InvenSense Inc Form 4 February 09, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

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OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Shah Amit			2. Issuer Name and Ticker or Trading Symbol InvenSense Inc [INVN]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
C/O ARTIMAN VENTURES, 2000 UNIVERSITY AVE, SUITE 602		· · · · · · · · · · · · · · · · · · ·	(Month/Day/Year) 02/07/2017	X Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
EAST PALO	ALTO, CA	94303	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		l of	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	02/07/2017		M	20,450	A	\$ 0 (1)	28,858	D	
Common Stock							6,306,901	I	By Artiman Ventures, L.P.
Common Stock							16,667	I	By Artiman Management, LLC (3)
Common Stock							15,497	I	By Artiman, L.L.C. (4)
							40,044	I	

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Common Stock			Artiman Ventures Side Fund, L.P. (5)
Common Stock	82,459	I	By Artiman Ventures Side Fund II, L.P.
Common Stock	19,943	I	By Baca, LP

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	nsactionDerivative de Securities		erivative Expiration Date eccurities (Month/Day/Year) cquired (A) Disposed of O) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I De Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit (RSU)	\$ 0 (1)	02/07/2017		M		20,450	<u>(8)</u>	<u>(8)</u>	Common Stock	20,450	

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 9	Director	10% Owner	Officer	Other			
Shah Amit C/O ARTIMAN VENTURES 2000 UNIVERSITY AVE, SUITE 602 EAST PALO ALTO, CA 94303	X						

Signatures

/s/ David Young, Attorney-in-Fact For: Amit 02/09/2017 Shah

> **Signature of Reporting Person Date

2 Reporting Owners

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) Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of Invensense common stock at no cost.
- The reported securities are held directly 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.
- The reported securities are held directly 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.
- The reported securities are held directly by Artiman, L.L.C., a limited liability company of which the reporting person is a managing (4) member. The reporting person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein, if any.
- The reported securities are held directly by Artiman Ventures Side Fund, L.P. Reporting Person is a managing member of Artiman, (5) 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.
- The reported securities are held directly by Artiman Ventures Side Fund II, L.P. Reporting Person is a managing member of Artiman, (6) 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 directly 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.
- 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, 2016. Shares will be delivered to the reporting person on each vest date; provided, 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.