

Johnson &amp; Johnson Innovation - JJDC, Inc.

Form 4

May 07, 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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JOHNSON & JOHNSON**

(Last) (First) (Middle)

**ONE JOHNSON & JOHNSON  
PLAZA**

(Street)

**NEW BRUNSWICK, NJ 08933**

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                           | Price                                                             |

Common  
Stock

05/07/2018

C

197,863

A

(1)  
(2)

197,863

I

By Johnson  
& Johnson  
Innovation -  
JJDC, Inc.  
(4)

Common  
Stock

05/07/2018

C

37,388

A

(1)  
(3)

235,251

I

By Johnson  
& Johnson  
Innovation -  
JJDC, Inc.  
(4)

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

**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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Series E<br>Preferred<br>Stock                      | <u>(1)</u> <u>(2)</u>                                                 | 05/07/2018                              |                                                             | C                                       |                                                                                                        | 1,145,038                                                      |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock | 197,863<br><u>(2)</u>            |
| Series F<br>Preferred<br>Stock                      | <u>(1)</u> <u>(3)</u>                                                 | 05/07/2018                              |                                                             | C                                       |                                                                                                        | 248,631                                                        |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock | 37,388<br><u>(3)</u>             |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                           | Director      | 10% Owner | Officer | Other |
| JOHNSON & JOHNSON<br>ONE JOHNSON & JOHNSON PLAZA<br>NEW BRUNSWICK, NJ 08933               |               | X         |         |       |
| Johnson & Johnson Innovation - JJDC, Inc.<br>410 GEORGE STREET<br>NEW BRUNSWICK, NJ 08901 |               | X         |         |       |

## Signatures

|                                                                                |            |
|--------------------------------------------------------------------------------|------------|
| Thomas Spellman III, Secretary of Johnson & Johnson                            | 05/07/2018 |
| <u>                    </u> Signature of Reporting Person                      | Date       |
| Kevin Norman, Assistant Secretary of Johnson & Johnson Innovation - JJDC, Inc. | 05/07/2018 |
| <u>                    </u> 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 E and Series F Convertible Preferred Stock have no expiration date and were automatically converted into shares of Common Stock for no additional consideration immediately prior to the closing of the Issuer's initial public offering.
- (2) Shares of Series E Convertible Preferred Stock converted into shares of Common Stock at a 1-for-0.1728 conversion rate.
- (3) Shares of Series F Convertible Preferred Stock converted into shares of Common Stock at a 1-for-0.1504 conversion rate.
- (4) The securities reported as being indirectly beneficially owned by the designated Reporting Person are directly beneficially owned by Johnson & Johnson Innovation - JJDC, Inc., a wholly-owned subsidiary of the designated Reporting Person.

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.