input checked="" type="radio"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="radio"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="radio"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ **0** USD

12. Sales Compensation

Recipient
Palladium Capital Advisors, LLC

(Associated) Broker or Dealer None

Recipient CRD Number None
129400

(Associated) Broker or Dealer CRD Number None
129400

Street Address 1
230 PARK AVENUE

Street Address 2
SUITE 539

City
NEW YORK

State/Province/Country
NEW YORK

ZIP/Postal Code
10169

State(s) of Solicitation All States Foreign/Non-US
NEW YORK

Recipient
OPPENHEIMER & CO. INC.

(Associated) Broker or Dealer None

Recipient CRD Number None
249

(Associated) Broker or Dealer CRD Number None
249

Street Address 1
125 BROAD STREET

Street Address 2
16TH FLOOR

City
NEW YORK

State/Province/Country
NEW YORK

ZIP/Postal Code
10004

State(s) of Solicitation All States Foreign/Non-US
CALIFORNIA

Recipient
JMP SECURITIES LLC

(Associated) Broker or Dealer None

Recipient CRD Number None
22208

(Associated) Broker or Dealer CRD Number None
22208

Street Address 1
600 MONTGOMERY STREET

Street Address 2
SUITE 1100

City
SAN FRANCISCO

State/Province/Country
CALIFORNIA

ZIP/Postal Code
94111

State(s) of Solicitation All States Foreign/Non-US
CALIFORNIA

13. Offering and Sales Amounts

Total Offering Amount \$ 11000000 USD Indefinite
Total Amount Sold \$ 11000000 USD
Total Remaining to be Sold \$ 0 USD Indefinite

Clarification of Response (if Necessary)

The company issued convertible promissory notes in the aggregate principal amount of \$11,702,128 with an original issue discount of 6%, resulting in aggregate gross proceeds to the company of \$11,000,000.

14. Investors

- Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: **6**

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 848750 USD Estimate
Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- | Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.

- | Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- | Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
InspireMD, Inc.	/s/ Craig Shore	Craig Shore	Chief Financial Officer	2012-04-18