

INSULET CORP  
Form 10-Q/A  
October 29, 2010

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-Q/A  
Amendment No. 1**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the quarterly period ended June 30, 2010**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Commission File Number 001-33462**  
**INSULET CORPORATION**  
**(Exact name of Registrant as specified in its charter)**

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

**04-3523891**  
(I.R.S. Employer Identification No.)

**9 Oak Park Drive**  
**Bedford, Massachusetts**  
(Address of Principal Executive Offices)

**01730**  
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(781) 457-5000**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 4, 2010, the registrant had 40,143,138 shares of common stock outstanding.

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PART II OTHER INFORMATION

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EX-10.1

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**EXPLANATORY NOTE**

Insulet Corporation ( Insulet ) is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q (the Original Report ) solely to re-file Exhibit 10.1 to the Original Report in response to comments from the Securities and Exchange Commission (the SEC ) regarding a confidential treatment request submitted to the SEC with respect to Exhibit 10.1 of Item 6 of Part II of the Original Report, which is hereby amended to include a revised redacted version of Exhibit 10.1.

No other changes have been made to the Original Report. This Amendment No.1 speaks as of the original filing date of the Original Report on Form 10-Q and does not reflect any events that occurred at a date subsequent to the filing of the Original Report or modify or update those disclosures therein in any way. Accordingly, this Amendment No. 1 should be read in conjunction with Insulet s filings made with the SEC subsequent to the filing of the Original Report.

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**PART II OTHER INFORMATION**

**Item 6. Exhibits**

| <b>Exhibit<br/>Number</b> | <b>Description of Document</b>   |
|---------------------------|--|
| 10.1*+                    | Amendment No. 2 to Development and License Agreement, dated as of June 30, 2010, by and between Abbott Diabetes Care, Inc., formerly known as TheraSense, Inc., and Insulet Corporation.                                     |
| 31.1**                    | Certification of Duane DeSisto, President and Chief Executive Officer, pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                                       |
| 31.2**                    | Certification of Brian Roberts, Chief Financial Officer, pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 32.1**                    | Certification of Duane DeSisto, President and Chief Executive Officer, and Brian Roberts, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

\* Filed herewith.

\*\* Previously filed with the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010.

+ Portions of this exhibit have been redacted and are subject to a confidential treatment request filed with the Securities and Exchange Commission pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.

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**SIGNATURES**

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

INSULET CORPORATION  
(Registrant)

Date: October 29, 2010

/s/ Duane DeSisto  
Duane DeSisto  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: October 29, 2010

/s/ Brian Roberts  
Brian Roberts  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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