

INSULET CORP
Form 3
May 14, 2007

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â PRISM VENTURE PARTNERS III A LP | | (Month/Day/Year) | INSULET CORP [PODD] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| 100 LOWDER BROOK DRIVE,Â SUITE 2500 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| WESTWOOD,Â MAÂ 02090 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 | 2,284 | 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 Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Series A Convertible Preferred Stock | 10/19/2000 | ∅ (1) | Common Stock | 15,095 (1) | \$ (1) | D | ∅ |
| Series A Convertible Preferred Stock | 02/16/2001 | ∅ (1) | Common Stock | 15,095 (1) | \$ (1) | D | ∅ |
| Series B Convertible Preferred Stock | 06/29/2001 | ∅ (1) | Common Stock | 57,116 (1) | \$ (1) | D | ∅ |
| Series C Convertible Preferred Stock | 09/10/2002 | ∅ (1) | Common Stock | 86,286 (1) | \$ (1) | D | ∅ |
| Series D Convertible Preferred Stock | 02/23/2004 | ∅ (1) | Common Stock | 61,101 (1) | \$ (1) | D | ∅ |
| Series E Convertible Preferred Stock | 02/02/2006 | ∅ (1) | Common Stock | 48,132 (1) | \$ (1) | D | ∅ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PRISM VENTURE PARTNERS III A LP 100 LOWDER BROOK DRIVE SUITE 2500 WESTWOOD, MA 02090 | ∅ | ∅ X | ∅ | ∅ |

Signatures

/s/ John L. Brooks III, Managing Member of Prism Venture Partners III, LLC, the general partner of Prism Investment Partners III, L.P., the general partner of Prism Venture Partners III-A, L.P.

05/14/2007

__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) All shares of the issuer's preferred stock is convertible into its common stock on a 1-for-.3807 basis and has no expiration date. The number of underlying shares of common stock reported in Column 3 does not reflect a 1 to .3807 split, to be effective upon the closing of the issuer's initial public offering, pursuant to which each share preferred stock will automatically convert into common stock at a ratio of 1 share of preferred stock to .3807 of a share of common stock.

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.