

# Reported by **KESTER THOMAS J**

#### FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 10/14/21 for the Period Ending 10/13/21

Telephone (888) 776-6804

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Fiscal Year 12/31





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

## 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

InspireMD, Inc.   NSPR	1. Name and Address of Reporting Person *				2.										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
C/O INSPIREMD, INC., 4 MENORAT  HAMAOR ST.  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (City) (State)  (State)  (State)  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (Instr. 3)  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (Instr. 3)  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (Instr. 3)  (Street)  (City) (State)  (State)  (City) (State)  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (Instr. 3)  (Instr. 8)  (Instr. 8)  (Instr. 8)  (Instr. 8)  (Instr. 8)  (Instr. 8)  (Instr. 3)  (Instr. 4)  (Instr. 3)  (Instr. 3)  (Instr. 4)  (Instr. 3)  (Instr. 3)  (Instr. 3)  (Instr. 4)  (Instr. 3)  (Instr. 4)  (Instr. 3)  (Instr. 3)  (Instr. 5)  (Instr. 5)  (Instr. 6)  (Instr. 6)  (Instr. 6)  (Instr. 8)  (Instr. 6)  (Instr. 8)  (Instr. 6)  (Instr. 8)  (Instr. 8)  (Instr. 8)  (Instr. 8)  (Instr. 8)  (Instr. 8)  (Instr. 9)  (Instr. 3)  (Instr. 9)  (Instr. 3)  (Instr. 4)  (Instr. 5)  (Instr. 5)  (Instr. 6)  (Instr. 6)  (Instr. 8)  (Instr. 6)  (Instr. 8)  (Instr. 6)  (Instr. 8)  (Instr. 6)  (Instr. 8)  (Instr. 9)  (Instr. 9)  (Ins	Kester Thomas J				In	spir	eMD,	Inc.	NSF	PR]			•	,					
A					3.	3. Date of Earliest Transaction (MM/DD/YYYY)													
A. If Amendment, Date Original Filed (MM/DD/YYYY)   6. Individual or Joint/Group Filing (Check Applicable)						10/13/2021													
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Trans. Date Execution Date, if any  2. Trans Date Securities Acquired (Instr. 8)  2. Trans Date Execution Date, if any  2. Trans Date Execution Date, if any  2. Trans Date Execution Date, if any  3. Trans Code (Instr. 8)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)  5. Amount of Securities Beneficially Owned (Instr. 3 and 4)  6. Ownership of Ind Beneficially Owned (Instr. 3 and 4)  6. Ownership of Ind Security (Instr. 3 and 4)  7. Title of Derivate Securities Execution Date, if any  8. Price of Derivative Security (Instr. 3)  8. Price of Derivative Security Security Securities Securities Acquired (A) or Disposed of (D) (Instr. 3)  9. Price of Derivative Security Security (Instr. 3)  1. Title of Derivate Security Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  2. Trans Date Expiration Date Expiration Title and Amount of Securities Securities Date (Instr. 5)  8. Number of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 5)  10 Date Expiration Title Amount or Diversion (Instr. 5)  11. Title of Derivative Security (Instr. 5)  12. Trans Date Date Expiration Date Date Expiration Title Date Date Date Date Date Date Date Dat	HAMAUK S		eet)		4.	If An	nendme	nt, Dat	e Origi	inal Fi	iled (1	MM/DI	D/YYYY	6. Individual	or Joint/G	roup Filing	(Check Appl	icable Line)	
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   Date   Securities Acquired (A)   Securities Acquired (A)   Securities Beneficially Owned (Instr. 3)   Securities Acquired (A)   Securities Acquired (A)   Securities Beneficially Owned (Instr. 3)   Securities Acquired (A)   Securities Acquired (A)   Securities Beneficially Owned (Instr. 3)   Securities Acquired (A)   Securi																			
1. Title of Security (Instr. 3)  2. Trans. Date Execution Date, if any  3. Trans. Code (Instr. 8)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)  5. Amount of Securities Beneficially Owned (Instr. 3 and 4)  5. Amount of Securities Beneficially Owned (Instr. 3 and 4)  5. Amount of Securities Beneficially Owned (Instr. 3 and 4)  6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  8. Price of Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 3 and 4)  8. Price of Derivative Securities Underlying Derivative Security (Instr. 3 and 4)  8. Price of Derivative Securities Underlying Derivative Security (Instr. 3 and 4)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 3 and 4)  11. Name of Derivative Securities	(City) (State) (Zip)																		
