

INSPIREMD, INC.

FORM 8-K (Current report filing)

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Telephone	(888) 776-6804
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Sector	Healthcare
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**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): June 8, 2020

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:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, par value \$0.0001 per share	NSPR	NYSE American
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 1.01 Entry into a Material Definitive Agreement.

Public Offering

On June 3, 2020, InspireMD, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with A.G.P./Alliance Global Partners (the “Underwriter”), relating to an underwritten public offering (the “Offering”) of (i) 7,635,800 units (“Units”), with each Unit being comprised of one share of the Company’s common stock, par value \$0.0001 per share (“common stock”), and one Series F warrant (a “Series F Warrant”) to purchase one share of common stock, and (ii) 14,586,400 pre-funded units (the “Pre-Funded Units”), with each Pre-Funded Unit being comprised of one pre-funded warrant (a “Pre-Funded Warrant”) to purchase one share of common stock and one Series F Warrant. The offering price to the public was \$0.45 per Unit and \$0.449 per Pre-Funded Unit.

The Company also granted the Underwriter a 45-day option to purchase up to an additional 3,333,333 shares of common stock at a purchase price of \$0.45 per share and/or up to 3,333,333 additional Series F Warrants to purchase an aggregate of 3,333,333 shares of common stock. At the closing of the Offering, which took place on June 5, 2020, the Underwriter exercised the option practically in full, for 3,333,300 shares of common stock and 3,333,300 Series F Warrants. Upon exercise of that over-allotment option, the Offering yielded gross proceeds of approximately \$11.5 million for the Company.

The underwriter for the Offering received discounts and commissions of 7% in the Offering, or 0.0315 per Unit and \$0.3143 per Pre-Funded Unit. The underwriters agreed to reimburse the Company’s offering expenses in an amount equal to up to 1.5%, which was netted at closing against the 7% of discounts and commissions, yielding an effective discount/commission rate of 5.5% for the underwriters in the offering.

The net proceeds to the Company from the Offering and the exercise of the Underwriter’s over-allotment option were approximately \$10.7 million, after deducting underwriting discounts and commissions and payment of other estimated expenses associated with the Offering, but excluding the proceeds, if any, from the exercise of Series F Warrants and the Pre-Funded Warrants sold in the Offering. The Company intends to use the net proceeds of the Offering for research and development, sales and marketing, working capital, and other general corporate purposes.

The Series F Warrants included in the Common Units and the Pre-Funded Units are immediately exercisable at a price of \$0.001 per share, subject to adjustment in certain circumstances, and expire five years from the date of issuance. The shares of common stock, in the case of the Units, or Pre-Funded Warrants, in the case of the Pre-Funded Units, and the Series F Warrants, were offered together, but those securities were issued separately.

The Pre-Funded Units were offered and sold to purchasers whose purchase of Common Units in the Offering would have otherwise resulted in the purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% (or, at the election of the purchaser, 9.99%) of the Company’s outstanding common stock immediately following the consummation of this Offering, if the purchaser so chose in lieu of Common Units that would have otherwise resulted in the purchaser’s beneficial ownership exceeding 4.99% of the Company’s outstanding common stock (or at the election of the purchaser, 9.99%). Each Pre-Funded Warrant is exercisable for one share of common stock at an exercise price of \$0.001 per share. The Pre-Funded Warrants are immediately exercisable and may be exercised at any time.

The Underwriting Agreement contains customary representations and warranties, agreements and obligations, conditions to closing and termination provisions. The Underwriting Agreement provides for indemnification by the Underwriter of the Company, its directors and certain of its executive officers, and by the Company of the Underwriter, for certain liabilities, including liabilities arising under the Securities Act of 1933, as amended, and affords certain rights of contribution with respect thereto.

A registration statement on Form S-1 relating to the Offering (File No. 333- 238247) (the “Form S-1”) was declared effective by the Securities and Exchange Commission on June 2, 2020. The Offering was made only by means of a prospectus forming a part of the effective registration statement.

The foregoing descriptions of the Underwriting Agreement, the Series F Warrants and the Pre-Funded Warrants are not complete and are qualified in their entirety by reference to the full text of the forms of Underwriting Agreement, Pre-Funded Warrant and Series F Warrant, copies of which were filed as Exhibits 1.1, 4.4 and 4.5, respectively, to the Form S-1, and which are incorporated by reference herein.

Item 8.01 Other Events.

