InspireMD, Inc.
Form S-8
May 24, 2013

As filed with the Securities and Exchange Commission on May 24, 2013

Registration No. 333-

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

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

InspireMD, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**26-2123838**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

4 Menorat Hamaor St.
Tel Aviv, Israel 67448
(Address of Principal Executive Offices; Zip Code)

Amended and Restated 2011 UMBRELLA Option Plan

Nonqualified Stock Option Agreement, dated as of July 11, 2011, by and between InspireMD, Inc. and Sol J. Barer, Ph.D.

Nonqualified Stock Option Agreement, dated as of November 16, 2011, by and between InspireMD, Inc. and Sol J. Barer, Ph.D.

Stock Award Agreement, dated as of November 16, 2011, by and between InspireMD, Inc. and Sol J. Barer, Ph.D.

Stock Option Agreement, dated as of August 28, 2011, by and between InspireMD, Inc. and Ivry Cor Ltd

Stock Option Agreement, dated as of August 28, 2011, by and between InspireMD, Inc. and Fellice Pelled

Agreement, dated as of January 15, 2008, by and between D.I.R. Omri Yitzum and Hashka'ot Ltd and Others and InspireMD, Register No. 513679431

(Full title of the plan)

Alan Milinazzo

President and Chief Executive Officer

InspireMD, Inc.

4 Menorat Hamaor St.

Tel Aviv, Israel 67448

(Name and address of agent for service)

972-3-691-7691
(Telephone number, including area code, of agent for service)

With a copy to:
Rick A. Werner, Esq.

