

LETHAM DENNIS J  
Form 4  
June 02, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
LETHAM DENNIS J

(Last) (First) (Middle)

C/O ANIXTER INTERNATIONAL  
INC., 2301 PATRIOT BLVD

(Street)

GLENVIEW, IL 60026

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TENNECO INC [TEN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/31/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (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 Acquired, Disposed of, or Beneficially Owned**

(Commission

(IRS Employer

File Number)

Identification No.)

321 Columbus Avenue

02116

Boston, Massachusetts

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (857) 453-6553

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)3

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Appointment of Director*

On September 6, 2016, the Board of Directors (the “Board”) of InspireMD, Inc. (the “Company”) appointed Thomas J. Kester as a Class 3 member of the Board, effective as of the same date, with a term expiring at the Company’s 2017 annual meeting of stockholders. In addition, Mr. Kester was appointed to serve as a member and the chairman of the Company’s audit committee. In connection with his appointment, Mr. Kester was granted an option to purchase 250,000 shares of the Company’s common stock (“Common Stock”) on September 6, 2016 at an exercise price equal to the closing fair market value of the Common Stock on the date of grant (the “Kester Option”), subject to the terms and conditions of the 2013 Long-Term Incentive Plan (the “Plan”). The Kester Option vests and becomes exercisable in three equal annual installments beginning on the one-year anniversary of the date of grant, provided that in the event that Mr. Kester is either (i) not reelected as a director at the Company’s 2017 annual meeting of stockholders, or (ii) not nominated for reelection as a director at the Company’s 2017 annual meeting of stockholders, the Kester Option vests in full and becomes exercisable on the date of Mr. Kester’s failure to be reelected or nominated. The Kester Option has a term of 10 years from the date of grant.

**Item 8.01 Other Events.**

On September 7, 2016, the Company issued a press release announcing the appointment of Mr. Kester. A copy of such press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit Number Description**

99.1 Press release dated September 7, 2016

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**InspireMD, Inc.**

Date: September 8, 2016 By: */s/ Craig Shore*  
Name: Craig Shore  
Title: Chief Financial Officer

