InspireMD, Inc.
Form 4
January 28, 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 *
Shore Craig

(Last) (First) (Middle)

C/O INSPIREMD, INC., 321 COLUMBUS AVENUE

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	01/26/2016		A		1	A	$ 0 (1)	15,362 (2)	D	

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

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SEC 1474 (9-02)

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. D Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (right to buy)	$ 49.29 (3)	01/26/2016		D			9,131 (3)	(4)	02/27/2021	Common Stock	9,131 (3)	$
Options (right to buy)	$ 31.6 (5)	01/26/2016		D			7,500 (5)	(6)	05/25/2022	Common Stock	7,500 (5)	$
Options (right to buy)	$ 31 (7)	01/26/2016		D			7,700 (7)	(8)	01/29/2024	Common Stock	7,700 (7)	$
Options (right to buy)	$ 29.7 (9)	01/26/2016		D			9,667 (9)	(10)	01/31/2024	Common Stock	9,667 (9)	$
Options (right to buy)	$ 29.5 (11)	01/26/2016		D			2,500 (11)	(12)	05/03/2023	Common Stock	2,500 (11)	$
Options (right to buy)	$ 7.2 (13)	01/26/2016		D			7,852 (13)	(14)	01/26/2025	Common Stock	7,852 (13)	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shore Craig C/O INSPIREMD, INC. 321 COLUMBUS AVENUE BOSTON, MA 02116			CFO AND CAO	

Signatures

/s/ Craig Shore	01/28/2016
**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 26, 2016, the Issuer and the Reporting Person entered into that certain Option Cancellation and Release Agreement, pursuant to which the parties agreed to the cancellation of certain stock options previously granted to the Reporting Person in exchange for one (1) share of common stock as consideration.

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

(3) This option was previously reported as covering 365,223 shares at an exercise price of $1.232 per share, but was adjusted to reflect the 1-for-4 reverse stock split that occurred on December 21, 2012 and the 1-for-10 reverse stock split that occurred on October 1, 2015.

(4) This option vested in three equal annual installments that began on November 24, 2010.

(5) This option was previously reported as covering 300,000 shares at an exercise price of $0.8 per share, but was adjusted to reflect the 1-for-4 reverse stock split that occurred on December 21, 2012 and the 1-for-10 reverse stock split that occurred on October 1, 2015.

(6) This option vested in three equal annual installments beginning on May 25, 2013.

(7) This option was previously reported as covering 77,000 shares at an exercise price of $3.1 per share, but was adjusted to reflect the 1-for-10 reverse stock split that occurred on October 1, 2015.

(8) This option is exercisable in three equal annual installments, with 1/3 becoming exercisable on each of January 29, 2015, January 29, 2016 and January 29, 2017, subject to the Reporting Person's "continued service" with the Issuer, as such term is defined in the Issuer's Amended and Restated 2011 Umbrella Option Plan.

(9) This option was previously reported as covering 96,670 shares at an exercise price of $2.97 per share, but was adjusted to reflect the 1-for-10 reverse stock split that occurred on October 1, 2015.

(10) This option is exercisable in three equal annual installments, with 1/3 becoming exercisable on each of January 31, 2015, January 31, 2016 and January 31, 2017, subject to the Reporting Person's continued service.

(11) This option was previously reported as covering 25,000 shares at an exercise price of $2.95 per share, but was adjusted to reflect the 1-for-10 reverse stock split that occurred on October 1, 2015.

(12) This option vests in three equal annual installments, with 1/3 becoming exercisable on each of May 3, 2014, May 3, 2015 and May 3, 2016, subject to the Reporting Person's "continued service" with the Issuer, as such term is defined in the Issuer's Amended and Restated 2011 Umbrella Option Plan.

(13) This option was previously reported as covering 78,515 shares at an exercise price of $0.72 per share, but was adjusted to reflect the 1-for-10 reverse stock split that occurred on October 1, 2015.

(14) This option would have vested in three equal annual installments, with 1/3 becoming exercisable on each of January 26, 2016, January 26, 2017 and January 26, 2018, subject to the Reporting Person's continued service.

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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