Haynes and Boone, LLP

30 Rockefeller Plaza, 26th Floor

New York, New York 10112

Tel. (212) 659-7300

Fax (212) 884-8234

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨	Accelerated filer x
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)		Proposed maximum offering price per share		Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, $0.0001 par value	226,742	(2)	$ 0.0001	(3)	$22.67	$ 0.01
Common Stock, $0.0001 par value	21,305	(2)	$ 0.002	(3)	$42.61	$ 0.01
Common Stock, $0.0001 par value	37,862	(2)	$ 0.73	(3)	$27,639.26	$ 3.77
Common Stock, $0.0001 par value	150,000	(2)	$ 1.97	(3)	$295,500.00	$ 40.31
Common Stock, $0.0001 par value	297,447	(2)	$ 2.05	(3)	$609,766.35	$ 83.17
Common Stock, $0.0001 par value	400,000	(2)	$ 2.75	(3)	$1,100,000.00	$ 150.04
Common Stock, $0.0001 par value	123,750	(2)	$ 2.92	(3)	$361,350.00	$ 49.29
Common Stock, $0.0001 par value	25,000	(2)	$ 2.95	(3)	$73,750.00	$ 10.06
Common Stock, $0.0001 par value	24,500	(2)	$ 2.98	(3)	$73,010.00	$ 9.96
Common Stock, $0.0001 par value	97,500	(2)	$ 3.16	(3)	$308,100.00	$ 42.02
Common Stock, $0.0001 par value	75,000	(2)	$ 3.20	(3)	$240,000.00	$ 32.74
Common Stock, $0.0001 par value	181,665	(2)	$ 3.40	(3)	$617,661.00	$ 84.25
Common Stock, $0.0001 par value	146,089	(2)	$ 3.94	(3)	$575,590.66	$ 78.51
Common Stock, $0.0001 par value	600,000	(2)	$ 4.05	(3)	$2,430,000.00	$ 331.45
Common Stock, $0.0001 par value	50,000	(2)	$ 4.72	(3)	$236,000.00	$ 32.19
Common Stock, $0.0001 par value	421,022	(2)	$ 4.93	(3)	$2,075,638.46	$ 283.12
Common Stock, $0.0001 par value	60,871	(2)	$ 5.80	(3)	$353,051.80	$ 48.16
Common Stock, $0.0001 par value	86,437	(2)	$ 6.00	(3)	$518,622.00	$ 70.74
Common Stock, $0.0001 par value	3,652	(2)	$ 6.90	(3)	$25,198.80	$ 3.44
Common Stock, $0.0001 par value	20,290	(2)	$ 7.00	(3)	$142,030.00	$ 19.37
Common Stock, $0.0001 par value	53,750	(2)	$ 7.72	(3)	$414,950.00	$ 56.60
Common Stock, $0.0001 par value	95,750	(2)	$ 7.80	(3)	$746,850.00	$ 101.87
Common Stock, $0.0001 par value	10,000	(2)	$ 8.00	(3)	$80,000.00	$ 10.91
Common Stock, $0.0001 par value	2,500	(2)	$ 8.40	(3)	$21,000.00	$ 2.86
Common Stock, $0.0001 par value	25,000	(2)	$ 9.00	(3)	$225,000.00	$ 30.69
Common Stock, $0.0001 par value	2,500	(2)	$ 9.60	(3)	$24,000.00	$ 3.27
Common Stock, $0.0001 par value	125,000	(2)	$ 10.00	(3)	$1,250,000.00	$ 170.50
Common Stock, $0.0001 par value	1,250	(2)	$ 10.40	(3)	$13,000.00	$ 1.77
Common Stock, $0.0001 par value	570,360	(4)	$ 2.68	(5)	$1,528,564.80	$ 208.50
Common Stock, $0.0001 par value	509,791	(6)	$ 2.68	(5)	$1,366,238.88	$ 186.35
Common Stock, $0.0001 par value	151,343	(7)	$ 2.68	(5)	$405,599.24	$ 55.32
Common Stock, $0.0001 par value	250,000	(8)	$ 2.68	(5)	$670,000.00	$ 91.39
Common Stock, $0.0001 par value	725,000	(9)	$ 7.80	(3)	$1,413,750.00	$ 192.84
Common Stock, $0.0001 par value	725,000	(10)	$ 2.68	(5)	$1,943,000.00	$ 265.03
Common Stock, $0.0001 par value	23,081	(11)	$ 4.92	(3)	$113,558.52	$ 15.49
Common Stock, $0.0001 par value	17,500	(12)	$ 2.68	(5)	$46,900.00	$ 6.40
Common Stock, $0.0001 par value	40,581	(13)	$ 4.92	(3)	$199,658.52	$ 27.23
Common Stock, $0.0001 par value	6,087	(14)	$ 0.0001	(3)	$0.61	$ 0.01
Total	6,440,548				$20,525,044.18	$ 2,799.63

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, we are also registering an indeterminable number of shares of common stock that may be issued in connection with stock splits, stock dividends or similar transactions.

(2) Represents shares of common stock issuable pursuant to options awarded under the Amended and Restated 2011 UMBRELLA Option Plan (the "2011 Plan").

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended, and based upon the price at which such options may be exercised.

(4) Represents shares of restricted stock issued under the 2011 Plan pursuant to a Restricted Stock Award Agreement, dated as of January 3, 2013, by and between InspireMD, Inc. and Alan Milinazzo.

(5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the common stock as reported on the NYSE MKT on May 22, 2013.

(6) Represents shares of common stock issued upon the exercise of options granted pursuant to the 2011 Plan.

(7) Represents shares of common stock issuable pursuant to the 2011 Plan.

(8) Represents shares of common stock issued upon the exercise of options granted pursuant to the Nonqualified Stock Option Agreement, dated as of July 11, 2011, by and between InspireMD, Inc. and Sol J. Barer, Ph.D.

(9) Represents shares of common stock issuable pursuant to the Nonqualified Stock Option Agreement, dated as of November 16, 2011, by and between InspireMD, Inc. and Sol J. Barer, Ph.D.

(10) Represents shares of common stock issued pursuant to the Stock Award Agreement, dated as of November 16, 2011, by and between InspireMD, Inc. and Sol J. Barer, Ph.D.

