

INSULET CORP  
Form 8-K  
October 20, 2008

**Table of Contents**

**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) October 14, 2008  
INSULET CORPORATION  
(Exact name of registrant as specified in its charter)**

**Delaware  
(State or Other Jurisdiction  
of Incorporation)**

**001-33462  
(Commission File No.)**

**04-3523891  
(IRS Employer  
Identification No.)**

**9 Oak Park Drive  
Bedford, Massachusetts 01730  
(Address of Principal Executive Offices, including Zip Code)  
Registrant's telephone number, including area code: (781) 457-5000  
Not Applicable  
(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 (see General Instruction A.2. below):

- 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))
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**TABLE OF CONTENTS**

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

Item 9.01 Financial Statements and Exhibits

**SIGNATURES**

Ex-99.1 Press Release dated October 20, 2008

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**Table of Contents**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Resignation of Alison de Bord from the Board of Directors*

On October 14, 2008, Insulet Corporation (the Company) received written notice from Alison de Bord of her decision to resign from the Board of Directors (the Board) of the Company, effective immediately. Ms. de Bord's resignation was not the result of any disagreement with the Company. Ms. de Bord joined the Board in 2004 and, at the time of her resignation, served as a member of the Board's Nominating and Corporate Governance Committee.

*Appointment of Sally Crawford to the Board of Directors*

Effective October 17, 2008, the Board appointed Sally W. Crawford as a Class I director with a term expiring at the 2011 annual meeting of stockholders. The Board also appointed Ms. Crawford to serve on the Compensation Committee of the Board. Ms. Crawford will receive standard non-employee director compensation, including: (i) an annual retainer of \$25,000; and (ii) upon joining the Board, a non-qualified option to purchase 9,520 shares of the Company's common stock that are subject to a three-year vesting period, with 50% of the total award vesting on the first anniversary of the grant date and an additional 25% vesting on each of the next two anniversaries of the grant date, subject to continued service as a director. The exercise price for all option grants will be equal to their fair market value on the date of grant.

On October 20, 2008, the Company issued a press release regarding the appointment of Ms. Crawford. A copy of the press release is attached as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

**Exhibit No. Description**

99.1 Press Release dated October 20, 2008.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned thereunto duly authorized.

INSULET CORPORATION

October 20, 2008

By: /s/ Lars Boesgaard  
Vice President of Finance