

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* Stuka Paul (Last) (First) (Middle) C/O INSPIREMD, INC. 4 MENORAT HAMAOR ST. (Street) TEL AVIV L3 6744832 (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)	Price			
Common Stock	05/12/2023		P		175,000 ⁽¹⁾	A	\$1.6327 ⁽²⁾	248,534	I	See footnote ⁽³⁾
Common Stock								42,320	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)
					(A)	(D)						
Series H Warrants to purchase Common Stock	\$1.3827	05/12/2023		P	87,500 ⁽⁴⁾		05/15/2023 ⁽⁵⁾	Common Stock 87,500	\$1.6327 ⁽²⁾	87,500	I	See footnote ⁽³⁾
Series I Warrants to purchase Common Stock	\$1.3827	05/12/2023		P	87,500 ⁽⁶⁾		05/15/2023 ⁽⁷⁾	Common Stock 87,500	\$1.6327 ⁽²⁾	87,500	I	See footnote ⁽³⁾
Series J Warrants to purchase Common Stock	\$1.3827	05/12/2023		P	87,500 ⁽⁸⁾		05/15/2023 ⁽⁹⁾	Common Stock 87,500	\$1.6327 ⁽²⁾	87,500	I	See footnote ⁽³⁾
Series K Warrants to	\$1.3827	05/12/2023		P	87,500 ⁽¹⁰⁾		05/15/2023 ⁽¹¹⁾	Common Stock 87,500	\$1.6327 ⁽²⁾	87,500	I	See footnote ⁽³⁾

purchase
Common
Stock

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. These securities are held by Osiris Investment Partners, L.P. ("Osiris"). The Reporting Person serves as the managing member of Osiris Partners, LLC, the general partner of Osiris. In such capacity, the Reporting Person may be deemed to beneficially own the reported securities. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purposes.
4. The aggregate number of warrants reported in this row consists of 87,500 Series H Warrants that were acquired in the Private Placement.
5. 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.
6. The aggregate number of warrants reported in this row consists of 87,500 Series I Warrants that were acquired in the Private Placement.
7. 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).
8. The aggregate number of warrants reported in this row consists of 87,500 Series J Warrants that were acquired in the Private Placement.
9. 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 transcarotid system and CGuard Prime 80 cm.
10. The aggregate number of warrants reported in this row consists of 87,500 Series K Warrants that were acquired in the Private Placement.
11. 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:

Exhibit 24.1: Power of Attorney

/s/ Craig Shore, Attorney-in-Fact for Paul
Stuka

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Craig Shore of InspireMD, Inc. (the "Company") with full power of substitution, signing individually, the undersigned's true and lawful attorney-in fact and agent to:

1. Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") Form ID, Uniform Application for Access Codes to File on EDGAR, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation thereunder;

2. Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the SEC Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16(a) of the Exchange Act and the rules and regulations thereunder in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company;

3. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to execute such Forms 3, 4, or 5, or Form ID (including any amendments thereto) and timely file such forms with the SEC, and any stock exchange, self-regulatory association or similar authority; and

4. Take any other action of any nature whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, and his substitutes, in serving in such capacity at the request of the undersigned, is not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of May, 2023.

By: /s/ Paul Stuka

Name: Paul Stuka
