

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-09**
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REPORTING OWNER

Stuka Paul

CIK: **1528577**

Type: **4** | Act: **34** | File No.: **001-35731** | Film No.: **13526411**

Mailing Address

*C/O OSIRIS PARTNERS, LLC
ONE LIBERTY SQUARE, 5TH
FLOOR
BOSTON MA 02109*

ISSUER

InspireMD, Inc.

CIK: **1433607** | IRS No.: **262123838** | State of Incorpor.: **DE** | Fiscal Year End: **0630**
SIC: **3841** Surgical & medical instruments & apparatus

Mailing Address

*3 MENORAT HAMOR ST.
TEL AVIV L3 67448*

Business Address

*3 MENORAT HAMOR ST.
TEL AVIV L3 67448
972-3-6917691*

FORM 4

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

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Stuka Paul			2. Issuer Name and Ticker or Trading Symbol InspireMD, Inc. [NSPR.OB]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2013					
C/O OSIRIS PARTNERS, LLC, ONE LIBERTY SQUARE, 5TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) BOSTON, MA 02109								
(City)	(State)	(Zip)						

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)	16,667	A	(1)	350,001	I	See Note (2)

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options to Purchase Common Stock (3)	\$3.16	06/18/2012		A		12,500		(4)	06/18/2022	Common Stock	12,500	\$ 0	12,500	D	
Options to Purchase Common Stock (3)	\$7.8	08/08/2011		A		25,000		(5)	08/08/2021	Common Stock	25,000	\$ 0	25,000	D	

Warrants (3)	\$7.2	03/31/2011		P	83,333	03/31/2011	03/31/2016	Common Stock	83,333	(6)	83,333	I	See Note (2)
Warrants (3)	\$7.2	04/15/2011		P	83,333	04/15/2011	04/15/2016	Common Stock	83,333	(6)	83,333	I	See Note (2)

Explanation of Responses:

- 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 March 31, 2011 under the Purchase Agreement. The Penalty Shares were issued for no additional consideration.
- These securities are held by an investment fund for which Mr. Stuka serves as managing member of the general partner. In such capacity, Mr. Stuka may be deemed to beneficially own the reported securities. Mr. Stuka 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.
- These transactions or holdings were previously reported by the Reporting Person. They are being reported in this Form 4 to note the Reporting Person's comprehensive holdings and to reflect the one-for-four reverse stock split that was effected by the Issuer on December 21, 2012.
- The option is exercisable in three equal annual installments. The first installment becomes exercisable on June 18, 2013, the second installment becomes exercisable on June 18, 2014 and the third installment becomes exercisable on June 18, 2015, provided that Mr. Stuka is providing services to the Issuer or its subsidiaries or affiliates on the applicable vesting date.
- The option is exercisable in three equal annual installments. The first installment became exercisable on August 8, 2012, the second installment becomes exercisable on August 8, 2013 and the third installment becomes exercisable on August 8, 2014, provided that Mr. Stuka is providing services to the Issuer or its subsidiaries or affiliates on the applicable vesting date.
- On each acquisition date, the Reporting Person acquired 166,667 shares of common stock and a five year warrant to purchase 83,333 shares of common stock at an exercise price of \$7.20 for aggregate consideration of \$1,000,000.

Signatures

/s/ Paul Stuka

** Signature of Reporting Person

01/11/2013

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.