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InvenSense Form 4											
January 05,	ЛЛ								PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							N OMB Number:	3235-0287			
Check t if no loi	agar							Expires:	January 31, 2005		
subject Section Form 4	to STATEN 16. or	AENT OF	Estimated burden hoi response	average urs per							
Form 5 obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17(a) of the P	ublic U	Itility Hol	ding C		nge Act of 1934, of 1935 or Secti 1940				
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Shah Amit			2. Issuer Name and Ticker or Trading Symbol InvenSense Inc [INVN]			5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (3. Date of Earliest Transaction				(Check all applicable)				
C/O ARTIMAN VENTURES, 2000 UNIVERSITY AVE, SUITE 602			(Month/Day/Year) 01/03/2017			X Director Officer (give below)		% Owner her (specify			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
EAST PAI	LO ALTO, CA 94	303					Person	wore than one R	cporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivati	ve Securities A	Acquired, Disposed	of, or Beneficia	ully Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemee Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	(A) or ed of (D) (A, 4 and 5) (A) or	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)		
Reminder: Re	port on a separate line	e for each cla	ss of sec	urities bene	Pers info requ disp	sons who re rmation con uired to resp	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or Disp (D)	(Instr. 3, 4,					(
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit (RSU)	\$ 0 <u>(1)</u>	01/03/2017		А	15,63	8	(2)	(2)	Common Stock	15,638	

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	Х					
Signatures						
/s/ David Young, Attorney-in-Fact For: A	01/05	5/2017				

/s/ David Young, Attorney-in-Fact For: Amit Shah

**Signature of 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).
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of Invensense common stock at no (1)cost.

Subject to the Reporting Person's continuing service to the corporation and the provisions in the Invensense's standard form of RSU award agreement, the shares will vest on December 31, 2017. Shares will be delivered to the reporting person on each vest date; provided,

Date

(2) however, that settlement of each RSU will be deferred to the first permissible trading day for the corporation's common stock, if later than the applicable vesting date, but no later than March 15th of the year following the vesting 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.

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