

# **INSPIREMD, INC.**

Reported by  
**BARRY JAMES 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
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Industry	Medical Equipment & Supplies
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

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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>Barry James J</b>		<b>InspireMD, Inc. [ NSPR ]</b>		<input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Executive VP and COO</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<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 <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**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)	26091	D	
Common Stock	1/26/2016		F		3448 (2)	D	\$0.56	22643	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)	\$78.00 (3)	1/26/2016		D		2500 (3)	(4)	1/30/2022	Common Stock	2500 (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		5000 (7)	(8)	1/29/2024	Common Stock	5000 (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)	\$26.10 (11)	1/26/2016		D		45001 (11)	(12)	7/14/2024	Common Stock	45001 (11)	\$0 (1)	0	D		
Options (right to buy)	\$7.20 (13)	1/26/2016		D		3926 (13)	(14)	1/26/2025	Common Stock	3926 (13)	\$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.
- ( Represents shares of restricted stock withheld to pay the Reporting Person's tax withholding obligations incurred in connection with the vesting of 9,230  
2) shares of restricted stock on January 26, 2016.
- ( This option was previously reported as covering 100,000 shares at an exercise price of \$1.95 per share, but was adjusted to reflect the 1-for-4 reverse stock  
3) split that occurred on December 21, 2012 and the 1-for-10 reverse stock split that occurred on October 1, 2015.
- ( This option became exercisable in three equal annual installments. The first installment became exercisable on January 30, 2013, the second installment  
4) became exercisable on January 30, 2014 and the third installment became exercisable on January 30, 2015.
- ( 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  
5) split that occurred on December 21, 2012 and the 1-for-10 reverse stock split that occurred on October 1, 2015.
- ( This option became exercisable in three equal annual installments. The first installment became exercisable on June 18, 2013, the second installment became  
6) exercisable on June 18, 2014 and the third installment became exercisable on June 18, 2015.

- ( This option was previously reported as covering 50,000 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 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 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 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 450,000 shares at an exercise price of \$2.61 per share, but was adjusted to reflect the 1-for-10 reverse stock 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 July 14, 2015, July 14, 2016 and July 14, 2017, subject to the Reporting Person's continued service with the Issuer on July 14, 2016 and July 14, 2017, as applicable.
- ( This option was previously reported as covering 39,257 shares at an exercise price of \$0.72 per share, but was adjusted to reflect the 1-for-10 reverse stock 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 26, 2018, subject to the Reporting Person's continued service.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barry James J C/O INSPIREMD, INC. 321 COLUMBUS AVENUE BOSTON, MA 02116	X		Executive VP and COO	

#### Signatures

/s/ James J. Barry

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.

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