

Johnson &amp; Johnson Innovation - JJDC, Inc.

Form 3

May 02, 2018

**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 \*

JOHNSON &amp; JOHNSON

(Last)

(First)

(Middle)

ONE JOHNSON & JOHNSON  
PLAZA

(Street)

NEW

BRUNSWICK, NJ 08933

(City)

(State)

(Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

05/02/2018

3. Issuer Name and Ticker or Trading Symbol  
Inspire Medical Systems, Inc. [INSP]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director    ☒ 10% Owner  
\_\_\_\_ Officer    \_\_\_\_ Other  
(give title below) (specify below)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_\_\_\_ 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)

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)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of  
Shares4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

Series E Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	197,863 <u>(1) (2)</u>	\$ <u>(1) (2)</u>	I	By Johnson & Johnson Innovation - JJDC, Inc. <u>(4)</u>
Series F Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	37,388 <u>(1) (3)</u>	\$ <u>(1) (3)</u>	I	By Johnson & Johnson Innovation - JJDC, Inc. <u>(4)</u>

## Reporting Owners

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

## Signatures

Thomas Spellman III, Secretary of Johnson & Johnson

05/02/2018

\*\*Signature of Reporting Person

Date \_\_\_\_\_

Kevin Norman, Assistant Secretary of Johnson & Johnson Innovation - JJDC, Inc.

05/02/2018

\*\*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).

Shares of Series E and Series F Convertible Preferred Stock (collectively, the "Convertible Preferred Stock") have no expiration date and are convertible, at the option of the holder, into shares of Common Stock at the then-effective conversion rate 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

- (1) Certificate of Incorporation (as amended, the "Certificate of Incorporation")). The shares of Convertible Preferred Stock will automatically convert into shares of Common Stock at the then-effective conversion rate for no additional consideration (subject to the payment of cash in lieu of any fractional shares in accordance with the Certificate of Incorporation) immediately prior to the closing of the Issuer's initial public offering.
- (2) Shares of Series E Convertible Preferred Stock are convertible into shares of Common Stock at a 1-for-0.1728 conversion rate.
- (3) Shares of Series F Convertible Preferred Stock are convertible 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.