

InvenSense Inc
 Form 4
 February 08, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 02/04/2016

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/04/2016 | | S ⁽¹⁾ | | 130,942 | D | \$ 7.5309 (7) |
| | | | | | 6,882,228 | I | |
| Common Stock | 02/04/2016 | | S ⁽²⁾ | | 846 | D | \$ 7.5309 (7) |
| | | | | | 43,762 | I | |
| Common Stock | 02/04/2016 | | S ⁽³⁾ | | 1,712 | D | \$ 7.5309 (7) |
| | | | | | 89,979 | I | |
| Common Stock | 02/05/2016 | | S ⁽¹⁾ | | 133,885 | D | \$ 7.355 (8) |
| | | | | | 6,748,343 | I | |

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| | | | | | | | | | (1) |
|--------------|------------|--|------------------|--------|---|------------------|-----------|---|------------------|
| Common Stock | 02/05/2016 | | S ⁽²⁾ | 865 | D | \$ 7.355 (8) | 42,897 | I | See Footnote (2) |
| Common Stock | 02/05/2016 | | S ⁽³⁾ | 1,750 | D | \$ 7.355 (8) | 88,229 | I | See Footnote (3) |
| Common Stock | | | | | | | 8,408 | D | |
| Common Stock | | | | | | | 15,497 | I | See Footnote (6) |
| Common Stock | | | | | | | 16,667 | I | See Footnote (5) |
| Common Stock | | | | | | | 19,943 | I | See Footnote (4) |
| Common Stock | 02/08/2016 | | S ⁽¹⁾ | 82,748 | D | \$ 7.0289 (9) | 6,665,595 | I | See Footnote (1) |
| Common Stock | 02/08/2016 | | S ⁽²⁾ | 535 | D | \$ 7.0289 (9) | 42,362 | I | See Footnote (2) |
| Common Stock | 02/08/2016 | | S ⁽³⁾ | 1,082 | D | \$ 7.0289 (9) | 87,147 | I | See Footnote (3) |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| | | | | | | | |
|--|------|---|-----|-----|---------------------|--------------------|--|
| | | | | | | | Amount or Number of Shares |
| | | | | | Date Exercisable | Expiration Date | Title |
| | Code | V | (A) | (D) | | | |

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/ Amit Shah 02/08/2016
 **Signature of Date
 Reporting Person

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).
- Securities directly held by Artiman Ventures, L.P. Reporting Person is a Managing Member of Artiman, L.L.C., the General Partner of
- (1) 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.
- Securities directly held by Artiman Ventures Side Fund, L.P. Reporting Person is a Managing Member of Artiman, L.L.C., the General
- (2) 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.
- Securities directly held by Artiman Ventures Side Fund II, L.P. Reporting Person is a Managing Member of Artiman, L.L.C., the General
- (3) 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.
- (4) The reported securities are held 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.
- The reported securities are held by Artiman Management, LLC, a limited liability company of which the Reporting Person is a managing
- (5) member. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein, if any.
- (6) The reported securities are held by Artiman, L.L.C., a limited liability company of which the reporting person is a managing member. The reporting person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein, if any.
- (7) The price reported in column 4 is a weighted average price ranging from \$7.40 to \$7.69, inclusive.
 - (8) The price reported in column 4 is a weighted average price ranging from \$7.12 to \$7.72, inclusive.
 - (9) The price reported in column 4 is a weighted average price ranging from \$7.00 to \$7.09, inclusive.

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.