

# **INSPIREMD, INC.**

Reported by  
**BERMAN MICHAEL**

## **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

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[ ] 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>BERMAN MICHAEL</b>		<b>InspireMD, Inc. [ NSPR ]</b>		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 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)	3001 (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)	\$34.00 (3)	1/26/2016		D		12442 (3)		(4)	2/7/2023	Common Stock	12442 (3)	\$0 (1)	0	D	
Options (right to buy)	\$31.00 (5)	1/26/2016		D		5000 (5)		(6)	1/29/2024	Common Stock	5000 (5)	\$0 (1)	0	D	
Options (right to buy)	\$7.80 (7)	1/26/2016		D		3805 (7)			1/5/2015	1/5/2025	Common Stock	3805 (7)	\$0 (1)	0	D
Options (right to buy)	\$7.20 (8)	1/26/2016		D		5409 (8)		(9)	1/26/2025	Common Stock	5409 (8)	\$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.
  - ( Reflects a 1-for-10 reverse stock split effected October 1, 2015.
  - ( This option was previously reported as covering 124,415 shares at an exercise price of \$3.40 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 February 7, 2014, the second installment became exercisable on February 7, 2015 and the third installment would have become exercisable on February 7, 2016.
  - ( This option was previously reported as covering 50,000 shares at an exercise price of \$3.10 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 38,045 shares at an exercise price of \$0.78 per share, but was adjusted to reflect the 1-for-10 reverse stock split that occurred on October 1, 2015.
  - ( This option was previously reported as covering 54,088 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 9) 26, 2018, subject the Reporting Person's continued service.

### Reporting Owners

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

### Signatures

/s/ Michael Berman

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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