

Medtronic plc
Form 4
May 09, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MEDTRONIC INC

(Last) (First) (Middle)

710 MEDTRONIC PARKWAY

(Street)

MINNEAPOLIS, MN 55432

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Inspire Medical Systems, Inc. [INSP]

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/07/2018		C		189,766	A	<u>11</u>	598,932	D	
Common Stock	05/07/2018		C		104,934	A	<u>11</u>	703,866	D	
Common Stock	05/07/2018		C		63,990	A	<u>11</u>	767,856	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series C Convertible Preferred Stock	<u>(1)</u>	05/07/2018		C	1,261,949	<u>(1)</u> <u>(1)</u>	Common Stock 189,76
Series D Convertible Preferred Stock	<u>(1)</u>	05/07/2018		C	697,816	<u>(1)</u> <u>(1)</u>	Common Stock 104,93
Series F Convertible Preferred Stock	<u>(1)</u>	05/07/2018		C	425,539	<u>(1)</u> <u>(1)</u>	Common Stock 63,99

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEDTRONIC INC 710 MEDTRONIC PARKWAY MINNEAPOLIS, MN 55432		X		
Medtronic plc 710 MEDTRONIC PARKWAY MINNEAPOLIS, MN 55432		X		

Signatures

Richard Buchholz, as Attorney-in-Fact for Medtronic Inc.	05/09/2018
**Signature of Reporting Person	Date
Richard Buchholz, as Attorney-in-Fact for Medtronic plc	05/09/2018
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Shares of Series C, Series D and Series F Convertible Preferred Stock automatically converted into shares of the Issuer's Common Stock at a 1-for-0.1504 conversion rate immediately prior to the closing of the Issuer's initial public offering for no additional consideration (subject to the payment of cash in lieu of any fractional shares in accordance with the Issuer's Sixth Amended and Restated Certificate of Incorporation, as amended). These shares had no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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