

INSPIREMD, INC.

Reported by
SHORE CRAIG

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)	
Shore Craig		InspireMD, Inc. [NSPR]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CFO AND CAO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O INSPIREMD, INC., 321 COLUMBUS AVENUE		1/26/2016			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
BOSTON, MA 02116				<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)	15362 (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)	\$49.29 (3)	1/26/2016		D		9131 (3)	(4)	2/27/2021	Common Stock	9131 (3)	\$0 (1)	0	D		
Options (right to buy)	\$31.60 (5)	1/26/2016		D		7500 (5)	(6)	5/25/2022	Common Stock	7500 (5)	\$0 (1)	0	D		
Options (right to buy)	\$31.00 (7)	1/26/2016		D		7700 (7)	(8)	1/29/2024	Common Stock	7700 (7)	\$0 (1)	0	D		
Options (right to buy)	\$29.70 (9)	1/26/2016		D		9667 (9)	(10)	1/31/2024	Common Stock	9667 (9)	\$0 (1)	0	D		
Options (right to buy)	\$29.50 (11)	1/26/2016		D		2500 (11)	(12)	5/3/2023	Common Stock	2500 (11)	\$0 (1)	0	D		
Options (right to buy)	\$7.20 (13)	1/26/2016		D		7852 (13)	(14)	1/26/2025	Common Stock	7852 (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.
- (Reflects a 1-for-10 reverse stock split effected October 1, 2015.
- (This option was previously reported as covering 365,223 shares at an exercise price of \$1.232 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.
- (This option vested in three equal annual installments that began on November 24, 2010.
- (This option was previously reported as covering 300,000 shares at an exercise price of \$0.8 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.
- (This option vested in three equal annual installments beginning on May 25, 2013.
- (This option was previously reported as covering 77,000 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, with 1/3 becoming exercisable on each of January 29, 2015, January 29, 2016 and January 29, 8) 2017, subject to the Reporting Person's "continued service" with the Issuer, as such term is defined in the Issuer's Amended and Restated 2011 Umbrella Option Plan.
- (This option was previously reported as covering 96,670 shares at an exercise price of \$2.97 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, with 1/3 becoming exercisable on each of January 31, 2015, January 31, 2016 and January 31, 10) 2017, subject to the Reporting Person's continued service.
- (This option was previously reported as covering 25,000 shares at an exercise price of \$2.95 per share, but was adjusted to reflect the 1-for-10 reverse stock 11) split that occurred on October 1, 2015.
- (This option vests in three equal annual installments, with 1/3 becoming exercisable on each of May 3, 2014, May 3, 2015 and May 3, 2016, subject to the 12) Reporting Person's "continued service" with the Issuer, as such term is defined in the Issuer's Amended and Restated 2011 Umbrella Option Plan.
- (This option was previously reported as covering 78,515 shares at an exercise price of \$0.72 per share, but was adjusted to reflect the 1-for-10 reverse stock 13) 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 14) 26, 2018, subject to the Reporting Person's continued service.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shore Craig C/O INSPIREMD, INC. 321 COLUMBUS AVENUE BOSTON, MA 02116			CFO AND CAO	

Signatures

/s/ Craig Shore

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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