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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 13, 2025

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**InspireMD, Inc.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

001-35731  
(Commission  
File Number)

26-2123838  
(IRS Employer  
Identification No.)

6303 Waterford District Drive, Suite 215  
Miami, Florida 33126  
(Address of principal executive offices)

6744832  
(Zip Code)

Registrant's telephone number, including area code: (888) 776-6804

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

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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 each exchange on which registered
Common Stock, \$0.0001 par value per share	NSPR	The Nasdaq Capital Market

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. ☐

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## Item 5.02 Departure of Directors or Certain Officers; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On September 13, 2025, Mr. Thomas J. Kester, a Class III member of the board of directors of InspireMD, Inc. (the “Board” and the “Company”, respectively), a member of the compensation committee of the Board (the “Compensation Committee”), and the chairman of the audit committee of the Board (the “Audit Committee”), tendered his resignation from the Board, effective September 16, 2025. Mr. Kester’s resignation from the Board was not due to any disagreement with the Company, the Board or the management of the Company on any matter relating to the Company’s operations, policies, practices or otherwise.

On September 16, 2025, the Board appointed Mr. Danny Lee Dearen Jr. as a Class III member of the Board, effective as of that date, with a term expiring at the Company’s 2026 annual meeting of stockholders. In connection with his appointment, Mr. Dearen was also appointed as the chairman of the Audit Committee and a member of the Compensation Committee.

In connection with his appointment, on September 16, 2025, Mr. Dearen was granted (a) options to purchase shares of common stock (“Options”), and (b) restricted shares of the Company’s common stock (“Restricted Stock”) under the Company’s 2021 Equity Compensation Plan, with the aggregate value of such grant being approximately \$180,000 and allocated 75% in Restricted Stock and 25% in Options. The Options have an exercise price equal to the closing price of the Company’s common stock on the date of grant and have a term of 10 years from the date of grant. The Options and the Restricted Stock will vest and become exercisable on the one-year anniversary of the date of the grant, subject to Mr. Dearen’s continued service to the Company, provided that in the event that Mr. Dearen is either (i) not reelected as a director at the Company’s 2026 annual meeting of stockholders, or (ii) not nominated for reelection as a director at the Company’s 2026 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 him (as applicable).

Mr. Dearen has served as a member of the board of directors of Beta Bionics, Inc. (Nasdaq: BBNX), a medical device company engaged in the design, development, and commercialization of innovative solutions to improve the health and quality of life of insulin-requiring people with diabetes, since October 2024. Mr. Dearen previously worked at Axonics, Inc. (Nasdaq: AXNX), a medical device company, serving as Chief Operating Officer and Chief Financial Officer from October 2013 to August 2018 and as President and Chief Financial Officer from August 2018 to October 2023. Previously, he served as Chief Operating Officer and Chief Financial Officer of Vessix Vascular Inc. from July 2009 to November 2012, Chief Financial Officer of Miraval Holding from December 2004 to November 2008, and Chief Financial Officer of Q3DM, Fairbanks Systems Group, ESI Software, and Medication Delivery Devices from January 1995 to November 2004. Mr. Dearen also serves on the boards of several privately held companies, including JenaValve Technology, Inc., a developer and manufacturer of transcatheter aortic valve replacement systems, since January 2023. He previously served on the board of directors of Endotronix, Inc., a developer and manufacturer of digital health management solutions for patients suffering from heart failure, from March 2021 until its acquisition by Edwards Lifesciences in August 2024. Mr. Dearen received his B.B.A. in Accounting and Business from Southern Methodist University and his M.B.A. from Boston College.

The Board has determined that Mr. Dearen is independent under the applicable rules of the SEC and The Nasdaq Stock Market and is an “audit committee financial expert” within the meaning of Item 407(d)(5) of Regulation S-K.

Since the beginning of Company’s last fiscal year, the Company has not engaged in any transaction, or any currently proposed transaction, in which Mr. Dearen had or will have a direct or indirect material interest that would require disclosure pursuant to Item 404(a) of Regulation S-K promulgated by the SEC.

Mr. Dearen will participate in the Company’s standard non-employee director compensation arrangements which includes the right to annual cash payments with respect to Board and applicable committee service and an annual grant of equity awards under the Company’s equity compensation plans.

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In connection with Mr. Kester’s resignation from the Board, in recognition of the dedicated service of Mr. Kester to the Company, and notwithstanding the termination of Mr. Kester’s service, the Compensation Committee approved the acceleration of unvested equity awards held by Mr. Kester, the extension of the expiration dates of stock option awards held by Mr. Kester for a period of two years from the effective date of Mr. Kester’s resignation from the Board, the payment of four additional quarters of Board, Audit Committee chairman and Compensation Committee member fees, and the grant of shares of the Company’s common stock and Options, at an exercise price for the Options equal to the closing fair market value of the Company’s common stock on September 15, 2025, in an aggregate amount of approximately \$120,000 allocated 75% in common stock and 25% in Options.