(11) Represents shares of common stock issuable pursuant to the Stock Option Agreement, dated as of August 28, 2011, by and between InspireMD, Inc. and Ivry Cor Ltd.

(12) Represents shares of common stock issued pursuant to the Stock Option Agreement, dated as of August 28, 2011, by and between InspireMD, Inc. and Ivry Cor Ltd.

(13) Represents shares of common stock issuable pursuant to the Stock Option Agreement, dated as of August 28, 2011, by and between InspireMD, Inc. and Fellice Pelled.

(14) Represents shares of common stock issuable pursuant to the Agreement, dated as of January 15, 2008, by and between D.I.R. Omri Yitzum and Hashka'ot Ltd and Others and InspireMD, Register No. 513679431.

EXPLANATORY NOTE

This Registration Statement on Form S-8 of InspireMD, Inc. has been prepared in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended, to register:

- 3,364,882 shares of our common stock, par value $0.0001 per share, underlying options previously granted under our 2011 UMBRELLA Option Plan (the "2011 Plan");
- 570,360 shares of restricted stock granted under the 2011 Plan;
- 509,791 shares of common stock issued upon the exercise of options granted pursuant to the 2011 Plan;
- 151,343 shares of common stock issuable pursuant to the 2011 Plan;
- 250,000 shares of common stock issued upon the exercise of options granted pursuant to the Nonqualified Stock Option Agreement, dated as of July 11, 2011, by and between InspireMD, Inc. and Sol J. Barer, Ph.D.;
- 725,000 shares of common stock issuable pursuant to the Nonqualified Stock Option Agreement, dated as of November 16, 2011, by and between InspireMD, Inc. and Sol J. Barer, Ph.D.;
- 725,000 shares of common stock issued pursuant to the Stock Award Agreement, dated as of November 16, 2011, by and between InspireMD, Inc. and Sol J. Barer, Ph.D.
- 23,081 shares of common stock issuable pursuant to the Stock Option Agreement, dated as of August 28, 2011, by and between InspireMD, Inc. and Ivry Cor Ltd;
- 17,500 shares of common stock issued pursuant to the Stock Option Agreement, dated as of August 28, 2011, by and between InspireMD, Inc. and Ivry Cor Ltd;
- 40,581 shares of common stock issuable pursuant to the Stock Option Agreement, dated as of August 28, 2011, by and between InspireMD, Inc. and Fellice Pelled; and
- 6,087 shares of common stock issuable pursuant to the Agreement, dated as of January 15, 2008, by and between D.I.R. Omri Yitzum and Hashka'ot Ltd and Others and InspireMD, Register No. 513679431.

This Registration Statement also includes a prospectus (which we refer to as the reoffer prospectus) prepared in accordance with General Instruction C of Form S-8 and in accordance with the requirements of Part I of Form S-3. The reoffer prospectus may be used for reofferings and resales of certain of the shares of our common stock listed above that may be deemed to be "control securities" and/or "restricted securities" under the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder. These are shares that were or may be acquired by our officers, directors and affiliates, or that were acquired by our employees or consultants, under an employee benefit plan. Such officers, directors, affiliates, employees and consultants are the selling stockholders identified in the reoffer prospectus.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended. Such documents are not being filed with the Securities and Exchange Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act of 1933, as amended.

REOFFER PROSPECTUS

InspireMD, Inc.

4,939,790 Shares of Common Stock

This reoffer prospectus relates to shares of common stock of InspireMD, Inc. that may be reoffered or resold from time to time by the stockholders identified in this reoffer prospectus and that have been acquired or that may be acquired under our 2011 UMBRELLA Option Plan (the "2011 Plan") or under certain individual stock option or stock award agreements. This prospectus covers 2,072,651 shares of common stock that are owned by the selling stockholders and up to 2,867,139 shares of common stock issuable upon the exercise of currently outstanding options.

