

InvenSense Inc
Form 4
July 23, 2015

FORM 4

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

OMB APPROVAL

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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 *
Yu Yunbei Ben

(Last) (First) (Middle)

C/O SIERRA VENTURES, 1400 FASHION ISLAND BLVD. SUITE 1010

(Street)

SAN MATEO, CA 94404

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2014

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 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/18/2014		J ⁽¹⁾		1,009,000	D	\$ 0 4,035,404	By Sierra Ventures IX, L.P. ⁽²⁾
Common Stock	02/18/2014		J ⁽³⁾		20,175	A	\$ 0 20,175	By Sierra Ventures Associates IX, LLC ⁽²⁾
Common Stock	02/18/2014		J ⁽⁴⁾		20,175	D	\$ 0 0	By Sierra Ventures Associates IX, LLC ⁽²⁾

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The Reporting Person is a Managing Director of Sierra Ventures Associates IX, LLC which serves as the sole General Partner of Sierra IX. As such, the Reporting Person shares voting and investment control over the shares owned by Sierra IX, and may be deemed to own beneficially the shares held by Sierra IX. The Reporting Person disclaims beneficial ownership of the shares held by Sierra IX except to the extent of his proportionate pecuniary interest therein.

- (3) Represents a change in the form of beneficial ownership from one form of indirect ownership to another by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by Sierra Ventures IX, L.P. without consideration to its limited partners and the general partner, Sierra Ventures Associates IX, LLC.
- (4) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Sierra Ventures Associates IX, LLC without consideration to its members, including the Reporting Person.
- (5) Represents a change in the form of ownership from indirect ownership to direct ownership by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by Sierra Ventures Associates IX, LLC without consideration to its members, including the Reporting Person.

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.