

# **INSPIREMD, INC.**

Reported by  
**BARER SOL J**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/28/16 for the Period Ending 01/26/16

Address	321 COLUMBUS AVENUE BOSTON, MA 02116
Telephone	(857) 453-6553
CIK	0001433607
Symbol	NSPR
Fiscal Year	12/31

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may  
continue. See Instruction 1(b).

## 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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>BARER SOL J</b>		<b>InspireMD, Inc. [ NSPR ]</b>		<input checked="" type="checkbox"/> Director _____ 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) _____ Other (specify below)	
<b>C/O INSPIREMD, INC., 321 COLUMBUS AVENUE</b>		<b>1/26/2016</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>BOSTON, MA 02116</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<input type="checkbox"/> Form filed by More than One Reporting Person	

**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)	Price			
Common Stock	1/26/2016		A		1	A	\$0 (1)	294232 (2)	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 (right to buy)	\$100.00 (3)	1/26/2016		D		12500 (3)	(4)	7/11/2021	Common Stock	12500 (3)	\$0 (1)	0	D		
Options (right to buy)	\$31.60 (5)	1/26/2016		D		1250 (5)	(6)	6/18/2022	Common Stock	1250 (5)	\$0 (1)	0	D		
Options (right to buy)	\$31.00 (7)	1/26/2016		D		8500 (7)	(8)	1/29/2024	Common Stock	8500 (7)	\$0 (1)	0	D		
Options (right to buy)	\$27.50 (9)	1/26/2016		D		10000 (9)	(10)	5/9/2023	Common Stock	10000 (9)	\$0 (1)	0	D		
Options (right to buy)	\$7.80 (11)	1/26/2016		D		4162 (11)	(11)	1/5/2015 1/5/2025	Common Stock	4162 (11)	\$0 (1)	0	D		
Options (right to buy)	\$7.20 (12)	1/26/2016		D		9161 (12)	(13)	1/26/2025	Common Stock	9161 (12)	\$0 (1)	0	D		

### Explanation of Responses:

- ( On January 26, 2016, the Issuer and the Reporting Person entered into that certain Option Cancellation and Release Agreement, pursuant to which the parties
- 1) agreed to the cancellation of certain stock options previously granted to the Reporting Person in exchange for one (1) share of common stock as consideration.
  - 2) Reflects a 1-for-10 reverse stock split effected October 1, 2015.
  - 3) This option was previously reported as covering 500,000 shares at an exercise price of \$2.5 per share, but was adjusted to reflect the 1-for-4 reverse stock split that occurred on December 21, 2012 and the 1-for-10 reverse stock split that occurred on October 1, 2015.
  - 4) This option is exercisable in two equal annual installments. The first installment became exercisable on July 11, 2012 and the second installment became exercisable on July 11, 2013.
  - 5) This option was previously reported as covering 50,000 shares at an exercise price of \$0.79 per share, but was adjusted to reflect the 1-for-4 reverse stock split that occurred on December 21, 2012 and the 1-for-10 reverse stock split that occurred on October 1, 2015.
  - 6) This option is exercisable in three equal annual installments. The first installment became exercisable on June 18, 2013, the second installment became exercisable on June 18, 2014 and the third installment became exercisable on June 18, 2015.
  - 7) This option was previously reported as covering 85,000 shares at an exercise price of \$3.1 per share, but was adjusted to reflect the 1-for-10 reverse stock split that occurred on October 1, 2015.

- ( This option is exercisable in three equal annual installments. The first installment became exercisable on January 29, 2015, the second installment would  
**8)** have become exercisable on January 29, 2016 and the third installment would have become exercisable on January 29, 2017, provided that the Reporting Person is providing services to the Issuer or its subsidiaries or affiliates on January 29, 2016, and January 29, 2017, as applicable.
- ( This option was previously reported as covering 100,000 shares at an exercise price of \$2.75 per share, but was adjusted to reflect the 1-for-10 reverse stock  
**9)** split that occurred on October 1, 2015.
- ( This option is exercisable in three equal annual installments. The first installment became exercisable on May 9, 2014, the second installment became  
**10)** exercisable on May 9, 2015 and the third installment would have become exercisable on May 9, 2016, provided that the Reporting Person is providing services to the Issuer or its subsidiaries or affiliates on May 9, 2016.
- ( This option was previously reported as covering 41,611 shares at an exercise price of \$0.78 per share, but was adjusted to reflect the 1-for-10 reverse stock  
**11)** split that occurred on October 1, 2015.
- ( This option was previously reported as covering 91,601 shares at an exercise price of \$0.72 per share, but was adjusted to reflect the 1-for-10 reverse stock  
**12)** split that occurred on October 1, 2015.
- ( This option would have vested in three equal annual installments, with 1/3 becoming exercisable on each of January 26, 2016, January 26, 2017 and January  
**13)** 26, 2018, subject to the Reporting Person's continued service.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>BARER SOL J C/O INSPIREMD, INC. 321 COLUMBUS AVENUE BOSTON, MA 02116</b>	<b>X</b>			

#### Signatures

/s/ Sol J. Barer

1/28/2016

\*\*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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.