The selling stockholders may sell shares of common stock from time to time in the principal market on which our common stock is traded at the prevailing market price or in privately negotiated transactions. See "Plan of Distribution" which begins on page 9.

We will not receive any of the proceeds from the sale of common stock by the selling stockholders. However, we will generate proceeds in the event of an exercise of the options by the selling stockholders. We intend to use those proceeds, if any, for general corporate purposes. We will pay the expenses of registering these shares.

Our common stock is listed on the NYSE MKT under the symbol "NSPR." On May 23, 2013, the last reported sale price of our common stock as reported on the NYSE MKT was $2.20 per share.

We may amend or supplement this reoffer prospectus from time to time by filing amendments or supplements as required. You should read the entire prospectus, the information incorporated by reference herein and any amendments or supplements carefully before you make your investment decision.

Investing in our common stock is highly speculative and involves a high degree of risk. You should carefully consider the risks and uncertainties in the section entitled "Risk Factors" beginning on page 5 of this reoffer prospectus before making a decision to purchase our stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this reoffer prospectus is May 24, 2013.

Table of Contents

	Page
ABOUT THIS PROSPECTUS	2
SUMMARY	3
RISK FACTORS	5
SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS	5
USE OF PROCEEDS	6
SELLING STOCKHOLDERS	6
PLAN OF DISTRIBUTION	9
LEGAL MATTERS	10
EXPERTS	11
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE	11
WHERE YOU CAN FIND MORE INFORMATION	12

ABOUT THIS PROSPECTUS

You should rely only on the information contained in this prospectus or incorporated by reference in this prospectus and in any applicable prospectus supplement. Neither we nor the selling stockholders have authorized anyone to provide you with different information. We and the selling stockholders take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. The information contained in this prospectus, any applicable prospectus supplement and the documents incorporated by reference herein or therein are accurate only as of the date such information is presented. Our business, financial condition, results of operations and prospects may have changed since that date. You should also read this prospectus together with the additional information described under the headings “Incorporation of Certain Information by Reference” and “Where You Can Find More Information.” This prospectus may be supplemented from time to time to add, update or change information in this prospectus. Any statement contained in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in such prospectus supplement modifies or supersedes such statement. Any statement so modified will be deemed to constitute a part of this prospectus only as so modified, and any statement so superseded will be deemed not to constitute a part of this prospectus.

The selling stockholders are offering the common stock only in jurisdictions where such issuances are permitted. The distribution of this prospectus and the issuance of the common stock in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus must inform themselves about, and observe any restrictions relating to, the issuance of the common stock and the distribution of this prospectus outside the United States. This prospectus does not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, the common stock offered by this prospectus by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

The registration statement containing this prospectus, including the exhibits to the registration statement, provides additional information about us and the securities offered under this prospectus. The registration statement, including the exhibits, can be read on the Securities and Exchange Commission's website or at the Securities and Exchange Commission's offices mentioned under the heading "Where You Can Find More Information."

SUMMARY

This summary provides an overview of selected information contained elsewhere or incorporated by reference in this prospectus and does not contain all of the information you should consider before investing in our common stock. You should carefully read the prospectus, the information incorporated by reference and the registration statement of which this prospectus is a part in their entirety before investing in our common stock, including the information discussed under "Risk Factors" in this prospectus and the documents incorporated by reference and our financial statements and notes thereto that are incorporated by reference in this prospectus. As used in this prospectus, unless the context otherwise indicates, the terms "we," "our," "us," or "the Company" for periods prior to the closing of our share exchange transactions on March 31, 2011 refer to InspireMD Ltd., a private company incorporated under the laws of the State of Israel that is now our wholly-owned subsidiary, and its subsidiary, taken as a whole, and the terms "we," "our," "us," or "the Company" for periods subsequent to the closing of the share exchange transactions refer to InspireMD, Inc., a Delaware corporation, and its subsidiaries, including InspireMD Ltd., taken as a whole.