**Item 7.01. Regulation FD Disclosure.**

On September 17, 2025, the Company issued a press release titled “InspireMD Announces the Appointment of Dan Dearen to its Board of Directors”. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference in this Item 7.01.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K that is furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated September 17, 2025</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## SIGNATURES

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

### INSPIREMD, INC.

Date: September 17, 2025

By: /s/ Marvin Slosman

Name: Marvin Slosman

Title: Chief Executive Officer

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### **InspireMD Announces the Appointment of Dan Dearen to its Board of Directors**

Miami, Florida — September 17, 2025 – InspireMD, Inc. (Nasdaq: NSPR) (“InspireMD” or the “Company”), developer of the CGuard® Prime carotid stent system for the prevention of stroke, today announced the appointment of Dan Dearen to its Board of Directors. Mr. Dearen brings nearly 40 years of leadership experience in the medical device and life sciences sectors, with a proven track record of guiding MedTech companies through critical financial milestones and delivering shareholder value through execution.

“We are pleased to welcome Dan to InspireMD’s Board of Directors,” said Marvin Slosman, Chief Executive Officer of InspireMD. “He brings extensive experience, financial expertise, and strategic insight to InspireMD as we advance on our mission to lead the carotid intervention market and execute our long-term value-creation strategy. His arrival is perfectly timed as we continue our U.S. commercial launch of CGuard Prime and advance our position in the market.”

“I look forward to working with Dan and the entire InspireMD Board as we continue to build our business and advance our growth,” said Paul Stuka, Chairman of the InspireMD Board of Directors. “Dan’s track record of execution and leadership experience make him an ideal addition to our Board, and we look forward to his contributions.”

“I am honored to join the Board of InspireMD at this pivotal time for the company. With FDA approval for the CGuard Prime stent system in hand, InspireMD has the potential to change the standard of care in vascular medicine and greatly improve the lives of patients,” said Mr. Dearen. “This is a remarkable time for the company, and I look forward to supporting the team through this vast opportunity for growth.”

Mr. Dearen previously served as President, co-Founder, and Chief Financial Officer of Axonics, Inc., During his tenure, Axonics went public and became one of the fastest-growing companies in the medical device sector, helping over 300,000 patients find relief from bladder and bowel dysfunction. Axonics, Inc. was acquired by Boston Scientific in November 2024 for \$3.7 billion.

Until July 2024, Mr. Dearen also served as Chair of the Audit Committee and a Board member at Endotronix, a medical device company leveraging pulmonary artery (PA) pressure and vital sign data to improve care for patients with heart failure. He currently holds the same roles at JenaValve Technology, a developer of innovative transcatheter heart valve (THV) solutions, and BetaBionics (NASDAQ: BBNX), the creator of the iLet Bionic Pancreas, an autonomous insulin delivery system that determines every insulin dose for patients with diabetes. Prior to co-founding Axonics, Mr. Dearen held the role of Chief Operating and Financial Officer at Vessix Vascular, a medical device company focused on hypertension therapies, which Boston Scientific acquired in 2012 for \$425 million.

Mr. Dearen’s appointment to the Board of Directors follows the appointment of Mr. Ray Cohen, announced in July 2025.

#### **About InspireMD, Inc.**

InspireMD seeks to utilize its proprietary MicroNet™ mesh 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 quoted on Nasdaq under the ticker symbol NSPR. We routinely post information that may be important to investors on our website. For more information, please visit [www.inspiremd.com](http://www.inspiremd.com).

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## Forward Looking Statements

*This press release contains "forward-looking statements." Forward-looking statements include, but are not limited to, statements regarding InspireMD or its management team's expectations, hopes, beliefs, intentions or strategies regarding future events, future financial performance, strategies, expectations, competitive environment and regulation, including expectations regarding U.S. commercial launch and expansion. Such statements may be preceded by the words "intends," "may," "will," "plans," "expects," "anticipates," "projects," "predicts," "estimates," "aims," "believes," "hopes," "potential", "scheduled" 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 our history of recurring losses and negative cash flows from operating activities; substantial doubt about our ability to continue as a going concern; significant future commitments and the uncertainty regarding the adequacy of our liquidity to pursue our complete business objectives; our need to raise additional capital to meet our business requirements in the future and such capital raising may be costly or difficult to obtain and could dilute out stockholders' ownership interests; market acceptance of our products; an inability to secure and maintain regulatory approvals for the sale of our products; negative clinical trial results or lengthy product delays in key markets; our ability to maintain compliance with the Nasdaq listing standards; our ability to generate revenues from our products and obtain and maintain regulatory approvals for our products; our ability to adequately protect our intellectual property; our dependence on a single manufacturing facility and our ability to comply with stringent manufacturing quality standards and to increase production as necessary; the risk that the data collected from our current and planned clinical trials may not be sufficient to demonstrate that our technology is an attractive alternative to other procedures and products; intense competition in our industry, with competitors having substantially greater financial, technological, research and development, regulatory and clinical, manufacturing, marketing and sales, distribution and personnel resources than we do; entry of new competitors and products and potential technological obsolescence of our products; inability to carry out research, development and commercialization plans; loss of a key customer or supplier; technical problems with our research and products and potential product liability claims; product malfunctions; price increases for supplies and components; insufficient or inadequate reimbursement by governmental and other third-party payers for our products; our efforts to successfully obtain and maintain intellectual property protection covering our products, which may not be successful; adverse federal, state and local government regulation, in the United States, Europe or Israel and other foreign jurisdictions; 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; the escalation of hostilities in Israel, which could impair our ability to manufacture our products; and current or future unfavorable economic and market conditions and adverse developments with respect to financial institutions and associated liquidity risk. 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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