

INSPIREMD, INC.

FORM 8-K (Current report filing)

Filed 02/09/21 for the Period Ending 02/03/21

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): February 3, 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:

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 February 3, 2021, 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 29,032,258 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 G warrant (a “Series G Warrant”) to purchase one-half of one share of Common Stock. The offering price to the public was \$0.62 per Unit (the “Offering Price”). The Series G Warrants are immediately exercisable at a price of \$0.682 per share, subject to adjustment in certain circumstances, and expire five years from the date of issuance. The Offering closed on February 8, 2021.

The Company granted the Underwriter a 45-day option to purchase up to an additional 4,354,838 Units consisting of 4,354,838 shares of Common Stock and Series G Warrants to purchase 2,177,419 shares of common stock in the Offering, which the Underwriter exercised in full on February 4, 2021.

In connection with the Offering, the Underwriter received discounts and commissions of 7%, or \$0.0434 per Unit, reimbursement for legal expenses of \$65,000 and non-accountable expenses of 0.5% of the aggregate gross proceeds of the Offering. In addition, the Company granted the Underwriter a compensation warrant to purchase up to 1,669,355 shares of Common Stock (the “Underwriter Warrants”). The Underwriter Warrants have an exercise price of \$0.682 per share and are exercisable immediately and for five years from the date of effectiveness of the registration statement in connection with the Offering.

The net proceeds to the Company from the Offering, after giving effect to the exercise of the Underwriter’s over-allotment option, were approximately \$18.9 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 G Warrants sold in the Offering. The Company intends to use the net proceeds of the Offering to support its operations, including for its pivotal clinical trial for its CGuard™ Carotid Stent System, CARENET-III, including the costs of producing and manufacturing the product required for the clinical trial and enhancements to the Company’s manufacturing and quality systems for purposes of compliance with FDA Good Manufacturing Practices (GMP), for working capital and for other general corporate purposes, which will include the pursuit of the Company’s other research and development efforts.

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. 333-252199) (the “Form S-1”) was declared effective by the Securities and Exchange Commission on February 3, 2021. The Offering was made only by means of a prospectus forming a part of the effective registration statement.

Investor Agreement

In connection with the Offering, the Company and certain purchasers that purchased in excess of \$250,000 of Units in the Offering entered into an Investor Agreement, dated February 3, 2021, pursuant to which each such purchaser (i) agreed to vote its shares of common stock that they own or control on the record date of the Company’s next stockholders meeting in favor of approval to amend the Company’s amended and restated certificate of incorporation, as amended, to effect a contemplated reverse stock split of the common stock; and (ii) agreed to certain limitations on sales of the common stock that they own or control during the period from the effective date of the Form S-1 until February 8, 2021.

The foregoing descriptions of the Underwriting Agreement, the Series G Warrants, Underwriter Warrants and Investor Agreement are not complete and are qualified in their entirety by reference to the full text of the forms of Underwriting Agreement, Series G Warrant, Underwriter Warrants and Investor Agreement, copies of which were filed as Exhibits 1.1, 4.5, 4.6 and 10.66, respectively, to the Form S-1, and which are incorporated by reference herein.

Item 8.01 Other Events.

On February 4, 2021 and February 8, 2021, 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 January 29, 2021)</u>
4.1	<u>Form of Series G 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 January 29, 2021)</u>
4.2	<u>Form of Underwriter 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 January 29, 2021)</u>
10.1	<u>Form of Investor Agreement (incorporated by reference to Exhibit 10.66 to the Company’s Registration Statement on Form S-1, Amendment No. 2, filed with the SEC on January 29, 2021)</u>
99.1	<u>Press release of InspireMD, Inc. announcing the pricing of the Offering, issued on February 4, 2021</u>
99.2	<u>Press release of InspireMD, Inc. announcing the closing of the Offering, issued on February 8, 2021</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: February 9, 2021

By: /s/ Craig Shore

Name: Craig Shore

Title: Chief Financial Officer

INSPIREMD ANNOUNCES PRICING OF UPSIZED \$18 MILLION UNDERWRITTEN PUBLIC OFFERING

Tel Aviv, Israel / February 4, 2021 / InspireMD, Inc. ("InspireMD") (NYSE:NSPR), a medical device company focused on the development and commercialization of proprietary MicroNet stent platform technology for the treatment of vascular and coronary diseases in Europe, Latin America, the Middle East and Asia, today announced the pricing of an upsized underwritten public offering of securities for gross proceeds of \$18 million (or \$20.7 million if the underwriters exercise their option to purchase additional securities) prior to deducting underwriting discounts and estimated offering expenses payable by InspireMD.

The offering is comprised of 29,032,258 Units, priced at a public offering price of \$0.62 per Unit, with each Unit consisting of one share of Common Stock and one Series G Warrant to purchase one-half of one share of Common Stock, at an exercise price of \$0.682 per share and expiring on the fifth anniversary of the date of issuance.

The closing of the offering is expected to take place on or about February 8, 2021, subject to the satisfaction or waiver of customary closing conditions.

