

INSULET CORP  
Form 8-K  
December 08, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): December 7, 2010  
INSULET CORPORATION  
(Exact name of registrant as specified in its charter)**

**Delaware  
(State or Other Jurisdiction  
of Incorporation)**

**001-33462  
(Commission File No.)**

**04-3523891  
(IRS Employer  
Identification No.)**

**9 Oak Park Drive  
Bedford, Massachusetts 01730  
(Address of Principal Executive Offices, including Zip Code)  
Registrant's telephone number, including area code: (781) 457-5000  
Not Applicable  
(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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - 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))
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EX-5.1 OPINION OF GOODWIN PROCTER LLP

EX-99.1 PRESS RELEASE

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**Item 1.01. Entry Into a Definitive Material Agreement.**

On December 7, 2010, Insulet Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Canaccord Genuity Inc. (the Underwriter ), for the sale by the Company to the Underwriter of 3,000,000 shares of common stock, par value \$0.001 per share (the Firm Shares ). The Firm Shares will be sold to the Underwriter pursuant to the Underwriting Agreement at a price of \$13.266 per share. The offering is expected to close on or about December 13, 2010, subject to customary closing conditions. The Company has granted the Underwriter a 30-day option to purchase an additional 450,000 shares of common stock (together with the Firm Shares, the Shares ). The Underwriting Agreement contains customary representations, warranties and covenants by the Company. It also provides for customary indemnification by each of the Company and the Underwriter for losses or damages arising out of or in connection with the sale of the Shares.

The offering is being made pursuant to a registration statement on Form S-3 (File No. 333-158354) filed with the Securities and Exchange Commission (the Commission ) on April 1, 2009, in the form in which became effective on April 8, 2009 (the Registration Statement ), the prospectus included in the Registration Statement and a final prospectus supplement relating to the Shares filed pursuant to Rule 424(b)(5) of the Securities Act on December 8, 2010.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference, and the foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement.

**Item 7.01. Regulation FD Disclosure.**

On December 7, 2010, the Company issued a press release announcing the sale of 3,000,000 shares of its common stock pursuant to the Underwriting Agreement. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information disclosed under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act, except as expressly set forth in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Underwriting Agreement dated December 7, 2010 by and between Insulet Corporation and Canaccord Genuity Inc.

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5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Goodwin Procter LLP (contained in Exhibit 5.1)
99.1	Press Release of Insulet Corporation dated December 7, 2010

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SIGNATURE

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

INSULET CORPORATION

Date: December 8, 2010

By: /s/ Brian Roberts

Name: Brian Roberts

Title: Chief Financial Officer

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5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Goodwin Procter LLP (contained in Exhibit 5.1)
99.1	Press Release of Insulet Corporation dated December 7, 2010