

INSPIREMD, INC.

Reported by
ROUBIN GARY S

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/19/20 for the Period Ending 10/16/20

Telephone (888) 776-6804
CIK 0001433607
Symbol NSPR
Fiscal Year 12/31

FORM 4

[] 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

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)	
ROUBIN GARY S		InspireMD, Inc. [NSPR]		<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)	
C/O INSPIREMD, INC., 4 MENORAT HAMAOR ST.		10/16/2020			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
TEL AVIV, L3 6744832				<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	10/16/2020		P		222223 (1)	A	\$0.45	461173 (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				
Warrants	\$0.495	10/16/2020		P		222223		10/16/2020	10/16/2025	Common Stock	222223 (1)	\$0.45	222223	D	
Option to Purchase Common Stock (3)	\$0.33							(4)	10/12/2030	Common Stock	79650		79650	D	

Explanation of Responses:

- The Reporting Person purchased, in a private placement transaction, 222,223 shares of common stock and 222,223 warrants to purchase common stock together, as part of 222,223 units, at a purchase price of \$0.45 per unit.
- 238,950 of 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 12, 2021, October 12, 2022 and October 12, 2023, subject to the Reporting Person's continued service.
- 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.
- These options vest and become exercisable in three equal installments, with 1/3 vesting on each of October 12, 2021, October 12, 2022 and October 12, 2023, subject to the Reporting Person's continued service.

Remarks:

Exhibit 24.1: Power of Attorney (incorporated by reference to the Power of Attorney filed as Exhibit 24.1 to the Form 3 filed by the Reporting Person on October 16, 2020)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROUBIN GARY S C/O INSPIREMD, INC. 4 MENORAT HAMAOR ST. TEL AVIV, L3 6744832	X			

Signatures

/s/ Craig Shore, Attorney-in-Fact for Gary S. Roubin

10/19/2020

—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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