On June 3, 2020 and June 8, 2020, the Company issued press releases announcing the pricing and closing, respectively, of the Offering. Copies of those press releases are attached as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K and are hereby incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
1.1	<u>Form of Underwriting Agreement (incorporated by reference to Exhibit 1.1 to the Company’s Registration Statement on Form S-1, Amendment No. 2, filed with the SEC on June 1, 2020)</u>
4.1	<u>Form of Pre-Funded Warrant (incorporated by reference to Exhibit 4.4 to the Company’s Registration Statement on Form S-1, Amendment No. 2, filed with the SEC on June 1, 2020)</u>
4.2	<u>Form of Series F Warrant (incorporated by reference to Exhibit 4.5 to the Company’s Registration Statement on Form S-1, Amendment No. 2, filed with the SEC on June 1, 2020)</u>
99.1	<u>Press release of InspireMD, Inc. announcing the pricing of the Offering, issued on June 3, 2020</u>
99.2	<u>Press release of InspireMD, Inc. announcing the closing of the Offering, issued on June 8, 2020</u>

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: June 8, 2020

By: /s/ Craig Shore

Name: Craig Shore

Title: Chief Financial Officer



InspireMD, Inc. Announces Pricing of \$10 Million Underwritten Public Offering

Tel Aviv, Israel— June 3, 2020 – InspireMD, Inc. (NYSE American: NSPR), the developer of the CGuard™ Embolic Prevention System (EPS) for the prevention of stroke caused by carotid artery disease, today announced the pricing of an underwritten public offering of 22,222,200 units at a price to the public of \$0.45 per unit. InspireMD expects to receive aggregate gross proceeds of approximately \$10.0 million from the offering, assuming no exercise of the underwriter’s option to purchase additional securities. Each unit contains one share of common stock (or common stock equivalent) and one Series F warrant to purchase one share of common stock at an exercise price of \$0.495 per share. The common stock (or common stock equivalents) and the accompanying Series F warrants included in the units can only be purchased together in this offering, but will be issued separately and will be immediately separable upon issuance.

In connection with the offering, InspireMD has granted the underwriter a 45-day option to purchase up to an additional 3,333,330 units, consisting of shares of common stock and/or Series F warrants, for additional gross proceeds of up to \$1.5 million. The offering is expected to close on or about June 5, 2020, subject to customary closing conditions.

A.G.P. / Alliance Global Partners is acting as the sole book-running manager for the offering.

InspireMD intends to use the net proceeds of this offering for research and development, sales and marketing, working capital and other general corporate purposes.

A registration statement on Form S-1 (File No. 333-238247) relating to the public offering of the securities described above was filed with the Securities and Exchange Commission (“SEC”) and was declared effective on June 2, 2020. The offering is being made only by means of a prospectus forming part of the effective registration statement. A preliminary prospectus relating to and describing the terms of the offering has been filed with the SEC and is available on the SEC’s website at www.sec.gov. Electronic copies of the preliminary prospectus and, when available, electronic copies of the final prospectus may be obtained from A.G.P./Alliance Global Partners, 590 Madison Avenue, 28th Floor, New York, NY 10022, by calling (212) 624-2060 or emailing investmentbanking@allianceg.com, or at the SEC’s website at <http://www.sec.gov>.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About InspireMD, Inc.

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

InspireMD’s common stock is traded on the NYSE American under the ticker symbol NSPR and certain warrants are quoted on the NYSE American under the ticker symbols NSPR.WS and NSPR.WSB.

Forward-Looking Statements

This press release includes statements related to the offering of InspireMD's units, including as to the closing of the offering and the use of net proceeds therefrom. These statements and other statements in this press release constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. 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) the underwritten public offering, including the potential non-completion of the offering, the actual proceeds therefrom and the uses thereof, (ii) market acceptance of the Company's existing and new products, (iii) negative clinical trial results or lengthy product delays in key markets, (iv) an inability to secure regulatory approvals for the sale of the Company's products, (v) intense competition in the medical device industry from much larger, multinational companies, (vi) product liability claims, (vii) product malfunctions, (viii) the Company's limited manufacturing capabilities and reliance on subcontractors for assistance, (ix) insufficient or inadequate reimbursement by governmental and other third-party payers for the Company's products, (x) the Company's efforts to successfully obtain and maintain intellectual property protection covering its products, which may not be successful, (xi) legislative or regulatory reform of the healthcare system in both the U.S. and foreign jurisdictions, (xii) the Company's reliance on single suppliers for certain product components, (xiii) the fact that the Company will need to raise additional capital to meet its business requirements in the future and that such capital raising may be costly, dilutive or difficult to obtain and (xiv) 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 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 website 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, unless required by law.

Investor Contacts:

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InspireMD, Inc. Announces Underwriter Exercise of Over-Allotment Option in Full and Closing of \$11.5 Million Follow-On Underwritten Public Offering

Tel Aviv, Israel— June 8, 2020 – InspireMD, Inc. (NYSE American: NSPR), the developer of the CGuard™ Embolic Prevention System (EPS) for the prevention of stroke caused by carotid artery disease, announced today the closing, on June 5, 2020, of its \$11.5 million follow-on underwritten public offering, which included \$1.5 million from the exercise, in full, by the underwriter of its over-allotment option for the offering. Pursuant to the offering, InspireMD issued 25,555,500 shares of common stock or common stock equivalents, along with an equivalent number of Series F warrants to purchase common stock, in units, at a price to the public of \$0.45 per unit. Each Series F warrant is exercisable for one share of common stock at an exercise price of \$0.495 per share. The common stock (or common stock equivalents) and the accompanying Series F warrants included in the units were issued separately to investors at the closing.

A.G.P. / Alliance Global Partners served as the sole book-running manager for the offering.

InspireMD intends to use the net proceeds of this offering—estimated at \$10.7 million— for research and development, sales and marketing, working capital and other general corporate purposes.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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