

Johnson & 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â JOHNSON & JOHNSON		(Month/Day/Year)	Inspire Medical Systems, Inc. [INSP]	
(Last)	(First)	(Middle)	05/02/2018	
ONE JOHNSON & JOHNSON PLAZA			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW BRUNSWICK,Â NJÂ 08933			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" 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)
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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

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

Reporting Owners

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

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.