

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

2. Issuer Name and Ticker or Trading Symbol

Inspire Medical Systems, Inc. [INSP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

710 MEDTRONIC PARKWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)

05/07/2018

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

MINNEAPOLIS, MN 55432

(City) (State) (Zip)

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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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 710 MEDTRONIC PARKWAY MINNEAPOLIS, MN 55432		X		
Medtronic plc 710 MEDTRONIC PARKWAY 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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