

Johnson & Johnson Innovation - JJDC, Inc.
 Form 4
 May 07, 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 *
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 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/07/2018		C		197,863	A	<u>(1)</u> <u>(2)</u>	197,863	I	By Johnson & Johnson Innovation - JJDC, Inc. <u>(4)</u>
Common Stock	05/07/2018		C		37,388	A	<u>(1)</u> <u>(3)</u>	235,251	I	By Johnson & Johnson Innovation - JJDC, Inc. <u>(4)</u>

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

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					V	(A) (D)			
Series E Preferred Stock	<u>(1)</u> <u>(2)</u>	05/07/2018		C		1,145,038	<u>(1)</u> <u>(1)</u>	Common Stock	197,863 <u>(2)</u>
Series F Preferred Stock	<u>(1)</u> <u>(3)</u>	05/07/2018		C		248,631	<u>(1)</u> <u>(1)</u>	Common Stock	37,388 <u>(3)</u>

Reporting Owners

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

Signatures

Thomas Spellman III, Secretary of Johnson & Johnson	05/07/2018
**Signature of Reporting Person	Date
Kevin Norman, Assistant Secretary of Johnson & Johnson Innovation - JJDC, Inc.	05/07/2018
**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 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.