

# **INSPIREMD, INC.**

Reported by  
**BARER SOL J**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/13/13 for the Period Ending 05/09/13

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Telephone	(857) 453-6553
CIK	0001433607
Symbol	NSPR
Fiscal Year	12/31

# FORM 4

**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

<b>1. Name and Address of Reporting Person *</b>  <b>BARER SOL J</b>  (Last) (First) (Middle)  <b>C/O INSPIREMD, INC., 4 MENORAT HAMAOR ST.</b>  (Street)  <b>TEL AVIV, L3 67448</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>InspireMD, Inc. [ NSPR ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/9/2013</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options to Purchase Common Stock	\$2.75	5/9/2013		A		100000		(1)	5/9/2023	Common Stock	100000	\$0	100000	D	
Options to Purchase Common Stock	\$7.80	5/10/2013		A		181250		5/8/2013	11/16/2021	Common Stock	181250	\$0	181250 (2) (3)	D	

**Explanation of Responses:**

- (1) The option is exercisable in three equal annual installments. The first installment becomes exercisable on May 9, 2014, the second installment becomes exercisable on May 9, 2015 and the third installment becomes exercisable on May 9, 2016, provided that Dr. Barer is providing services to the Issuer or its subsidiaries or affiliates on the applicable vesting date.
- (2) On November 16, 2011, Dr. Barer was granted an option to purchase 181,250 shares of common stock (the "November 2011 Option," with such number of shares reflecting a one-for-four reverse stock split of the common stock that occurred on December 21, 2012) that was to vest in full upon the Issuer receiving research coverage from at least two investment banks that ranked in the top twenty investment banks in terms of underwritings as of their most recently completed fiscal year.(continued in Footnote 3)
- (3) (continued from Footnote 2) On May 8, 2013, the Issuer received research coverage from a second investment bank that ranked in the top twenty investment banks in terms of life science underwritings as of its most recently completed fiscal year, after already receiving research coverage from one such other investment bank. On May 10, 2013, the compensation committee of the Issuer determined that the vesting requirement set forth in the nonqualified stock option agreement between the Issuer and Dr. Barer was satisfied and that the November 2011 Option should vest immediately.

**Reporting Owners**

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Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>BARER SOL J</b> <b>C/O INSPIREMD, INC.</b> <b>4 MENORAT HAMAOR ST.</b> <b>TEL AVIV, L3 67448</b>	X			

**Signatures**

/s/ Sol J. Barer

5/13/2013

\*\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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