

InspireMD, Inc.
Form SC 13G
July 09, 2018
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No.)¹

InspireMD, Inc.
(Name of Issuer)

Common Stock, \$0001 par value
(Title of Class of Securities)

45779A861
(CUSIP Number)

June 29, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP No. 45779A861

1	NAME OF REPORTING PERSON	
	Bigger Capital Fund, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0 shares
OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		850,000*
PERSON WITH	7	SOLE DISPOSITIVE POWER
		0 shares
	8	SHARED DISPOSITIVE POWER
		850,000*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	850,000*

CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

4.9% *

12 TYPE OF REPORTING
PERSON

PN

* Excludes 665,250 shares of Common Stock underlying Pre-Funded Warrants and 1,515,250 shares of Common Stock underlying Series D Warrants. The Pre-Funded Warrants and the Series D Warrants are not exercisable due to the exercise limitation, which provides that such warrants may not be exercised if, after such exercise, the Reporting Persons or affiliates of the Reporting Person would beneficially own more than 4.99% of the number of shares of Common Stock outstanding.

CUSIP No. 45779A861

1	NAME OF REPORTING PERSON	
	Bigger Capital Fund GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 850,000*
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 850,000*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	

SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

4.9% *

12 TYPE OF REPORTING
PERSON

OO

* Excludes 665,250 shares of Common Stock underlying Pre-Funded Warrants and 1,515,250 shares of Common Stock underlying Series D Warrants. The Pre-Funded Warrants and the Series D Warrants are not exercisable due to the exercise limitation, which provides that such warrants may not be exercised if, after such exercise, the Reporting Persons or affiliates of the Reporting Person would beneficially own more than 4.99% of the number of shares of Common Stock outstanding.

CUSIP No. 45779A861

1	NAME OF REPORTING PERSON	
	Michael Bigger	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
6	SHARED VOTING POWER	1,183,400*
7	SOLE DISPOSITIVE POWER	0 shares
8	SHARED DISPOSITIVE POWER	1,183,400*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,183,400*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

6.8% *

12 TYPE OF REPORTING
PERSON

IN

* Includes 333,400 shares of Common Stock held by Patricia Winter, the spouse of Michael Bigger. Excludes 665,250 shares of Common Stock underlying Pre-Funded Warrants and 1,848,650 shares of Common Stock (including 333,400 shares issuable upon the exercise of Series D Warrants held by Ms. Winter) underlying Series D Warrants. The Pre-Funded Warrants and the Series D Warrants are not exercisable due to the exercise limitation, which provides that such warrants may not be exercised if, after such exercise, the Reporting Persons or affiliates of the Reporting Persons would beneficially own more than 4.99% of the number of shares of Common Stock outstanding.

CUSIP No. 45779A861

1	NAME OF REPORTING PERSON	
	Patricia Winter	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Austria	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		333,400 shares*
	6	SHARED VOTING POWER
		0 shares*
	7	SOLE DISPOSITIVE POWER
		333,400 shares*
	8	SHARED DISPOSITIVE POWER
		0*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	333,400*	

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12	1.9%* TYPE OF REPORTING PERSON
	IN

* Excludes 333,400 shares of Common Stock underlying Series D Warrants that are not exercisable due to the exercise limitation, which provides that the Series D Warrants may not be exercised if, after such exercise, the Reporting Persons or affiliates of the Reporting Persons would beneficially own more than 4.99% of the number of shares of Common Stock outstanding. Excludes shares deemed beneficially owned by Michael Bigger, the spouse of Ms. Winter.

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Item 1(a).

Name of Issuer:

InspireMD, Inc. a Delaware corporation (the "Issuer").

Item 1(b).

Address of Issuer's Principal Executive Offices:

4 Menorat Hamaor St.

Tel Aviv, Israel 6744832

Item 2(a).

Name of Person Filing

Item 2(b).

Address of Principal Business Office or, if None, Residence

Item 2(c).

