

InvenSense Inc
 Form 4
 February 07, 2014

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 *
 ARTIMAN VENTURES L P

(Last) (First) (Middle)

2000 UNIVERSITY AVENUE, SUITE 602

(Street)

EAST PALO ALTO, CA 94303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

InvenSense Inc [Invn]

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

02/05/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common stock	02/05/2014		J		1,000,000 (1)	D	\$ 0 9,212,225 D
Common Stock	02/05/2014		J		6,462 (2)	D	\$ 0 59,523 D
Common Stock	02/05/2014		J		13,073 (3)	D	\$ 0 120,429 D

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

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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. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARTIMAN VENTURES L P 2000 UNIVERSITY AVENUE SUITE 602 EAST PALO ALTO, CA 94303		X		
ARTIMAN VENTURES SIDE FUND L P 2000 UNIVERSITY AVENUE SUITE 602 EAST PALO ALTO, CA 94303		X		
Artiman Ventures Side Fund II, L.P. 2000 UNIVERSITY AVENUE, SUITE 602 EAST PALO ALTO, CA 94303		X		

Signatures

/s/ Amit Shah, as Managing Member of Artiman, L.L.C., the General Partner of each of Artiman Ventures, L.P., Artiman Ventures Side Fund, L.P., and Artiman Ventures Side Fund II, L.P.

02/07/2014

__Signature of Reporting Person

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) Artiman Ventures, L.P. made a pro rata distribution in kind for no consideration of 1,000,000 shares of common stock of the issuer to its partners. The distribution was made in accordance with the exemption afforded by Rule 16a-13 of the Securities Exchange Act of 1934, as amended.

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(2) Artiman Ventures Side Fund, L.P. made a pro rata distribution in kind for no consideration of 6,462 shares of common stock of the issuer to its partners. The distribution was made in accordance with the exemption afforded by Rule 16a-13 of the Securities Exchange Act of 1934, as amended.

(3) Artiman Ventures Side Fund II, L.P. made a pro rata distribution in kind for no consideration of 13,073 shares of common stock of the issuer to its partners. The distribution was made in accordance with the exemption afforded by Rule 16a-13 of the Securities Exchange Act of 1934, as amended.

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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