

INSULET CORP  
Form S-8  
August 25, 2008

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As filed with the Securities and Exchange Commission on August 25, 2008

**Registration Statement No. 333- \_\_\_\_\_**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
Form S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
INSULET CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)**

Delaware <i>(State or Other Jurisdiction of Incorporation or Organization)</i>	9 Oak Park Drive Bedford, Massachusetts 01730 (781) 457-5000 <i>(Address of Principal Executive Offices)</i>	04-3523891 <i>(I.R.S. Employer Identification No.)</i>
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**Insulet Corporation Amended and Restated 2007 Stock Option and Incentive Plan  
(Full Title of the Plan)**

Duane DeSisto  
 President and Chief Executive Officer  
 Insulet Corporation  
 9 Oak Park Drive  
 Bedford, Massachusetts 01730  
 (781) 457-5000  
*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

With copy to:  
 Raymond C. Zemlin, Esq.  
 Daniel P. Adams, Esq.  
 Goodwin Procter LLP  
 Exchange Place  
 Boston, Massachusetts 02109  
 (617) 570-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
  Accelerated filer   
  Non-accelerated filer   
  Smaller reporting company  
 (Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities To Be Registered	Amounts To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$.001 per share	1,325,000 shares (2)	\$13.62 (3)	\$18,046,000 (3)	\$709.21

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall also cover such indeterminate number of additional shares of Common Stock, par value \$.001 per share, of Insulet Corporation ( Common Stock ) as may be required pursuant to the Insulet Corporation Amended and Restated 2007 Stock Option and Incentive Plan (the 2007 Plan ) in the event of a stock dividend, reverse stock split, split-up, recapitalization, forfeiture of stock under such plans or other similar event.

(2) Insulet Corporation (the Company ) previously filed a registration statement on Form S-8 on July 17, 2007 (File No. 333-144636) (the Original Filing ) identifying shares to be registered in

connection with the Plan. Section 3(a) of the Plan provides that the maximum number of shares of Common Stock reserved for issuance under the Plan shall be increased each January 1, beginning in 2008 and ending in 2012, by an additional positive number equal to the lesser of (A) 3% of the outstanding number of shares of Common Stock on the immediately preceding December 31 and (B) 725,000 shares of Common Stock. Since the Original Filing, pursuant to Section 3(a) of the Plan, the maximum number of shares of Common Stock reserved for issuance under the Plan has increased by 725,000 shares. By filing this Registration Statement in accordance with General Instruction E to Form S-8, the Company registers these

additional  
725,000 shares  
plus the  
additional  
600,000 shares  
approved at the  
Annual Meeting  
of Stockholders  
of the Company  
held on May 8,  
2008.

- (3) Estimated solely  
for the purpose of  
calculating the  
registration fee in  
accordance with  
Rules 457(c) and  
(h) under the  
Securities Act of  
1933, as  
amended, and  
based upon the  
average of the  
high and low  
prices of the  
Common Stock  
reported on the  
NASDAQ Global  
Market on  
August 21, 2008.
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Ex-23.1 Consent of Ernst & Young LLP

Ex-99.1 Amended and Restated 2007 Stock Option and Incentive Plan

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**EXPLANATORY NOTE**

The Company previously filed a Registration Statement on Form S-8 (the Original Filing ) with the Securities and Exchange Commission on July 17, 2007 (File No. 333-144636) in connection with the Amended and Restated 2007 Stock Option and Incentive Plan (the Plan ). This Registration Statement registers additional shares of the Company s Common Stock to be issued pursuant to the Plan. The contents of the Original Filing are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8. After giving effect to this Registration Statement, an aggregate of 1,860,000 shares of the Company s Common Stock have been registered for issuance pursuant to the Plan.

**PART II**

**Item 8. Exhibits**

The exhibits listed below represent a complete list of exhibits filed or incorporated by reference as part of this Registration Statement.

- 3.1(1) Eighth Amended and Restated Certificate of Incorporation of Insulet Corporation
- 3.2(1) Amended and Restated By-laws of Insulet Corporation
- 4.1(2) Specimen certificate for shares of common stock
- 5.1\* Opinion of Goodwin Procter LLP as to the legality of the securities
- 23.1\* Consent of Ernst & Young LLP
- 23.2\* Consent of Goodwin Procter LLP (included in Exhibit 5.1 hereto)
- 24.1\* Power of Attorney (included in signature page)
- 99.1\* Amended and Restated 2007 Stock Option and Incentive Plan

(1) Incorporated herein by reference to the exhibits to the Company s Registration Statement on Form S-8 filed on July 17, 2007 (File No. 333-144636).

(2) Incorporated herein by reference to Exhibit 4.1 to Amendment No. 2 to the Company s Registration

Statement on  
Form S-1 filed on  
April 25, 2007  
(File No.  
333-140694).

\* Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bedford, Commonwealth of Massachusetts, on this 25th day of August, 2008.

INSULET CORPORATION

By: /s/ Duane DeSisto  
 Duane DeSisto  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Duane DeSisto and Carsten Boess, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and all documents in connection therewith, making such changes in this Registration Statement as such attorneys-in-fact and agents so acting deem appropriate, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done with respect to the offering of securities contemplated by this Registration Statement, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Duane DeSisto	President and Chief Executive Officer and Director (Principal Executive Officer)	August 25, 2008
Duane DeSisto		
/s/ Carsten Boess	Chief Financial Officer (Principal Financial and Accounting Officer)	August 25, 2008
Carsten Boess		
/s/ Alison de Bord	Director	August 25, 2008
Alison de Bord		
/s/ Gary Eichhorn	Director	August 25, 2008
Gary Eichhorn		
/s/ Ross Jaffe, M.D.	Director	

August 25,  
2008

Ross Jaffe, M.D.

/s/ Charles Liamos

Director

August 25,  
2008

Charles Liamos

/s/ Steven Sobieski

Director

August 25,  
2008

Steven Sobieski

/s/ Regina Sommer

Director

August 25,  
2008

Regina Sommer

/s/ Joseph Zakrzewski

Director

August 25,  
2008

Joseph Zakrzewski

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3.2 (1)	Amended and Restated By-laws of Insulet Corporation
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5.1*	Opinion of Goodwin Procter LLP as to the legality of the securities
23.1*	Consent of Ernst & Young LLP
23.2*	Consent of Goodwin Procter LLP (included in Exhibit 5.1 hereto)
24.1*	Power of Attorney (included in signature page)
99.1*	Amended and Restated 2007 Stock Option and Incentive Plan

(1) Incorporated herein by reference to the exhibits to the Registrant's Registration Statement on Form S-8 filed on July 17, 2007 (File No. 333-144636).

(2) Incorporated herein by reference to Exhibit 4.1 to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 filed on April 25, 2007 (File No. 333-140694).

\* Filed herewith.