

Benjamin Eric
Form 3
February 16, 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 *

Â Benjamin Eric

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/14/2018

3. Issuer Name **and** Ticker or Trading Symbol
INSULET CORP [PODD]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP, R&D, New Prod Dev. &
Comm

C/O INSULET
CORPORATION,Â 600
TECHNOLOGY PARK DRIVE,
SUITE 200

(Street)

BILLERICA,Â MAÂ 01821

(City)

(State)

(Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ 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)

Common Stock

11,473 (1) (2) (3)

D

Â

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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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

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (4)	07/01/2025	Common Stock	1,396	\$ 30.02	D	Â
Employee Stock Option (Right to Buy)	Â (5)	02/24/2026	Common Stock	6,996	\$ 29.26	D	Â
Employee Stock Option (Right to Buy)	Â (5)	02/22/2027	Common Stock	4,975	\$ 46.22	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Benjamin Eric C/O INSULET CORPORATION 600 TECHNOLOGY PARK DRIVE, SUITE 200 BILLERICA, MA 01821	Â	Â	Â SVP, R&D, New Prod Dev. & Comm		Â

Signatures

/s/ David Colleran,
attorney-in-fact

02/16/2018

**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).

Includes 343 restricted stock units granted on July 1, 2015, which vest on July 1, 2018; 1,709 restricted stock units granted on February 24, 2016, which vest as to one-half of the total shares on February 24, 2018 and one-half of the total shares on February 24, 2019; and

(1) 1,893 restricted stock units granted on February 22, 2017, which vest as to one-third of the total shares on February 22, 2018, one-third of the total shares on February 22, 2019 and one-third of the total shares on February 22, 2020, subject to continued employment. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

Includes 5,126 performance share units that were granted on February 24, 2016, and the Compensation Committee of the Board of Directors determined on February 13, 2018 that the performance share units were earned based on the performance of the Company. The

(2) full award remains subject to time-based vesting in accordance with the following schedule: one-half of the performance share units vest on the second anniversary of the date of grant and one-half of the performance share units vest on the third anniversary of the date of grant. Vested shares will be delivered to the reporting person as soon as practicable following a vesting date.

Includes an aggregate of 1,409 shares acquired under the Insulet Corporation 2007 Employee Stock Purchase Plan on the following dates:

(3) 418 shares acquired on June 30, 2016, 306 shares acquired on November 30, 2016, 419 shares acquired on May 31, 2017 and 266 shares acquired on November 30, 2017.

(4) This option is subject to a four-year vesting period, with 25% of the total award vesting one year after the grant date and the remainder vesting in equal quarterly installments each quarter thereafter for 12 quarters, subject to continued employment.

(5) This option is subject to a four-year vesting period with 25% of the total award vesting one year after the grant date and the remainder vesting in equal quarterly installments each quarter thereafter for 12 quarters, subject to continued employment.

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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