

INSMED INC  
Form 8-K  
June 26, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): June 22, 2009

INSMED INCORPORATED  
(Exact Name of Registrant as Specified in Its Charter)

Virginia  
(State or Other Jurisdiction of Incorporation)

0-30739                                      54-1972729  
(Commission File Number)              (IRS Employer Identification No.)

8720 Stony Point Parkway, Suite              23235  
200, Richmond, Virginia                      (Zip Code)  
(Address of Principal Executive              Offices)

(804) 565-3000  
(Registrant's Telephone Number, Including Area Code)

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)
  - 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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Item 3.02 Unregistered Sales of Equity Securities

Between June 10, 2009 and June 25, 2009, Insmmed Incorporated received notices from holders of its 5.5% Convertible Notes due 2008 - 2010 electing to voluntarily convert \$800,000 principal amount of Convertible Notes into 617,760 shares of common stock at the conversion rate of one share of common stock for each \$1.295 in principal amount of the Convertible Notes. The Company also received \$1,687,269 from warrant exercises that resulted in 1,394,437 shares of common stock being issued at an exercise price of \$1.21.

Following the conversions described above, \$691,667 principal amount of the Convertible Notes remained outstanding. In addition, because this portion of the Convertible Notes were converted prior to the September 1, 2009 quarterly interest payment, the Company issued an additional 1,488 shares of common stock for the forfeited cash interest payment at a conversion price of \$1.295.

The Company also received \$247,500 from warrant exercises related to the May 2007 offering that resulted in 225,000 shares of common stock being issued at an exercise price of \$1.10.

The number of shares issued pursuant to the conversion of the Convertible Notes and exercise of warrants and options since June 3, 2009, the date of Insmmed's last 8-K report on shares outstanding, exceeded 1% of Insmmed's outstanding common stock on June 22, 2009. As of June 25, 2009 the total issued and outstanding shares of Insmmed Incorporated Common Stock was 129,429,099.

The common stock issued upon the conversion of the Convertible Notes and warrants was issued in reliance upon the exemptions from the registration requirements of the Securities Act of 1933, as amended, provided for in Section 3(a)(9) and Section 4(2) thereof and is all currently registered for resale by the holders pursuant to Insmmed's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on August 8, 2005 (the "Registration Statement").

A summary of the terms of the Convertible Notes and the warrants, including the conversion features and interest payments of the Convertible Notes was previously provided in the Registration Statement and Insmmed's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 16, 2005 (the "Current Report"). The forms of the Convertible Notes and the warrants were filed on the Current Report. The Registration Statement, the Current Report, the forms of the Convertible Notes and warrants are each incorporated herein by reference.

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SIGNATURES

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.

Insmmed Incorporated

Date: June 26, 2009

By: /s/ Kevin P. Tully  
Name: Kevin P. Tully C.G.A.,  
Title: Executive Vice President &  
Chief Financial Officer