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InvenSense Inc Form 4 February 17, 2016 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).						OMB Number: Expires: Estimated a burden hour response				
(Print or Type)	Responses)									
Goehl Daniel Symbol			nd Ticker o [INVN]	r Trad	0	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)		3. Date of Earliest Transaction (Chec					k all applicable)		
C/O INVENSENSE INC., 1745 (Month/I TECHNOLOGY DRIVE (2/15/2			:h/Day/Year) 5/2016				Director 10% Owner Officer (give title Other (specify below) VPWorldwide Sales			
(Street) 4. If Ame Filed(Mor			Date Origin ear)	al		6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
SAN JOSE	, CA 95110					Form filed by M Person	ore than One Re	porting		
(City)	(State) (Zip)	Table I - Non	-Derivative	e Secu	rities Acqu	iired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	any	tion Date, if Transact Code h/Day/Year) (Instr. 8)	4. Secur ior(A) or D (Instr. 3.)	(A) or	ed of (D)	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)		
Common Stock	02/15/2016	М	3,750	А	\$ 0 <u>(1)</u>	23,750	D			
Common Stock	02/15/2016	М	2,000	А	\$ 0 <u>(1)</u>	25,750	D			
Common Stock	02/16/2016	S <u>(2)</u>	5,750	D	\$ 6.9394 (<u>3)</u>	20,000	D			

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

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information contained in this form are not
required to respond unless the formSEC 1474
(9-02)

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displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number out 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. Pr Deriv Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit (RSU)	\$ 0 <u>(1)</u>	02/15/2016		М		3,750	(4)	<u>(4)</u>	Common Stock	3,750	\$
Restricted Stock Unit (RSU)	\$ 0 <u>(1)</u>	02/15/2016		М	4	2,000	(5)	(5)	Common Stock	2,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Goehl Daniel C/O INVENSENSE INC. 1745 TECHNOLOGY DRIVE SAN JOSE, CA 95110			VPWorldwide Sales				
Signatures							
/s/ Adam Tachner, Attorney-in-F Goehl	Fact For: D	aniel	02/17/2016				

Date

Explanation of Responses:

**Signature of Reporting Person

- * 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) Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of Invensense common stock at no cost.
- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on March 12, 2015.
- (3) The price reported in Column 4 reflects the weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.72 to \$7.04, inclusive. The reporting person undertakes to provide to InvenSense, Inc., any security holder of InvenSense, Inc., or the

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staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and prices at which the transactions were effected.

Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement,(4) 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,

(5) 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.