

InvenSense Inc  
 Form 4  
 May 17, 2016

**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 \*  
 Abdi Behrooz L.

(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)

05/16/2016

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)

CEO and President

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/16/2016		S	D	4,747 (1) \$ 5.43	275,150	D
Common Stock	05/16/2016		S	D	55 (1) \$ 5.6825	275,095	D

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

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SEC 1474  
 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.65	05/16/2016		A	200,000	(2) 05/16/2026	05/16/2026	Common Stock	200,000
Stock Option (right to buy)	\$ 5.65	05/16/2016		A	200,000	(3) 05/16/2026	05/16/2026	Common Stock	200,000
Stock Option (right to buy)	\$ 5.65	05/16/2016		A	300,000	(4) 05/16/2026	05/16/2026	Common Stock	300,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abdi Behrooz L. C/O INVENSENSE INC. 1745 TECHNOLOGY DRIVE SAN JOSE, CA 95110	X		CEO and President	

## Signatures

Jim Callas, Attorney-in-Fact For: Behrooz Abdi  
 Abdi  
 \*\*Signature of Reporting Person  
 05/17/2016  
 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) In connection with the vesting and delivery of restricted stock, shares were sold and the net proceeds were used to pay required withholding taxes.  
 The option will vest ratably at a rate of 1/48th per month after commencement of vesting, and vesting commencing for such shares upon
- (2) the closing price of InvenSense's publicly traded stock equaling or exceeding \$12.50 per share for a period of 20 consecutive trading days.

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(3) The option will vest ratably at a rate of 1/48th per month after commencement of vesting, and vesting commencing for such shares upon the closing price of InvenSense's publicly traded stock equaling or exceeding \$15.50 per share for a period of 20 consecutive trading days.

(4) The option will vest ratably at a rate of 1/48th per month after commencement of vesting, and vesting commencing for such shares upon the closing price of InvenSense's publicly traded stock equaling or exceeding \$17.50 per share for a period of 20 consecutive trading days.

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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