

NANOMETRICS INC
Form SC 13G/A
February 11, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Nanometrics Incorporated

(Name of Issuer)

Common Stock

(Title of Class of Securities)

630077105

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes.)

CUSIP No. 630077105

1. NAMES OF REPORTING PERSONS

Wellington Management Group LLP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
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	6. SHARED VOTING POWER	0
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	7. SOLE DISPOSITIVE POWER	0
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	8. SHARED DISPOSITIVE POWER	0
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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12. TYPE OF REPORTING PERSON

HC

Item 1.

- (a) **Name of Issuer**
Nanometrics Incorporated
- (b) **Address of Issuer's Principal Executive Offices**
1550 Buckeye Drive
Milpitas, CA 95035

Item 2.

- (a) **Name of Person Filing**
Wellington Management Group LLP
- (b) **Address of Principal Business Office or, if None, Residence**
c/o Wellington Management Company LLP
280 Congress Street
Boston, MA 02210
- (c) **Citizenship**
Wellington Management Group LLP - Massachusetts
- (d) **Title of Class of Securities**
Common Stock
- (e) **CUSIP Number**
630077105

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with Rule 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

See the responses to Item 9 on the attached cover pages.

(b) Percent of Class:

See the responses to Item 11 on the attached cover pages.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote 0

(ii) shared power to vote or to direct the vote See the responses to Item 6 on the attached cover pages.

(iii) sole power to dispose or to direct the disposition of 0

(iv) shared power to dispose or to direct the disposition of See the responses to Item 8 on the attached cover pages.

Item 5. Ownership of Five Percent or Less of Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The securities as to which this Schedule is filed are owned of record by clients of one or more investment advisers identified in Exhibit A directly or indirectly owned by Wellington Management Group LLP. Those clients have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities. No such client is known to have such right or power with respect to more than five percent of this class of securities, except as follows:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not

held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By:
Wellington
Management
Group LLP

By: /s/
Steven M.
Hoffman

Name:
Steven M.
Hoffman

Title:
Authorized
Person

Date:
February 16,
2016

Exhibit A

Pursuant to the instructions in Item 7 of Schedule 13G, the following lists the identity and Item 3 classification of each relevant entity that beneficially owns shares of the security class being reported on this Schedule 13G.

Wellington Group Holdings LLP – HC
Wellington Investment Advisors LLP – HC
Wellington Management Global Holdings, Ltd. - HC

One or more of the following investment advisers (the “Wellington Investment Advisers”):

Wellington Management Company LLP – IA
Wellington Management Canada LLC – IA
Wellington Management Singapore Pte Ltd – IA
Wellington Management Hong Kong Ltd – IA
Wellington Management International Ltd – IA
Wellington Management Japan Pte Ltd – IA
Wellington Management Australia Pty Ltd - IA

The securities as to which this Schedule is filed by Wellington Management Group LLP, as parent holding company of certain holding companies and the Wellington Investment Advisers, are owned of record by clients of the Wellington Investment Advisers. Wellington Investment Advisors Holdings LLP controls directly, or indirectly through Wellington Management Global Holdings, Ltd., the Wellington Investment Advisers. Wellington Investment Advisors Holdings LLP is owned by Wellington Group Holdings LLP. Wellington Group Holdings LLP is owned by Wellington Management Group LLP.

EXHIBIT B

JOINT FILING AGREEMENT

The undersigned hereby agree that this Schedule 13G (the "Schedule 13G") with respect to the common stock of Nanometrics Incorporated is, and any additional amendment thereto signed by each of the undersigned shall be, filed on behalf of each undersigned pursuant to and in accordance with the provisions of 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that all subsequent amendments to the Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that it knows or has reason to believe that such information is inaccurate. It is understood and agreed that the joint filing of the Schedule 13G shall not be construed as an admission that the persons named herein constitute a group for purposes of Regulation 13D-G of the Securities Exchange Act of 1934, nor is a joint venture for purposes of the Investment Company Act of 1940.

By:
Wellington
Management
Group LLP

By: /s/
Steven M.
Hoffman

Name:
Steven M.
Hoffman

Title:
Authorized
Person

Date:
February 16,
2016

IGN: right; TEXT-INDENT: 0pt; DISPLAY: block; MARGIN-LEFT: 9pt; MARGIN-RIGHT: 0pt" align="left">Page 3 of 11 Pages

1 NAME OF REPORTING PERSONS

OrbiMed Israel GP Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- 2 (a)
 (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Israel

		SOLE VOTING POWER
	5	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	6	SHARED VOTING POWER
		944,900
	7	SOLE DISPOSITIVE POWER
WITH		0
	8	SHARED DISPOSITIVE POWER
		944,900

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

944,900

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.23% *

TYPE OF REPORTING PERSON

12

CO

* This percentage is based upon 42,401,311 shares outstanding as of November 12, 2014, as set forth in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 12, 2014.

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NAME OF REPORTING PERSONS

1

OrbiMed Advisors LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

SHARED VOTING POWER

6

2,205,100

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

2,205,100

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,205,100

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.20% *

TYPE OF REPORTING PERSON

12

IA

* This percentage is based upon 42,401,311 shares outstanding as of November 12, 2014, as set forth in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 12, 2014.

