InspireMD, Inc.
Form 4
March 07, 2016

FORM 4

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

STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stuka Paul

(Last) (First) (Middle)

C/O OSIRIS PARTNERS, LLC, 70 COLONIAL DRIVE

(Street)

CHATHAM, MA 02633

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
InspireMD, Inc. [NSPR]

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 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	01/09/2013		J(1)		1,667 (2)	A	$ 0 (1)	138,689 (2) (3)	I	See Note (4)
Common Stock	12/20/2013		J(5)		326 (2)	A	$ 0 (5)	139,015 (2)	I	See Note (4)
Common Stock	05/08/2014		J(6)		926 (2)	A	$ 0 (6)	139,941 (2)	I	See Note (4)

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

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

SEC 1474 (9-02)

number.

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 Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stuka Paul C/O OSIRIS PARTNERS, LLC 70 COLONIAL DRIVE CHATHAM, MA 02633		X		

Signatures

/s/ Paul Stuka	03/07/2016
**Signature of Reporting Person	Date

Explanation of Responses:

***** 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).

(1) On January 9, 2013, the Issuer delivered shares of common stock as a penalty for failure to effect the listing of the Issuer's common stock on a national securities exchange by December 31, 2012 (the "Penalty Shares") to purchasers party to that certain securities purchase agreement, dated as of March 31, 2011, by and among the Issuer and certain purchasers set forth therein, as amended (the "Purchase Agreement"). The Reporting Person received these Penalty Shares pursuant to rights it irrevocably acquired on April 18, 2011 under the Purchase Agreement. The Penalty Shares were issued for no additional consideration.

(2) Reflects a 1-for-10 reverse stock split effected October 1, 2015.

(3) The total amount of shares shown in Column 5 on Table I includes one (1) share omitted from the prior reports due to the rounding error.

(4) 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.

(5) On December 20, 2013, as a result of the Issuer granting certain options to purchase shares of common stock at exercise prices of $2.12 to $2.97 per share (without giving effect to the reverse stock split described in footnote (2) above), the Reporting Person received these shares of common stock (the "December Ratchet Shares") pursuant to rights it irrevocably acquired on each March 31, 2011 and April 18, 2011 under the Purchase Agreement with the Issuer that provided for the issuance of additional shares of common stock to the Reporting Person in the event the Issuer issued shares of common stock at a price below $6.00 per share (without giving effect to the reverse stock split described in footnote (2) above) or common stock equivalents pursuant to which shares of common stock may be acquired at a price per share below $6.00 (without giving effect to the reverse stock split described in footnote (2) above). The December Ratchet Shares were issued for no additional consideration.

(6) On May 8, 2014, as a result of the Issuer granting certain options to purchase shares of common stock at exercise prices of $0 to $3.23 per share (without giving effect to the reverse stock split described in footnote (2) above), the Reporting Person received these shares of common stock (the " May Ratchet Shares") pursuant to rights it irrevocably acquired on each March 31, 2011 and April 18, 2011 under the Purchase Agreement with the Issuer that provided for the issuance of additional shares of common stock to the Reporting Person in the event the Issuer issued shares of common stock at a price below $6.00 per share (without giving effect to the reverse stock split described in footnote (2) above) or common stock equivalents pursuant to which shares of common stock may be acquired at a price per share below $6.00 (without giving effect to the reverse stock split described in footnote (2) above). The May Ratchet Shares were issued for no additional consideration.

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.