

InvenSense Inc  
Form 4  
May 19, 2015

# 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 \*  
Lloyd Stephen

(Last) (First) (Middle)

C/O INVENSENSE INC., 1745  
TECHNOLOGY DRIVE

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/15/2015

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)  
VP Engineering & New Product

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 or Price (A) or (D)		
Common Stock	05/15/2015		A		20,000 <sup>(1)</sup>	A	\$ 0 50,336 D
Common Stock	05/15/2015		M		3,750	A	\$ 0 <sup>(2)</sup> 54,086 D
Common Stock	05/15/2015		M		2,000	A	\$ 0 <sup>(2)</sup> 56,086 D
Common Stock	05/18/2015		S <sup>(3)</sup>		2,177 <sup>(4)</sup>	D	\$ 14.46 53,909 D
Common Stock	05/18/2015		S <sup>(3)</sup>		5 <sup>(4)</sup>	D	\$ 14.57 53,904 D



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Represents a grant of unvested restricted stock. 25% of the award will vest and become subject to release from restrictions annually over the next four years beginning May 15, 2016.

- (2) Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of Invensense common stock at no cost
- (3) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on December 8, 2014.
- (4) In connection with the vesting and delivery of restricted stock units, shares were sold and the net proceeds were used to pay required withholding taxes.
- (5) The option vests monthly over 4 years following the vesting commencement date of May 15,2015, at the rate of 1/48 per month.

Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement,

- (6) the shares will commence vesting as of the Grant Date and vest at a rate of 25% annually. Shares will be delivered to the reporting person on each vest date.

Subject to the Reporting Person's continuing employment and the provisions in Invensense's standard form of RSU award agreement,

- (7) 25% of the shares will vest one year from the Grant Date, 25% of the shares will vest on 8/15/15, 25% of the shares will vest on 11/15/15 and 25% of the shares will vest on 2/15/16. Shares will be delivered to the reporting person on each vest date.

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.