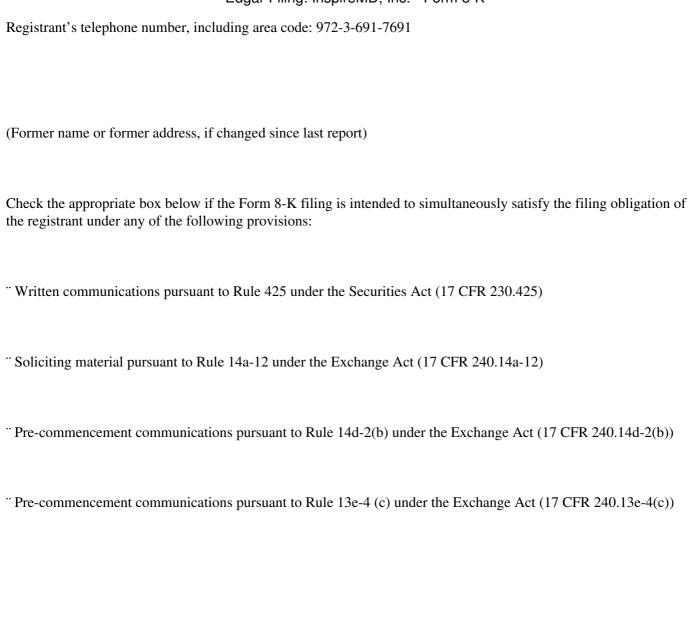
InspireMD, Inc. Form 8-K December 26, 2012		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549		
FORM 8-K		
CURRENT REPORT		
Pursuant to Section 13 or 15(d) of the		
Securities Exchange Act of 1934		
Date of Report (Date of earliest event reported): December 21, 2012		
InspireMD, Inc.		
(Exact name of registrant as specified in its charter)		
Delaware (State or other jurisdiction of incorporation)	000-54335 (Commission File Number)	26-2123838 (IRS Employer Identification No.)
4 Menorat Hamaor St.	67448	

Tel Aviv, Israel

(Address of principal executive offices) (Zip Code)



#### Item 3.03 Material Modifications to Rights of Securities Holders.

On December 21, 2012, InspireMD, Inc. (the "Company") held its annual meeting of stockholders. The following five proposals were submitted to the stockholders at the Meeting:

(1) Election of two Class 1 directors to serve on the Company's board of directors for a term of three years or until their successors are elected and qualified, for which the following are nominees: Sol J. Barer, Ph.D. and Paul Stuka.

A proposal to amend the InspireMD, Inc. 2011 UMBRELLA Option Plan (the "UMBRELLA Plan") to increase the (2) total number of shares of common stock authorized for issuance under such plan by 5,000,000 shares and to permit the awarding of "incentive stock options" pursuant to the U.S. portion of the plan.

- (3) An advisory vote on executive compensation as disclosed in the proxy materials.
- (4) An advisory vote on whether an advisory vote on executive compensation should be held every one, two or three years.
- (5) Ratification of the appointment of Kesselman & Kesselman, Certified Public Accountants, as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013.

For more information about the foregoing proposals, see the Company's definitive proxy statement dated November 9, 2012. Holders of the Company's common stock were entitled to one vote per share. The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below:

1. Election of two Class 1 directors to serve on the Company's board of directors for a term of three years or until their successors are elected and qualified.

Director For Withheld Broker Non-Votes

Sol J. Barer, Ph.D. 40,138,390 308,858 10,442,296 Paul Stuka 40,194,107 253,141 10,442,296

2. Approval of the amendment to the UMBRELLA Plan.

For Against Abstain Broker Non-Votes 38,432,711 2,002, 872 11,665 10,442,296

3. Advisory vote on executive compensation.

For Against Abstain Broker Non-Votes 39,972,961 462,622 11,665 10,442,296

4. Advisory vote on whether an advisory vote on executive compensation should be held every one, two or three years.

One Year Two Years Three Years Abstain Broker Non-Votes 17,820,391 2,095,392 20,519,800 11,665 10,442,296

5. Ratification of the appointment of Kesselman & Kesselman, Certified Public Accountants, as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013.

For Against Abstain 50,885,738 2,000 1,806

In light of the outcome of the advisory vote on whether an advisory vote on executive compensation should be held every one, two or three years, the Company intends to hold such an advisory vote every three years.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number Description

Second Amendment to the InspireMD, Inc. Amended and Restated 2011 UMBRELLA Option Plan

10.1

## **SIGNATURES**

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

## inspiremd, inc.

By: /s/ Craig Shore Name: Craig Shore

Title: Chief Financial Officer

## **EXHIBIT INDEX**

Exhibit Number Description

Second Amendment to the InspireMD, Inc. Amended and Restated 2011 UMBRELLA Option Plan

10.1