

# INSPIREMD, INC.

## **FORM 8-K** (Current report filing)

Filed 05/12/21 for the Period Ending 05/12/21

Telephone	(888) 776-6804
CIK	0001433607
Symbol	NSPR
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
Fiscal Year	12/31

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):** May 12, 2021 (May 10, 2021)

**InspireMD, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-35731**

(Commission  
File Number)

**26-2123838**

(IRS Employer  
Identification No.)

**4 Menorat Hamaor St.  
Tel Aviv, Israel**

(Address of principal executive offices)

**6744832**

(Zip Code)

**(888) 776-6804**

(Registrant's telephone number, including area code)

**N/A**

(Former Name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of exchange on which registered</b>
Common Stock, par value \$0.0001 per share	NSPR	NYSE American
Series A Warrants, exercisable for one share of Common Stock	NSPR.WS	NYSE American
Series B Warrants, exercisable for one share of Common Stock	NSPR.WSB	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Appointment of Certain Officers**

On May 10, 2021, the board of directors of InspireMD, Inc. (the “Board” and the “Company”, respectively) appointed Ms. Kathryn Arnold as a Class III member of the Board, effective as of that date, with a term expiring at the Company’s 2023 annual meeting of stockholders. In connection with her appointment, on May 10, 2021, Ms. Arnold was granted (a) options to purchase 3,512 shares of Common Stock (the “Options”), and (b) 10,536 shares of restricted stock (the “Restricted Stock”, together with the Options the “Arnold Grant”). The Options have an exercise price equal to the closing fair market value of the Common Stock on the date of grant, subject to the terms and conditions of the Company’s 2013 Long-Term Incentive Plan (the “Plan”). The Options and the Restricted Stock will vest and become exercisable in three equal annual installments beginning on the one-year anniversary of the date of the Arnold Grant, provided that in the event that Ms. Arnold is either (i) not reelected as a director at the Company’s 2023 annual meeting of stockholders, or (ii) not nominated for reelection as a director at the Company’s 2023 annual meeting of stockholders, any unvested Options or Restricted Stock will vest in full and become exercisable on the date of the decision not to reelect or nominate her (as applicable). The Options have a term of 10 years from the date of grant.

**Item 8.01. Other Events.**

On May 12, 2021, the Company issued a press release announcing the appointment of Ms. Arnold to the Board and providing related information, a copy of which is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press release dated May 10, 2021</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**InspireMD, Inc.**

Date: May 12, 2021

By: /s/ Craig Shore  
Name: Craig Shore  
Title: Chief Financial Officer

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**InspireMD Announces Appointment of Katie Arnold  
to Board of Directors**

Tel Aviv, Israel - May 12, 2021 - [InspireMD, Inc.](#) (NYSE American: NSPR), developer of the CGuard™ Embolic Prevention System (EPS) for the prevention of stroke caused by the treatment of Carotid Artery Disease (CAD), today announced it has appointed seasoned marketing executive Kathryn (Katie) Arnold to its Board of Directors. With more than two decades of strategy and commercialization experience within the medical device industry, Ms. Arnold joins as the company advances global commercialization and enrollment in the U.S. IDE trial of its novel CGuard EPS technology.

“We are pleased to welcome Katie to the InspireMD Board. She is a proven marketing professional with a track record for delivering flawless launch execution and implementing key business strategies,” commented Paul Stuka, Chairman of the InspireMD Board. “Her wealth of knowledge and strong leadership will be instrumental in guiding our strategic plan and expand our commercial footprint.”

Ms. Arnold is the Founder and CEO of SPRIG Consulting, a strategic marketing consulting firm with over a decade of success in the medical space. Since its inception, the firm has engaged with over 200 medical companies ranging from venture-backed startups to Fortune 500 companies. Prior to founding SPRIG, Ms. Arnold held sales and marketing management roles with Guidant Corporation (acquired by Abbott Laboratories and Boston Scientific) and Kensey Nash Corporation (acquired by Spectranetics Corporation / Royal Philips). She has managed vascular and endovascular businesses, built strong commercial teams, and led numerous successful global product launches. Additionally, Ms. Arnold is an adjunct faculty member at the Kellogg School of Management at Northwestern University where she teaches a course specific to medical product commercialization and financing. Ms. Arnold received a bachelor of arts in environmental science from the University of Vermont and a master’s degree from the Kellogg School of Management at Northwestern University.

“I am excited to be joining InspireMD’s board at a time of significant organic growth and expansion through commercial and business development activities,” says Ms. Arnold. “Despite advances in the stenting space, a clear unmet need remains for a solution that effectively treats carotid artery disease. I am very impressed with the unique design of the CGuard stent and the robust clinical data validating its performance. I am excited to work with the management team and the board as we maximize opportunities for the company to reduce the worldwide stroke burden and transform the treatment of carotid artery disease.”



## About InspireMD, Inc.

InspireMD seeks to utilize its proprietary MicroNet<sup>®</sup> technology to make its products the industry standard for carotid stenting by providing outstanding acute results and durable, stroke-free, long-term outcomes.

As of May 21, 2021, InspireMD's common stock will be quoted on the Nasdaq under the ticker symbol NSPR.

## Forward-looking Statements

*This press release contains "forward-looking statements." Such statements may be preceded by the words "intends," "may," "will," "plans," "expects," "anticipates," "projects," "predicts," "estimates," "aims," "believes," "hopes," "potential" or similar words. Forward-looking statements are not guarantees of future performance, are based on certain assumptions and are subject to various known and unknown risks and uncertainties, many of which are beyond the Company's control, and cannot be predicted or quantified and consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, risks and uncertainties associated with (i) market acceptance of our existing and new products, (ii) negative clinical trial results or lengthy product delays in key markets, (iii) an inability to secure regulatory approvals for the sale of our products, (iv) intense competition in the medical device industry from much larger, multinational companies, (v) product liability claims, (vi) product malfunctions, (vii) our limited manufacturing capabilities and reliance on subcontractors for assistance, (viii) insufficient or inadequate reimbursement by governmental and other third party payers for our products, (ix) our efforts to successfully obtain and maintain intellectual property protection covering our products, which may not be successful, (x) legislative or regulatory reform of the healthcare system in both the U.S. and foreign jurisdictions, (xi) our reliance on single suppliers for certain product components, (xii) the fact that we will need to raise additional capital to meet our business requirements in the future and that such capital raising may be costly, dilutive or difficult to obtain and (xiii) the fact that we conduct business in multiple foreign jurisdictions, exposing us to foreign currency exchange rate fluctuations, logistical and communications challenges, burdens and costs of compliance with foreign laws and political and economic instability in each jurisdiction. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company's filings with the Securities and Exchange Commission (SEC), including the Company's Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q. Investors and security holders are urged to read these documents free of charge on the SEC's web site at <http://www.sec.gov>. The Company assumes no obligation to publicly update or revise its forward-looking statements as a result of new information, future events or otherwise.*

## Investor Contacts:

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