

InvenSense Inc
Form 4
July 24, 2015

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)

02/19/2014

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 (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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/19/2014		S ⁽¹⁾	124,326 D 20.0222	\$ 8,363,548	I	See Footnote (1)
Common Stock	02/20/2014		S ⁽¹⁾	290,970 D 20.2376	\$ 8,072,578	I	See Footnote (1)
Common Stock	02/21/2014		S ⁽¹⁾	217,465 D 20.278	\$ 7,855,113	I	See Footnote (1)
Common Stock	02/19/2014		S ⁽⁵⁾	803 D 20.0222	\$ 54,039	I	See Footnote

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					(2)			(5)
Common Stock	02/20/2014	S ⁽⁵⁾	1,880	D	\$ 20.2376 (3)	52,159	I	See Footnote (5)
Common Stock	02/21/2014	S ⁽⁵⁾	1,405	D	\$ 20.278 (4)	50,754	I	See Footnote (5)
Common Stock	02/19/2014	S ⁽⁶⁾	1,625	D	\$ 20.0222 (2)	109,336	I	See Footnote (6)
Common Stock	02/20/2014	S ⁽⁶⁾	3,804	D	\$ 20.2376 (3)	105,532	I	See Footnote (6)
Common Stock	02/21/2014	S ⁽⁶⁾	2,843	D	\$ 20.278 (4)	102,689	I	See Footnote (6)
Common Stock						19,943	I	See Footnote (7)
Common Stock						33,333	I	See Footnote (8)
Common Stock						15,497	I	See Footnote (9)

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

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(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 Reported Transaction (Instr. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or

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 07/24/2015

**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) Securities directly held by Artiman Ventures, L.P. Reporting Person is a Managing Member of Artiman, L.L.C., the 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.

(2) The price reported in column 4 is a weighted average price ranging from \$19.85 to \$20.25, inclusive.

(3) The price reported in column 4 is a weighted average price ranging from \$20.03 to \$20.55, inclusive.

(4) The price reported in column 4 is a weighted average price ranging from \$20.01 to \$20.63, inclusive

(5) Securities directly held by Artiman Ventures Side Fund, L.P. Reporting Person is a Managing Member of Artiman, 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.

(6) Securities directly held by Artiman Ventures Side Fund II, L.P. Reporting Person is a Managing Member of Artiman, 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 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.

(8) The reported securities are held by Artiman Management, LLC, 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.

(9) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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