Unless otherwise indicated, all information in this prospectus reflects a one-for-four reverse stock split of our common stock that occurred on December 21, 2012.

The Company

Overview

We are a medical device company focusing on the development and commercialization of our proprietary stent platform technology, MGuard™. MGuard provides embolic protection in stenting procedures by placing a micron mesh sleeve over a stent. Since our formation, we have experienced net losses.

Our initial products are marketed for use mainly in patients with acute coronary syndromes, notably acute myocardial infarction (heart attack) and saphenous vein graft coronary interventions (bypass surgery). According to the TYPHOON STEMI trial (New England Journal of Medicine, 2006) and the SOS SVG Trial (Journal of the American College of Cardiology, 2009), of patients with acute myocardial infarction and saphenous vein graft coronary interventions, 7.5% to 44% experience major adverse cardiac events, including cardiac death, heart attack and restenting of the artery. When performing stenting procedures in patients with acute coronary symptoms, interventional cardiologists face a difficult dilemma in choosing between bare-metal stents, which have a high rate of

restenosis (formation of new blockages), and drug-eluting (drug-coated) stents, which have a high rate of late thrombosis (formation of clots months or years after implantation), require administration of anti-platelet drugs for at least one year post procedure, are more costly than bare-metal stents and have additional side effects. We believe that MGuard is a simple and seamless solution for these patients.

We also intend to apply our technology to develop additional products used for other vascular procedures, specifically carotid (the arteries that supply blood to the brain) and peripheral (other arteries) procedures.

In October 2007, our first generation product, the MGuard Coronary, received CE Mark approval for treatment of coronary arterial disease in the European Union. CE Mark is a mandatory conformance mark on many products marketed in the European Economic Area and certifies that a product has met European Union consumer safety, health or environmental requirements. We began shipping our product to customers in Europe in January 2008 and have since expanded our global distribution network to Southeast Asia, India, Latin America and Israel. During the summer of 2012, we submitted an investigational device exemption application to the U.S. Food and Drug Administration to conduct a pivotal trial that we intend to form the basis of an application to sell and market MGuard Coronary in the United States. On April 19, 2013, we received an approval with conditions for our investigational device exemption application. An approval with conditions indicates that the U.S. Food and Drug Administration concurs with the overall trial design and while minor details are being finalized, allows us to initiate enrollment in the trial. The multi-center, randomized study will consist of 1,114 patients suffering from ST Elevation Myocardial Infarction (STEMI), throughout 35 sites in the U.S. and an additional 35 sites in Europe, and will support our application to market our MGuard Prime version of the MGuard Coronary in the United States. Presently, none of our products may be sold or marketed in the United States.

Our initial MGuard Coronary products incorporated a stainless steel stent. We subsequently replaced this stainless steel platform with a more advanced cobalt-chromium based platform, which we refer to as the MGuard Prime version of our MGuard Coronary. We believe the new platform will prove to be superior because cobalt-chromium stents are generally known in the industry to provide better deliverability and possibly even a reduction in major adverse cardiac events.

The MGuard Prime version of the MGuard Coronary received CE Mark approval in the European Union in October 2010 for improving luminal diameter and providing embolic protection. We believe we can use and leverage the clinical trial results of our original stainless steel based MGuard Coronary to market our new cobalt-chromium based MGuard Prime version of the MGuard Coronary.

For the nine months ended March 31, 2013, our total revenue was approximately $3.4 million and our net loss was approximately $14.3 million. For the six months ended June 30, 2012, our total revenue was approximately $2.1 million and our net loss was approximately $7.1 million. For the year ended December 31, 2011, our total revenue was approximately $6.0 million and our net loss was approximately $14.7 million.

