

INSULET CORP

Form 3

September 30, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Hayes Kathleen

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/19/2014

3. Issuer Name **and** Ticker or Trading Symbol
INSULET CORP [PODD]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)C/O INSULET
CORPORATION,Â 600
TECHNOLOGY PARK DRIVE,
SUITE 200

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Vice President, HR

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

BILLERICA,Â MAÂ 01821

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

22,346 ⁽¹⁾

D

Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	06/01/2020	Common Stock	10,000	\$ 14.48	D	Â
Employee Stock Option (Right to Buy)	Â (2)	03/01/2021	Common Stock	15,000	\$ 17.49	D	Â
Employee Stock Option (Right to Buy)	Â (2)	04/01/2022	Common Stock	8,000	\$ 19.14	D	Â
Employee Stock Option (Right to Buy)	Â (2)	03/01/2023	Common Stock	6,000	\$ 23.4	D	Â
Employee Stock Option (Right to Buy)	Â (2)	03/03/2024	Common Stock	4,000	\$ 47.32	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hayes Kathleen C/O INSULET CORPORATION 600 TECHNOLOGY PARK DRIVE, SUITE 200 BILLERICA,Â MAÂ 01821	Â	Â	Â Vice President, HR	Â

Signatures

/s/ R. Anthony Diehl, attorney
in fact 09/29/2014

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 4,000 restricted stock units granted on April 1, 2012, which vest one-half of the total units on April 1, 2015 and one-half of the total units on April 1, 2016; 9,000 restricted stock units granted on March 1, 2013, which vest one-third of the total units on March 1, 2015, one-third of the total units on March 1, 2016 and one-third of the total units on March 1, 2017; and 8,000 restricted stock units granted on March 3, 2014, which vest one-third of the total units on March 3, 2015, one-third of the total units on March 3, 2016 and one-third of the total units on March 3, 2017, subject to continued employment. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.
- (2) This option is subject to a four-year vesting period, with 25% of the total award vesting one year after the grant date and the remainder vesting in equal quarterly installments each quarter thereafter for 12 quarters, subject to continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.