SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
ROUBIN GARY S

(Last) (First) (Middle)
C/O INSPIREMD, INC.
6303 WATERFORD DISTRICT DRIVE, SUITE 215

(Street)
MIAMI FL 33126

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/21/2026

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director
10% Owner
Officer (give title below)
Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ 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			

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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series J Warrant (right to buy)	$1.3827	09/18/2026		J(1)			15,313	05/15/2023	(2)	Common Stock	15,313	$0	15,312	D	
Series J Warrant (right to buy)	$0.7674	09/18/2026		J(1)		15,313		05/15/2023	(3)	Common Stock	15,313	$0	15,313	D	
Series K Warrant (right to buy)	$1.3827	09/18/2026		J(4)			30,624	05/15/2023	(5)	Common Stock	30,624	$0	0	D	
Series K Warrant (right to buy)	$0.7674	09/18/2026		J(4)		30,624		05/15/2023	(6)	Common Stock	30,624	$0	30,624	D	

Explanation of Responses:

1. See Exhibit 99.1; Note 1
2. See Exhibit 99.1; Note 2
3. See Exhibit 99.1; Note 3
4. See Exhibit 99.1; Note 4
5. See Exhibit 99.1; Note 5
6. See Exhibit 99.1; Note 6

/s/ Michael Lawless, Attorney-in-Fact for Gary S. Roubin — 09/23/2026

** Signature of Reporting Person — 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.

Exhibit 99.1

Explanation of Responses:

1. On September 18, 2026, the Reporting Person and InspireMD, Inc. (the "Company") entered into an amendment (the "Series J Warrant Amendment") to the Reporting Person's Series J Common Stock Purchase Warrant (the "Original Series J Warrant"). The Series J Warrant Amendment modified the exercise price and termination date applicable to 15,313 shares underlying the Original Series J Warrant, representing approximately 50% of the 30,625 shares underlying the Original Series J Warrant. Except as modified by the Series J Warrant Amendment, the terms of the Original Series J Warrant remain in full force and effect. The exercise price and termination date applicable to the remaining 15,312 shares underlying the Original Series J Warrant were not modified. The Series J Warrant Amendment did not result in the issuance of an additional warrant or an increase in the number of shares underlying the Original Series J Warrant. The form, terms and conditions of the Series J Warrant Amendment were approved by the Board of Directors of the Company on September 17, 2026, and, as a result, the Series J Warrant Amendment is exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended.

2. The Original Series J Warrants terminates at 5:00 p.m. Eastern Time on the earlier of (i) May 15, 2028 and (ii) 20 trading days following the Company's announcement of receipt of FDA approval for the SwitchGuard transcarotid system and CGuard Prime 80 cm.

3. The Series J Warrant Amendment modified the termination date applicable to 15,313 shares underlying the Original Series J Warrant to 5:00 p.m. Eastern Time on the earlier of (i) May 15, 2028 and (ii) 20 trading days following the Company's announcement of receipt of FDA approval for the CGuard Prime 80 cm.

4. On September 18, 2026, the Reporting Person and the Company entered into an amendment (the "Series K Warrant Amendment") to the Reporting Person's Series K Common Stock Purchase Warrant (the "Original Series K Warrant"). The Series K Warrant Amendment modified the exercise price and termination date applicable to all shares underlying the Original Series K Warrant. Except as modified by the Series K Warrant Amendment, the terms of the Original Series K Warrant remain in full force and effect. The Series K Warrant Amendment did not result in the issuance of an additional warrant or an increase in the number of shares underlying the Original Series K Warrant. The form, terms and conditions of the Series K Warrant Amendment were approved by the Board of Directors of the Company on September 17, 2026, and, as a result, the Series K Warrant Amendment is exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended.

5. Prior to the Series K Warrant Amendment, the Original Series K Warrant had a termination date at 5:00 p.m. Eastern Time on the earlier of (i) May 15, 2028 and (ii) 20 trading days following the end of the fourth fiscal quarter after the fiscal quarter in which the first commercial sales of the CGuard Carotid Stent System in the United States begin.

6. The Series K Warrant Amendment modified the termination date applicable to all shares underlying the Original Series K Warrant to 5:00 p.m. Eastern Time on the earlier of (i) May 15, 2028 and (ii) 20 Trading Days following the Company's announcement of receipt of FDA approval for the CGuard Prime 80 cm.