Recent Events

On April 16, 2013, we sold a total of 12,500,000 shares of common stock in an underwritten public offering. The price to the public in the offering was $2.00 per share, and the aggregate net proceeds to us were approximately $22.6 million, after the underwriters' commissions and offering expenses. As described below, we used a portion of the proceeds to redeem a portion of our outstanding senior secured convertible debentures due April 15, 2014 and we intend to use the remainder of the proceeds to support the worldwide commercialization of the MGuard Coronary and Carotid Embolic Protection Stents (EPS), to pursue U.S. Food and Drug Administration approval of these products and for general corporate purposes. In connection with the offering, effective as of April 11, 2013, our common stock began trading on the NYSE MKT and ceased trading on the OTC Bulletin Board.

On April 16, 2013, we consummated an exchange and amendment agreement with the holders of our outstanding senior secured convertible debentures due April 15, 2014. Pursuant to the agreement, in full satisfaction of our obligations under the debentures, we (i) repaid $8,787,234 in cash, (ii) issued 2,159,574 shares of our common stock to the holders, and (iii) issued to the holders five year warrants to purchase 659,091 shares of common stock at an exercise price of $3.00 per share.

On April 16, 2013, as a result of the offering price in the public offering being less than $6.00 per share and the issuance of the shares and warrants under the exchange and amendment agreement, we issued to investors in our March 31, 2011 financing an aggregate of 755,207 shares of common stock pursuant to rights these investors hold under a securities purchase agreement providing for the issuance of additional shares of common stock in the event we issue shares of common stock at a price below $6.00 per share or common stock equivalents pursuant to which shares of common stock may be acquired at a price per share below $6.00.

Corporate and Other Information

We were organized in the State of Delaware on February 29, 2008 as Saguaro Resources, Inc. to engage in the acquisition, exploration and development of natural resource properties. On March 28, 2011, we changed our name from “Saguaro Resources, Inc.” to “InspireMD, Inc.”

Our principal executive offices are located at 4 Menorat Hamaor St., Tel Aviv, Israel 67448. Our telephone number is 972-3-691-7691. Our website address is www.inspire-md.com. Information accessed through our website is not incorporated into this prospectus and is not a part of this prospectus.

RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties and all other information contained or incorporated by reference in this prospectus, including the risks and uncertainties discussed under "Risk Factors" in our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013. All of these "Risk Factors" are incorporated by reference herein in their entirety. These risks and uncertainties are not the only ones facing us. Additional risks of which we are not presently aware or that we currently believe are immaterial may also harm our business and results of operations. The trading price of our common stock could decline due to the occurrence of any of these risks, and investors could lose all or part of their investment. In assessing these risks, investors should also refer to the information contained or incorporated by reference in our other filings with the Securities and Exchange Commission.

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

This prospectus and the information incorporated by reference contain "forward-looking statements," which include information relating to future events, future financial performance, strategies, expectations, competitive environment and regulation. Words such as "may," "should," "could," "would," "predicts," "potential," "continue," "expects," "anticipates," "intends," "plans," "believes," "estimates," and similar expressions, as well as statements in future tense, identify forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results and will probably not be accurate indications of when such performance or results will be achieved. Forward-looking statements are based on information we have when those statements are made or our management's good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include, but are not limited to:

- our history of recurring losses and negative cash flows from operating activities and the uncertainty regarding the adequacy of our liquidity to pursue our complete business objectives;
- our ability to complete clinical trials as anticipated and obtain and maintain regulatory approvals for our products;
- our ability to adequately protect our intellectual property;
- disputes over ownership of intellectual property;
- our dependence on a single manufacturing facility and our ability to comply with stringent manufacturing quality standards and to increase production as necessary;

- the risk that the data collected from our current and planned clinical trials may not be sufficient to demonstrate that the MGuard technology is an attractive alternative to other procedures and products;

- intense competition in our industry, with competitors having substantially greater financial, technological, research and development, regulatory and clinical, manufacturing, marketing and sales, distribution and personnel resources than we do;

- entry of new competitors and products and potential technological obsolescence of our products;

- loss of a key customer or supplier;

- technical problems with our research and products and potential product liability claims;

- adverse economic conditions;

- adverse federal, state and local government regulation, in the United States, Europe or Israel;

- price increases for supplies and components;

- inability to carry out research, development and commercialization plans; and

- loss or retirement of key executives and research scientists.

