

Medtronic plc  
Form 4  
May 09, 2018

**FORM 4**

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

OMB APPROVAL

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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

(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  | 11 598,932                        |
| Common Stock                    | 05/07/2018                           |  | C                              |   | 104,934   | A  | 11 703,866                        |
| Common Stock                    | 05/07/2018                           |  | C                              |   | 63,990  | A  | 11 767,856                        |

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

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SEC 1474 (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       | (1)  | 05/07/2018                           |  | C                              | 1,261,949   | (1) (1)  | Common Stock 189,76   |
| Series D Convertible Preferred Stock       | (1)  | 05/07/2018                           |  | C                              | 697,816   | (1) (1)  | Common Stock 104,93   |
| Series F Convertible Preferred Stock       | (1)  | 05/07/2018                           |  | C                              | 425,539   | (1) (1)  | Common Stock 63,99  |

## Reporting Owners

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