

INSULET CORP  
Form 3  
May 14, 2007

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Â PRISM VENTURE  
PARTNERS III LP

(Last) (First) (Middle)

100 LOWDER BROOK  
DRIVE,Â SUITE 2500

(Street)

WESTWOOD,Â MAÂ 02090

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
05/14/2007

3. Issuer Name **and** Ticker or Trading Symbol  
INSULET CORP [PODD]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Common Stock

73,856

D Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

# Edgar Filing: INSULET CORP - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	10/19/2000	Â (1)	Common Stock	484,905 (1)	\$ (1)	D	Â
Series A Convertible Preferred Stock	02/16/2001	Â (1)	Common Stock	484,905 (1)	\$ (1)	D	Â
Series B Convertible Preferred Stock	06/29/2001	Â (1)	Common Stock	1,834,776 (1)	\$ (1)	D	Â
Series C Convertible Preferred Stock	09/10/2002	Â (1)	Common Stock	2,770,857 (1)	\$ (1)	D	Â
Series D Convertible Preferred Stock	02/23/2004	Â (1)	Common Stock	2,031,399 (1)	\$ (1)	D	Â
Series E Convertible Preferred Stock	02/02/2006	Â (1)	Common Stock	533,407 (1)	\$ (1)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRISM VENTURE PARTNERS III LP 100 LOWDER BROOK DRIVE SUITE 2500 WESTWOOD,Â MAAÂ 02090	Â	Â X	Â	Â

## Signatures

/s/ John L. Brooks III, Managing Member of Prism Venture Partners III, LLC, the general partner of Prism Investment Partners III, L.P., the genral partner of Prism Venture Partners III, L.P.

05/14/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) All shares of the Issuer's preferred stock is convertible into its common stock on a 1-for-.3807 basis and has no expiration date. The number of underlying shares of common stock reported in Column 3 does not reflect a 1-for-2.6267 reverse stock split, to be effective upon the closing of the Issuer's initial public offering, pursuant to which each share preferred stock will automatically convert into common stock in accordance with such split.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.