You should review carefully the section entitled “Risk Factors” beginning on page 5 of this prospectus for a discussion of these and other risks that relate to our business and investing in our common stock. The forward-looking statements contained or incorporated by reference in this prospectus are expressly qualified in their entirety by this cautionary statement. We do not undertake any obligation to publicly update any forward-looking statement to reflect events or circumstances after the date on which any such statement is made or to reflect the occurrence of unanticipated events.

USE OF PROCEEDS

All shares of our common stock offered by this prospectus are being registered for the accounts of the selling stockholders and we will not receive any proceeds from the sale of these shares.

Certain shares of common stock offered by this prospectus are issuable upon the exercise of stock options. As such, if a selling stockholder exercises all or any portion of its options, we will receive the aggregate exercise price paid by such selling stockholder in connection with any such option exercise. We expect to use the proceeds received from the exercise of the options, if any, for general working capital purposes.

SELLING STOCKHOLDERS

This reoffer prospectus relates to the reoffer and resale of shares issued or that may be issued to the selling stockholders listed below, or future selling stockholders, under our 2011 Plan and under certain individual stock option and stock award agreements. Each of the transactions by which the selling stockholders acquired the securities covered by this prospectus was exempt under the registration provisions of the Securities Act of 1933, as amended.

The following table sets forth, as of May 23, 2013, the number of shares beneficially owned by each current selling stockholder. The number of shares in the column “Number of Shares Beneficially Owned Prior to the Offering” represents the total number of shares that a selling stockholder currently owns or has the right to acquire within sixty (60) days of May 23, 2013. The number of shares in the column “Shares Which May be Offered” represents all of the shares that a selling stockholder may offer under this reoffer prospectus, and includes shares issuable upon the exercise of options that have not yet vested and are not included in the column “Number of Shares Beneficially Owned Prior to the Offering.” The table and footnotes assume that the selling stockholders will sell all of the shares listed in the column “Shares Which May be Offered.” However, because the selling stockholders may sell all or some of their shares under this reoffer prospectus from time to time, or in another permitted manner, we cannot assure you as to the actual number of shares that will be sold by the selling stockholders or that will be held by the selling stockholders after completion of any sales. We do not know how long the selling stockholders will hold the shares before selling them. Beneficial ownership is determined in accordance with Rule 13d-3(d) promulgated by the Securities and

Exchange Commission under the Securities Exchange Act of 1934, as amended. The selling stockholders have not had a material relationship with us within the past three years other than as described in the footnotes to the table below or as a result of their acquisition of our shares or other securities.

Information concerning the selling stockholders may change from time to time and changed information will be presented in a supplement to this reoffer prospectus if and when necessary and required. If, subsequent to the date of this reoffer prospectus, we grant additional awards to the selling stockholders or to other affiliates under the 2011 Plan, we intend to supplement this reoffer prospectus to reflect such additional awards and the names of such affiliates and the amounts of securities to be reoffered by them.

Name	Number of Shares Beneficially Owned Prior to the Offering		Shares Which May be Offered (1)		Shares Beneficially Owned After Offering	Percentage of Outstanding Common Stock After Offering (2)	
Eli Bar (3)	357,977	(4)	374,643	(5)	-	-	
Sol J. Barer, Ph.D. (6)	2,563,542	(7)	1,937,500	(8)	825,000	2.3	%
James Barry, Ph.D. (9)	12,500	(10)	137,500	(11)	-	-	
Michael Berman (12)	30,000		124,415				