NAME OF REPORTING PERSONS

1

OrbiMed Capital GP IV LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

SHARED VOTING POWER

6

2,205,100

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

2,205,100

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,205,100

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.20% *

TYPE OF REPORTING PERSON

12

OO

* This percentage is based upon 42,401,311 shares outstanding as of November 12, 2014, as set forth in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 12, 2014.

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NAME OF REPORTING PERSONS

1

Samuel D. Isaly

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6

2,205,100

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

2,205,100

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,205,100

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.20% *

TYPE OF REPORTING PERSON

12

IN

* This percentage is based upon 42,401,311 shares outstanding as of November 12, 2014, as set forth in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 12, 2014.

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Item 1. (a) Name of Issuer:

InspireMD, Inc.

(b) Address of Issuer's Principal Executive Offices:

321 Columbus Avenue

Boston, MA 02116

Item 2.

(a) Name of Person Filing:

This Schedule 13G is being filed by each of the following persons (each, a "Reporting Person" and together, the "Reporting Persons"):

- (i) OrbiMed Israel BioFund GP Limited Partnership ("OrbiMed BioFund")
- (ii) OrbiMed Israel GP Ltd. ("OrbiMed Israel")
- (iii) OrbiMed Advisors LLC ("Advisors")
- (iv) OrbiMed Capital GP IV LLC ("GP IV")
- (v) Samuel D. Isaly ("Isaly")

See Exhibit A for the Reporting Persons' agreement for a joint filing of a single statement on their behalf.

(b) Address of Principal Business Office:

The address of the principal business office of each of OrbiMed BioFund and OrbiMed Israel is 89 Medinat HaYehudim St., Build E, 11th Floor, Herzliya 46766, Israel. The address of the principal business office of each of GP IV, Advisors and Isaly is 601 Lexington Avenue, 54th Floor, New York, New York 10022.

(c) Citizenship:

Please refer to Item 4 on each cover sheet for each filing person.

(d) Title of Class of Securities:

Common Stock, par value \$0.0001 per share (the "Common Stock")

(e) CUSIP No.:

45779A309

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Item 4. Ownership:

OrbiMed Israel is the general partner of OrbiMed BioFund, which is the general partner of OrbiMed Israel Partners Limited Partnership, an Israel limited partnership ("OrbiMed Israel Partners"), which holds 944,900 shares of Common Stock. OrbiMed Israel, as the general partner of OrbiMed BioFund, and OrbiMed BioFund, as the general partner of OrbiMed Israel Partners, may be deemed to share beneficial ownership of the shares of the Issuer's Common Stock directly held by OrbiMed Israel Partners. Each of OrbiMed Israel and OrbiMed BioFund disclaims any beneficial ownership over the shares of the other Reporting Persons. GP IV is the General Partner of OrbiMed Private Investments IV, LP ("OPI IV"), which holds 2,205,100 shares of Common Stock. Advisors is an investment advisor in accordance with §240.13d-1(b)(1)(ii)(E) and the Managing Member of GP IV. Isaly is the Managing Member of Advisors and a control person in accordance with §240.13d-1(b)(1)(ii)(G). On the basis of these relationships, GP IV, Advisors and Isaly may be deemed to share beneficial ownership of the shares of Common Stock directly held by OPI IV. Each of GP IV, Advisors and Isaly disclaims any beneficial ownership over the shares of the other Reporting Persons.

(a) Amount beneficially owned: See the response(s) to Item 9 on the attached cover page(s).

(b) Percent of class: See the response(s) to Item 11 on the attached cover page(s).

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).

(ii) Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).

(iii) Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).

(iv) Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

Item 5. Ownership of Five Percent or Less of a Class.

If this Statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. o

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

See Item 4.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2015

ORBIMED ISRAEL BIOFUND
GP LIMITED PARTNERSHIP

By: OrbiMed Israel GP Ltd., its
General Partner

By: Jonathan T. Silverstein
Name: Jonathan T. Silverstein
Title: Director

ORBIMED ISRAEL GP LTD.

ORBIDMED ADVISORS LLC

By: Samuel D. Isaly
Name: Samuel D. Isaly
Title: Managing Member

SAMUEL D. ISALY

Samuel D. Isaly
Name: Samuel D. Isaly

EXHIBIT A

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby consent to the joint filing on behalf of a single Schedule 13G and any amendment thereto, with respect to the beneficial ownership by each of the undersigned of the common stock of InspireMD, Inc. The undersigned hereby further agree that this Joint Filing Agreement be included as an exhibit to such statement and any such amendment. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning the others. The undersigned hereby further agree that this Joint Filing Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original, but all of which counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of February 17, 2015.

ORBIMED ISRAEL BIOFUND
GP LIMITED PARTNERSHIP

By: OrbiMed Israel GP Ltd., its
General Partner

By: Jonathan T. Silverstein
Name: Jonathan T. Silverstein
Title: Director

ORBIMED ISRAEL GP LTD.

ORBIMED ADVISORS LLC

By: Samuel D. Isaly
Name: Samuel D. Isaly
Title: Managing Member

SAMUEL D. ISALY

Samuel D. Isaly
Name: Samuel D. Isaly