

FORM 4

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

OMB APPROVAL	
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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

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* ROUBIN GARY S <hr/> (Last) (First) (Middle) C/O INSPIREMD, INC. 4 MENORAT HAMAOR ST. <hr/> (Street) TEL AVIV L3 6744832 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol InspireMD, Inc. [NSPR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)			
Common Stock	05/12/2023		P		61,249 ⁽¹⁾	A	\$1.6327 ⁽²⁾	233,545	D

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series H Warrants to purchase Common Stock	\$1.3827	05/12/2023		P		30,625 ⁽³⁾		05/15/2023	⁽⁴⁾	Common Stock	30,625	\$1.6327 ⁽²⁾	30,625	D	
Series I Warrants to purchase Common Stock	\$1.3827	05/12/2023		P		30,624 ⁽⁵⁾		05/15/2023	⁽⁶⁾	Common Stock	30,624	\$1.6327 ⁽²⁾	30,624	D	
Series J Warrants to purchase Common Stock	\$1.3827	05/12/2023		P		30,625 ⁽⁷⁾		05/15/2023	⁽⁸⁾	Common Stock	30,625	\$1.6327 ⁽²⁾	30,625	D	
Series K Warrants to purchase Common Stock	\$1.3827	05/12/2023		P		30,624 ⁽⁹⁾		05/15/2023	⁽¹⁰⁾	Common Stock	30,624	\$1.6327 ⁽²⁾	30,624	D	

Explanation of Responses:

1. The shares of common stock reported in this row represent shares of restricted stock that were acquired in a private placement transaction on May 12, 2023 pursuant to an exemption from the registration requirements under Section 4(a)(2) of the Securities Act of 1933, as amended (the "Private Placement").
2. The purchase price per share of common stock and associated Series H Warrants, Series I Warrants, Series J Warrants and Series K Warrants in the Private Placement was \$1.6327.
3. The aggregate number of warrants reported in this row consists of 30,625 Series H Warrants that were acquired in the Private Placement.
4. The Series H Warrants have a term of the earlier of (i) May 15, 2028 and (ii) 20 trading days following the Company's public release of primary and secondary end points related to one year follow up study results from the Company's C-Guardians pivotal trial.
5. The aggregate number of warrants reported in this row consists of 30,624 Series I Warrants that were acquired in the Private Placement.
6. The Series I Warrants have a term of the earlier of (i) May 15, 2028 and (ii) 20 trading days following the Company's announcement of receipt of Premarket Approval (PMA) from the Food and Drug Administration ("FDA") for the CGuard Prime Carotid Stent System (135 cm).
7. The aggregate number of warrants reported in this row consists of 30,625 Series J Warrants that were acquired in the Private Placement.
8. The Series J Warrants have a term of the earlier of (i) May 15, 2028 and (ii) 20 trading days following the Company's announcement of receipt of FDA approval for the SwitchGuard transcrotid system and CGuard Prime 80 cm.
9. The aggregate number of warrants reported in this row consists of 30,624 Series K Warrants that were acquired in the Private Placement.
10. The Series K Warrants have a term of the earlier of (i) May 15, 2028 and (ii) 20 trading days following the end of the fourth fiscal quarter after the fiscal quarter in which the first commercial sales of the CGuard Carotid Stent System in the United States begin.

Remarks:

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

05/16/2023

** 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.

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 Number.