

InvenSense Inc
Form 4
February 12, 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)
02/10/2015

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 Price			
Common Stock	02/10/2015		S	50,014 D \$ 15.93	7,425,532	I	See Footnote (1)
Common Stock	02/10/2015		S	620 D \$ 15.93	47,680	I	See FootNote (2)
Common Stock	02/10/2015		S	666 D \$ 15.93	97,062	I	See Footnote (3)
Common Stock	02/11/2015		S	24,016 D \$ 16.36	7,401,516	I	See Footnote

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									(1)
Common Stock	02/11/2015	S	304	D	\$ 16.36	47,376	I		See Footnote (2)
Common Stock	02/11/2015	S	335	D	\$ 16.36	96,727	I		See Footnote (3)
Common Stock	02/12/2015	S	24,255	D	\$ 16.31	7,377,261	I		See Footnote (1)
Common Stock	02/12/2015	S	306	D	\$ 16.31	47,070	I		See Footnote (2)
Common Stock	02/12/2015	S	339	D	\$ 16.31	96,388	I		See Footnote (3)

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

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

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Shah Amit
C/O ARTIMAN VENTURES
2000 UNIVERSITY AVE, SUITE 602
EAST PALO ALTO, CA 94303

Signatures

/s/ Amit Shah 02/12/2015

 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. Amit Shah and Yatin Mundkur are the Managing Members of Artiman, L.L.C., the General Partner of Artiman Ventures, L.P. and may be deemed to have voting control and investment power over the securities held by Artiman Ventures, L.P., but disclaim beneficial ownership of the securities held by Artiman Ventures, L.P. except to the extent of their pecuniary interest therein.

(2) Securities directly held by Artiman Ventures Side Fund, L.P. Amit Shah and Yatin Mundkur are the Managing Members of Artiman, L.L.C., the General Partner of Artiman Ventures Side Fund, L.P. and may be deemed to have voting control and investment power over the securities held by Artiman Ventures Side Fund, L.P., but disclaim beneficial ownership of the securities held by Artiman Ventures Side Fund, L.P. except to the extent of their pecuniary interest therein.

(3) Securities directly held by Artiman Ventures Side Fund II, L.P. Amit Shah and Yatin Mundkur are the Managing Members of Artiman, L.L.C., the General Partner of Artiman Ventures Side Fund II, L.P. and may be deemed to have voting control and investment power over the securities held by Artiman Ventures Side Fund II, L.P., but disclaim beneficial ownership of the securities held by Artiman Ventures Side Fund II, L.P. except to the extent of their pecuniary interest therein.

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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