Citizenship

Bigger Capital Fund, LP ("Bigger Capital")

159 Jennings Road, Suite 3000

Cold Spring Harbor, NY, 11724

Citizenship: Delaware

Bigger Capital Fund GP, LLC ("Bigger GP")

159 Jennings Road, Suite 3000

Cold Spring Harbor, NY, 11724

Citizenship: Delaware

Michael Bigger

159 Jennings Road, Suite 3000

Cold Spring Harbor, NY, 11724

Citizenship: USA

Patricia Winter

159 Jennings Road, Suite 3000

Cold Spring Harbor, NY, 11724

Citizenship: Austria

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

Item 2(d).

Title of Class of Securities:

Common Stock, \$.0001 par value (the "Common Stock")

Item 2(e).

CUSIP Number:

45779A861

CUSIP No. 45779A861

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

/Not applicable.

- (a) // Broker or dealer registered under Section 15 of the Exchange Act.
- (b) // Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) // Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) // Investment company registered under Section 8 of the Investment Company Act.
- (e) // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) // Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
- (k) // Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4.

Ownership

(a)

Amount beneficially owned:

As of the close of business on June 29, 2018, Bigger Capital owned 850,000 shares of Common Stock.

Bigger GP, as the general partner of Bigger Capital, may be deemed to beneficially own the 850,000 shares of Common Stock beneficially owned by Bigger Capital.

Mr. Bigger, as the managing member of Bigger GP, may be deemed to beneficially own the 850,000 shares of Common Stock beneficially owned by Bigger GP and 333,400 shares of Common Stock owned by Patricia Winter,

the spouse of Mr. Bigger.

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As of the close of business on June 29, 2018, Bigger Capital holds Pre-Funded Warrants, exercisable for 665,250 shares of Common Stock and Series D Warrants exercisable for 1,515,250 shares of Common Stock and Ms. Winter holds Series D Warrants exercisable for 333,400 shares of Common Stock (collectively, the “Warrants”). The Warrants are only exercisable to the extent that the holder, together with its affiliates, would not beneficially own more than 4.99% of the outstanding Common Stock immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of the Warrants. As of June 29, 2018, the exercise limitation described in the prior sentence prevents the exercise of the Warrants by Bigger Capital or Ms. Winter. Accordingly, in providing beneficial ownership described herein, the Reporting Persons have excluded the shares of Common Stock underlying the Warrants.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. Each of Bigger GP and Mr. Bigger disclaims beneficial ownership of the shares of Common Stock beneficially owned by Bigger Capital. Mr. Bigger also disclaims beneficial ownership of the shares by Ms. Winters and the filing of this statement shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities.

(b) Percent of class:

The following percentages are based on 17,304,845 shares of Common Stock outstanding, which is the total number of shares of Common Stock outstanding as reported in the Issuer’s Prospectus filed with the Securities and Exchange Commission on July 3, 2018.

As of the close of business on June 29, 2018, Bigger Capital and Bigger GP beneficially owned approximately 4.9% of the outstanding shares of Common Stock, Mr. Bigger may be deemed to beneficially own approximately 6.8% of the outstanding shares of Common Stock and Ms. Winter may be deemed to beneficially own approximately 1.9% of the outstanding Common Stock.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

See Cover Pages Items 5-9.

(ii) Shared power to vote or to direct the vote

See Cover Pages Items 5-9.

(iii) Sole power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

(iv) Shared power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Bigger GP and Mr. Bigger share voting and dispositive power over the shares of Common Stock beneficially owned by Bigger Capital.

Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit 99.1.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 9, 2018

Bigger Capital Fund, LP

By: Bigger Capital Fund GP,
LLC, its general partner

By: /s/ Michael Bigger
Name: Michael Bigger
Title: Managing Member

Bigger Capital Fund GP, LLC

By: /s/ Michael Bigger
Name: Michael Bigger
Title: Managing Member

/s/ Michael Bigger
Michael Bigger

/s/ Patricia Winter
PATRICIA WINTER