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

A total of 29,032,258 Units will be issued and sold in the offering. In addition, InspireMD has granted the underwriters a 45-day option to purchase up to 4,354,838 Units consisting of 4,354,838 shares of Common Stock and/or 2,177,419 Series G Warrants, solely to cover over-allotments, if any. The securities were offered pursuant to a registration statement on Form S-1 (File No. 333-252199), which was declared effective by the U.S. Securities and Exchange Commission ("SEC") on February 3, 2021.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor will there be any sales of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. The offering is being made solely by means of a prospectus. A final prospectus relating to this offering will be filed by InspireMD with the SEC. When available, copies of the final prospectus can be obtained at the SEC's website at www.sec.gov or from A.G.P./Alliance Global Partners, 590 Madison Avenue, 28th Floor, New York, New York 10022, or by email at prospectus@alliancecg.com.

About InspireMD

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. For more information, visit www.inspiremd.com. InspireMD routinely posts information that may be important to investors in the Investors section of its website.

Forward-Looking Statement

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 in this press release include, but are not limited to, statements related to the offering of InspireMD’s units, including the closing of the offering and the satisfaction of customary closing conditions to the offering. 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 InspireMD’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 InspireMD’s 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 InspireMD’s products, (iv) the impact of the COVID-19 pandemic on InspireMD’s manufacturing, sales, business plan and the global economy, (v) intense competition in the medical device industry from much larger, multinational companies, (vi) product liability claims, (vii) product malfunctions, (viii) limited manufacturing capabilities and reliance on subcontractors for assistance, (ix) insufficient or inadequate reimbursement by governmental and other third party payers for InspireMD’s products, (x) efforts to successfully obtain and maintain intellectual property protection covering InspireMD’s products, which may not be successful, (xi) legislative or regulatory reform of the healthcare system in both the U.S. and foreign jurisdictions, (xii) reliance on single suppliers for certain product components, (xiii) the fact that InspireMD 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 InspireMD conducts business in multiple foreign jurisdictions, exposing it 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 InspireMD and the risk factors that may affect the realization of forward-looking statements is set forth in InspireMD’s filings with the SEC, including InspireMD’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>. Except as required by SEC rules, InspireMD assumes no obligation to publicly update or revise its forward-looking statements as a result of new information, future events or otherwise.

Investor Contacts:

Craig Shore
Chief Financial Officer
InspireMD, Inc.
888-776-6804
craigs@inspiremd.com



INSPIREMD ANNOUNCES CLOSING OF AN UPSIZED \$20.7 MILLION UNDERWRITTEN PUBLIC OFFERING AND FULL EXERCISE OF OVER-ALLOTMENT OPTION

Tel Aviv, Israel, Feb. 08, 2021 (GLOBE NEWSWIRE) — InspireMD, Inc. (“InspireMD”) (NYSE:NSPR), a medical device company focused on the development and commercialization of proprietary MicroNet stent platform technology for the treatment of vascular and coronary diseases in Europe, Latin America, the Middle East and Asia, today announced the closing of an upsized underwritten public offering of units for gross proceeds of approximately \$20.7 million, which includes the full exercise of the underwriter’s over-allotment option to purchase additional shares and warrants, prior to deducting underwriting discounts and commissions and offering expenses payable by InspireMD.

The offering is comprised of 29,032,258 Units, priced at a public offering price of \$0.62 per Unit, with each Unit consisting of one share of Common Stock and one Series G Warrant to purchase one-half of one share of Common Stock, at an exercise price of \$0.682 per share and expiring on the fifth anniversary of the date of issuance. The underwriter also exercised an over-allotment option to purchase an additional 4,354,838 Units consisting of 4,354,838 shares of Common Stock and/or Series G Warrants to purchase 2,177,419 shares of Common Stock in the offering.

A.G.P./Alliance Global Partners acted as the sole book-running manager in connection with the offering.

The securities were offered pursuant to a registration statement on Form S-1 (File No. 333-252199), which was declared effective by the U.S. Securities and Exchange Commission (“SEC”) on February 3, 2021.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor will there be any sales of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. The offering is being made solely by means of a prospectus. A final prospectus relating to this offering will be filed by InspireMD with the SEC. When available, copies of the final prospectus can be obtained at the SEC’s website at www.sec.gov or from A.G.P./Alliance Global Partners, 590 Madison Avenue, 28th Floor, New York, New York 10022, or by email at prospectus@allianceg.com.

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. For more information, visit www.inspiremd.com. InspireMD routinely posts information that may be important to investors in the Investors section of its website.

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 in this press release include, but are not limited to, statements related to the offering of InspireMD’s units, including the closing of the offering and the satisfaction of customary closing conditions to the offering. 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 InspireMD’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 InspireMD’s 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 InspireMD’s products, (iv) the impact of the COVID-19 pandemic on InspireMD’s manufacturing, sales, business plan and the global economy, (v) intense competition in the medical device industry from much larger, multinational companies, (vi) product liability claims, (vii) product malfunctions, (viii) limited manufacturing capabilities and reliance on subcontractors for assistance, (ix) insufficient or inadequate reimbursement by governmental and other third party payers for InspireMD’s products, (x) efforts to successfully obtain and maintain intellectual property protection covering InspireMD’s products, which may not be successful, (xi) legislative or regulatory reform of the healthcare system in both the U.S. and foreign jurisdictions, (xii) reliance on single suppliers for certain product components, (xiii) the fact that InspireMD 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 InspireMD conducts business in multiple foreign jurisdictions, exposing it 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 InspireMD and the risk factors that may affect the realization of forward-looking statements is set forth in InspireMD’s filings with the SEC, including InspireMD’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>. Except as required by SEC rules, InspireMD assumes no obligation to publicly update or revise its forward-looking statements as a result of new information, future events or otherwise.

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