Execution   Date, if any   Date   Expiration   Date   Date   Expiration   Date   Date   Expiration   Date			T	able I -	Non-Dei												•	•	
Common Stock  Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivate Security (Instr. 3)  Conversion or Exercise Price of Derivative Security  Security  Conversion of Execution (Instr. 8)  Date				rans. Date	Exect	ution			or Di		Disposed of (D)		Following Reported	ollowing Reported Transaction(		Ownership of I Form: Bei	7. Nature of Indirect Beneficial		
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 (Instr. 3)  3. Trans. Date  3. Trans. Code Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  5. Number of Derivative Securities Underlying Derivative Security (Instr. 3 and 4)  (Instr. 3)  7. Title and Amount of Securities Underlying Derivative Security (Instr. 5)  8. Price of Derivative Securities Securities Derivative Securities (Instr. 5)  9. Number of Derivative Securities Securities Securities Securities Securities (Instr. 5)  9. Number of Derivative Securities Securit							Code	v	Am				or Indirect (I) (Instr.			(Instr. 4)			
1. Title of Derivate Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  3. Trans. Date  4. Trans. Code Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date  5. Number of Derivative Securities Underlying Derivative Security (Instr. 3 and 4)  5. Number of Derivative Securities Underlying Derivative Securities Securities Securities Derivative Secu	Common Stock			10.	/13/2021			A		1724	18 <u>(1)</u>	A	\$0		39355		D		
Security (Instr. 3) Date Execution Or Exercise Price of Derivative Security Security Security (Instr. 3, 4 and 5) Date Date Expiration Date Derivative Security (Instr. 3 and 4) Derivative Security Security (Instr. 5) Derivative Security Security (Instr. 5) Derivative Security (Instr. 5) Derivative Security (Instr. 5) Derivative Security Owned Security (Instr. 5) Date Expiration Date Expiration Date Derivative Security (Instr. 5) Derivative Security (Instr.		Tab	ole II - Deriv	vative Se	curities	Bene	eficially	Owne	d ( <i>e.g</i> .	, puts	s, call	ls, wa	rrants,	options, conve	rtible sec	urities)			
Date Expiration Title Amount or Transaction(s) (I) (Instr.	Security	Conversion or Exercise Price of Derivative	Date	Execution	Code		Derivative Securities Acquired (A) or Disposed of (D)		Expi				Securitie Derivativ	s Underlying ve Security	Derivative Security	derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Code V (A) (D) Exercisable Date True Shares (Instr. 4) 4)					Code	V	(A)	(D)	Ever			ation	Title	Number of					
Options to purchase common stock (right to buy)         \$4.12         10/13/2021         A         5749         (2)         10/13/2031         Common Stock         5749         \$0         5749         D	purchase common stock (right to	\$4.12	10/13/2021		A		5749			(2)	10/13	/2031			\$0	5749	D		
Warrants (3) (3) (3) (Common Stock (3) 4032 D	Warrants (3)	<u>(3)</u>								<u>(3)</u>	1	<u>3)</u>				4032	D		

#### **Explanation of Responses:**

- (1) These shares of common stock represent shares of restricted stock, which vest and become exercisable in three equal annual installments, with 1/3 vesting on each of October 13, 2022, October 13, 2023 and October 13, 2024, subject to the Reporting Person's continued service.
- (2) The options vest and become exercisable in three equal installments, with 1/3 vesting on each of October 13, 2022, October 13, 2023 and October 13, 2024, subject to the Reporting Person's continued service.
- (3) No transaction has been effected by the Reporting Person with respect to these securities, and they are being included in this Form 4 for informational purposes only.

**Reporting Owners** 

1								
Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Kester Thomas J								
C/O INSPIREMD, INC.	X							
4 MENORAT HAMAOR ST.	1							
TEL AVIV, L3 6744832								

#### **Signatures**

/s/ Craig Shore, Attorney-in-Fact for Thomas J. Kester

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.