

InspireMD, Inc.
Form 8-K
April 11, 2013

**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): April 10, 2013

InspireMD, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------------------------|--------------------------|--------------------------------------|
| Delaware | 000-54335 | 26-2123838 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

4 Menorat Hamaor St.

67448

Tel Aviv, Israel

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 972-3-691-7691

(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))

Item 8.01 Other Events.

On April 10, 2013, InspireMD, Inc. (the “Company”) announced the pricing of an underwritten public offering of 12,500,000 shares of its common stock at a price to the public of \$2.00 per share. The net proceeds to the Company from this offering are expected to be approximately \$22.6 million, after deducting underwriting discounts and commissions and other estimated offering expenses. The offering is expected to close on or about April 16, 2013, subject to customary closing conditions. The Company also has granted the underwriters a 30-day option to purchase up to an additional 1,875,000 shares to cover over-allotments, if any.

The Company also announced that, effective as of April 11, 2013, its common stock will begin trading on the NYSE MKT under the symbol “NSPR.” In connection with its listing on the NYSE MKT, the Company’s common stock will cease trading on the OTC Bulletin Board.

A copy of the press release announcing these events is attached as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|---------------------------|------------------------------------|
| 99.1 | Press Release dated April 10, 2013 |

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: April 11, 2013 By: /s/ Craig Shore

Name: Craig Shore

Title: Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|------------------------------------|
| 99.1 | Press Release dated April 10, 2013 |