

InvenSense Inc
 Form 4
 February 03, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Shah Amit

(Last) (First) (Middle)

C/O ARTIMAN VENTURES, 2000
 UNIVERSITY AVE, SUITE 602

(Street)

EAST PALO ALTO, CA 94303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 InvenSense Inc [INVN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/01/2016 | | M | V Amount (A) or (D) Price 8,408 A \$0 (1) | 8,408 | D | |
| Common Stock | | | | | 7,013,170 | I | By Artiman Ventures, L.P. (2) |
| Common Stock | | | | | 16,667 | I | By Artiman Management, LLC (3) |
| Common Stock | | | | | 15,497 | I | By Artiman, L.L.C. (4) |
| | | | | | 44,608 | I | |

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| | | | | |
|--------------|--------|---|--|---|
| Common Stock | | | | Artiman Ventures Side Fund, L.P. ⁽⁵⁾ |
| Common Stock | 91,691 | I | | By Artiman Ventures Side Fund II, L.P. ⁽⁶⁾ |
| Common Stock | 19,943 | I | | By Baca, LP ⁽⁷⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pr Deriv Secur (Instr. | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Unit (RSU) | \$ 0 ⁽¹⁾ | 02/01/2016 | | M | 8,408 | <u>(8)</u> | <u>(8)</u> | Common Stock | 8,408 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Shah Amit C/O ARTIMAN VENTURES 2000 UNIVERSITY AVE, SUITE 602 EAST PALO ALTO, CA 94303 | X | | | |

Signatures

/s/ Adam Tachner, Attorney-in-Fact For: Amit
Shah

02/03/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of Invensense common stock at no cost.
The reported securities are held directly by Artiman Ventures, L.P. Reporting person is a Managing Member of Artiman, L.L.C., the
- (2) General Partner of Artiman Ventures, L.P., and disclaims beneficial ownership of the securities held by Artiman Ventures, L.P. except to the extent of his pecuniary interest therein, if any.
The reported securities are held directly by Artiman Management, LLC, a limited liability company of which the Reporting Person is a
- (3) managing member. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein, if any.
The reported securities are held directly by Artiman, L.L.C., a limited liability company of which the reporting person is a managing
- (4) member. The reporting person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein, if any.
The reported securities are held directly by Artiman Ventures Side Fund, L.P. Reporting Person is a managing member of Artiman,
- (5) L.L.C., the General Partner of Artiman Ventures Side Fund, L.P., and disclaims beneficial ownership of the securities held by Artiman Ventures Side Fund, L.P. except to the extent of his pecuniary interest therein, if any.
The reported securities are held directly by Artiman Ventures Side Fund II, L.P. Reporting Person is a managing member of Artiman,
- (6) L.L.C., the General Partner of Artiman Ventures Side Fund II, L.P., and disclaims beneficial ownership of the securities held by Artiman Ventures Side Fund II, L.P. except to the extent of his pecuniary interest therein, if any.
- (7) The reported securities are held directly by Baca, LP, a limited partnership of which the Reporting Person is the general partner. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein, if any.
Subject to the Reporting Person's continuing service to the corporation and the provisions in the Invensense's standard form of RSU
- (8) award agreement, the shares will vest on December 31, 2015. Shares will be delivered to the reporting person on each vest date; provided, however, that settlement of each RSU will be deferred to the first permissible trading day for the corporation's common stock, if later than the applicable vesting date, but no later than March 15th of the year following the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.