

InspireMD, Inc.
Form SC 13G
April 23, 2013

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

InspireMD, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

45779A101
(CUSIP Number)

April 10, 2013
(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)

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- * 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 the disclosures provided in a prior cover page.

The information required in 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. 45779A101

SCHEDULE 13G

Page 2 of 11 Pages

1	NAME OF REPORTING PERSONS	
	OrbiMed Israel BioFund GP Limited Partnership	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	
	(a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Israel	
	NUMBER OF	SOLE VOTING POWER
	SHARES	- 0 -
	BENEFICIALLY	SHARED VOTING POWER
	OWNED BY	1,018,500
	EACH	SOLE DISPOSITIVE POWER
	REPORTING	- 0 -
	PERSON	SHARED DISPOSITIVE POWER
	WITH	1,018,500
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,018,500	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	<input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	2.99 %(1)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	PN	

(1) This percentage is calculated based upon the sum of (i) 31,098,229 shares of the Issuer's common stock expected to be outstanding at the closing of the common stock offering as described in the Issuer's final prospectus dated April 10, 2013, filed with the Securities and Exchange Commission on April 11, 2013 and (ii) 2,914,781 additional shares of the Issuer's common stock issued at the closing of such common stock offering, as set forth in the Issuer's Form 8-K dated April 16, 2013, filed with the Securities and Exchange Commission on April 18, 2013.

1 NAME OF REPORTING PERSONS

OrbiMed Israel GP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

NUMBER OF	5	SOLE VOTING POWER
SHARES		- 0 -
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		1,018,500
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		- 0 -
PERSON	8	SHARED DISPOSITIVE POWER
WITH		1,018,500

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,018,500

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

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

2.99 %(1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) This percentage is calculated based upon the sum of (i) 31,098,229 shares of the Issuer's common stock expected to be outstanding at the closing of the common stock offering as described in the Issuer's final prospectus dated April 10, 2013, filed with the Securities and Exchange Commission on April 11, 2013 and (ii) 2,914,781 additional shares of the Issuer's common stock issued at the closing of such common stock offering, as set forth in the Issuer's Form 8-K dated April 16, 2013, filed with the Securities and Exchange Commission on April 18, 2013.

1 NAME OF REPORTING PERSONS

OrbiMed Advisors LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		- 0 -
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		2,376,500
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		- 0 -
PERSON	8	SHARED DISPOSITIVE POWER
WITH		2,376,500

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,376,500

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

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

6.99% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

(1) This percentage is calculated based upon the sum of (i) 31,098,229 shares of the Issuer's common stock expected to be outstanding at the closing of the common stock offering as described in the Issuer's final prospectus dated April 10, 2013, filed with the Securities and Exchange Commission on April 11, 2013 and (ii) 2,914,781 additional shares of the Issuer's common stock issued at the closing of such common stock offering, as set forth in the Issuer's Form 8-K dated April 16, 2013, filed with the Securities and Exchange Commission on April 18, 2013.

1 NAME OF REPORTING PERSONS

OrbiMed Capital GP IV LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		- 0 -
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		2,376,500
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		- 0 -
PERSON	8	SHARED DISPOSITIVE POWER
WITH		2,376,500

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,376,500

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

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

6.99%(1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) This percentage is calculated based upon the sum of (i) 31,098,229 shares of the Issuer's common stock expected to be outstanding at the closing of the common stock offering as described in the Issuer's final prospectus dated April 10, 2013, filed with the Securities and Exchange Commission on April 11, 2013 and (ii) 2,914,781 additional shares of the Issuer's common stock issued at the closing of such common stock offering, as set forth in the Issuer's Form 8-K dated April 16, 2013, filed with the Securities and Exchange Commission on April 18, 2013.

1 NAME OF REPORTING PERSONS

Samuel D. Isaly

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF	5	SOLE VOTING POWER
SHARES		- 0 -
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		2,376,500
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		- 0 -
PERSON	8	SHARED DISPOSITIVE POWER
WITH		2,376,500

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,376,500

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

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

6.99% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) This percentage is calculated based upon the sum of (i) 31,098,229 shares of the Issuer's common stock expected to be outstanding at the closing of the common stock offering as described in the Issuer's final prospectus dated April 10, 2013, filed with the Securities and Exchange Commission on April 11, 2013 and (ii) 2,914,781 additional shares of the Issuer's common stock issued at the closing of such common stock offering, as set forth in the Issuer's Form 8-K dated April 16, 2013, filed with the Securities and Exchange Commission on April 18, 2013.

Item 1 (a). Name of Issuer:

InspireMD, Inc.

Item 1 (b). Address of Issuer's Principal Executive Offices:

4 Menorat Hamaor St.
Tel Aviv, Israel
67448

Item 2 (a). Name of Person Filing:

This Schedule 13G is being filed by each of the following persons (each a "Reporting Person" and together, the "Reporting Persons"):

- (i) OrbiMed Israel BioFund GP Limited Partnership ("OrbiMed BioFund");
- (ii) OrbiMed Israel GP Ltd. ("OrbiMed Israel");
- (iii) OrbiMed Capital GP IV LLC ("GP IV")
- (iv) OrbiMed Advisors LLC ("Advisors")
- (v) Samuel D. Isaly ("Isaly")

See Exhibit A for the Reporting Persons' agreement for a joint filing of a single statement on their behalf.

Item 2 (b). Address of Principal Business Office:

The address of the principal business office of each of OrbiMed BioFund and OrbiMed Israel is 89 Medinat HaYehudim St., Build E, 11th Floor, Herzliya 46766, Israel.

The address of the principal business office of each of GP IV, Advisors and Isaly is 601 Lexington Avenue, 54th Floor, New York, New York 10022.

Item 2 (c). Citizenship:

Please refer to Item 4 on each cover sheet for each filing person.

Item 2 (d). Title of Class of Securities:

Common Stock, par value \$0.0001 per share (the "Common Stock").

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Item 2

(e).

CUSIP Number:

45779A101

Item 3.

If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: