

InvenSense Inc  
Form S-8  
September 30, 2016

As filed with the Securities and Exchange Commission on September 30, 2016

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under*  
***THE SECURITIES ACT OF 1933***

**INVENSENSE, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**  
**1745 Technology Drive, Suite 200**

**01-0789977**  
**(I.R.S. Employer**  
**Identification No.)**  
**95110**

**San Jose, CA**  
(Address of principal executive offices) (Zip Code)  
**2013 Employee Stock Purchase Plan**

(Full title of the plans)

**Mark Dentinger**

**InvenSense, Inc.**

**1745 Technology Drive, Suite 200**

**San Jose, California 95110**

(Name and address agent for service)

**(408) 501-2200**

(Telephone number, including area code, of agent for service)

*Copy to:*

**Allison Leopold Tilley, Esq.**

**Pillsbury Winthrop Shaw Pittman LLP**

**2550 Hanover Street**

**Palo Alto, California 94304**

**(650) 233-4500**

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	<b>Amount of</b>
<b>To Be Registered</b>	<b>To Be</b>	<b>Maximum</b>	<b>Maximum</b>	<b>Registration Fee</b>
	<b>Registered (1)</b>	<b>Offering Price</b>	<b>Aggregate</b>	

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		<b>Per Share (2)</b>	<b>Offering Price (2)</b>	
Common stock, \$0.001 par value per share	2,000,000	\$6.46	\$12,920,000.00	\$1,301.04

- (1) Pursuant to Rule 416 of the Securities Act of 1933 (the Securities Act ), this registration statement also covers any additional securities that may be offered or become issuable under the 2013 Employee Stock Purchase Plan ( ESPP ) in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without receipt of consideration, which results in an increase in the number of the Registrant s outstanding shares of Common Stock.
- (2) Estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of 85% of the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on September 23, 2016. Pursuant to the ESPP, the purchase price of Common Stock will be at least 85% of the lower of the fair market value of the common stock on the first trading day of the offering period or on the exercise date.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

**INFORMATION REQUIRED PURSUANT  
TO GENERAL INSTRUCTION E TO FORM S-8**

**General Instruction E Information**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements on Form S-8 relating to the same employee benefit plan are effective. Registrant's Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the Commission) on November 15, 2013 (File No. 333-192368) and November 17, 2015 (File No. 333-208073), excluding reports that the Registrant filed with the Commission that were incorporated into those Form S-8 Registration Statements in order to maintain current information about the Registrant, is hereby incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Securities and Exchange Commission (the Commission) are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended April 3, 2016, filed with the Commission on May 25, 2016.
- (b) The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended July 3, 2016 filed with the Commission on August 4, 2016.
- (c) The Registrant's Current Reports on Form 8-K filed with the Commission on May 4, 2016, May 9, 2016 (except Item 2.02 and Item 9.01) and September 19, 2016.
- (d) The description of the Registrant's Common Stock contained in the Registration Statement on Form 8-A (File No. 001-35269) as filed with the Commission on August 3, 2011 pursuant to Section 12(b) of the Securities Exchange Act of 1934 (the Exchange Act), including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any portions thereof furnished by the Registrant, including information furnished under Item 2.02 and Item 7.01 and any exhibits relating to Item 2.02 or Item 7.01 furnished under Item 9.01 of Form 8-K and any certification required by 18 U.S.C. § 1350), subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP.
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
23.2	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).

- 24.1 Power of Attorney (contained on signature page hereto).
- 99.1 InvenSense, Inc. 2013 Employee Stock Purchase Plan, as amended (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on September 19, 2016).

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 San Jose, State of California, on the 30<sup>th</sup> day of September, 2016.

INVENSENSE, INC.

/s/ Behrooz Abdi

By: Behrooz Abdi

Chief Executive Officer



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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Behrooz Abdi and Mark Dentinger and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, 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, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ Behrooz Abdi Behrooz Abdi	Chief Executive Officer (Principal Executive Officer) and Director	September 30, 2016
/s/ Mark Dentinger Mark Dentinger	Chief Financial Officer (Principal Financial and Accounting Officer)	September 30, 2016
/s/ Amir Faintuch Amir Faintuch	Director	September 30, 2016
/s/ Usama Fayyad Usama Fayyad	Director	September 30, 2016
/s/ Emiko Higashi Emiko Higashi	Director	September 30, 2016
/s/ Jon Olson Jon Olson	Director	September 30, 2016
/s/ Amit Shah Amit Shah	Director	September 30, 2016
/s/ Eric Stang Eric Stang	Director	September 30, 2016

Eric Stang

/s/ Yunbei Ben Yu, Ph.D.      Director

September 30, 2016

Yunbei Ben Yu, Ph.D.

**INDEX TO EXHIBITS**

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