

InvenSense Inc
 Form 4
 November 06, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Shah Amit

(Last) (First) (Middle)

C/O ARTIMAN VENTURES,, 2000
 UNIVERSITY AVE, 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)

08/06/2014

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)

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/06/2014		J ⁽¹⁾		7,497,333	A	\$ 0 ⁽¹⁾ 7,497,333	I	See Footnote ⁽²⁾
Common Stock	08/06/2014		J ⁽³⁾		48,442	A	\$ 0 ⁽³⁾ 48,442	I	See Footnote ⁽⁴⁾
Common Stock	08/06/2014		J ⁽⁵⁾		98,012	A	\$ 0 ⁽⁵⁾ 98,012	I	See Footnote ⁽⁶⁾
Common Stock	08/06/2014		S		2,171	D	\$ 23.95 7,495,162	I	See Footnote

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Common Stock	08/06/2014		S	14	D	\$ 23.95	48,428	I	(2) See Footnote (4)
Common Stock	08/06/2014		S	28	D	\$ 23.95	97,984	I	See Footnote (6)
Common Stock	08/11/2014		S	19,616	D	\$ 24.6	7,475,546	I	See Footnote (2)
Common Stock	08/11/2014		S	128	D	\$ 24.6	48,300	I	See Footnote (4)
Common Stock	08/11/2014		S	256	D	\$ 24.6	97,728	I	See Footnote (6)
Common Stock							19,943	I	See Footnote (7)
Common Stock							33,333	I	See Footnote (8)

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

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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 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 (Instr. 6)
				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
Shah Amit C/O ARTIMAN VENTURES, 2000 UNIVERSITY AVE, SUITE 602 EAST PALO ALTO, CA 94303		X		

Signatures

/s/ Amit Shah 11/06/2014

__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) The reporting person, Amit Shah, determined that as of August 8, 2014, as a Managing Member of Artiman, L.L.C., the General Partner of Artiman Ventures, L.P., he may be deemed to have voting control and investment power over the securities held by Artiman Ventures, L.P., and is therefore including such securities as indirectly beneficially owned by him on this filing.

Securities directly held by Artiman Ventures, L.P. Amit Shah and Yatin Mundkur are the Managing Members of Artiman, L.L.C., the General Partner of Artiman Ventures, L.P. and may be deemed to have voting control and investment power over the securities held by Artiman Ventures, L.P., but disclaim beneficial ownership of the securities held by Artiman Ventures, L.P. except to the extent of their pecuniary interest therein.
 - (2) The reporting person, Amit Shah, determined that as of August 8, 2014, as a Managing Member of Artiman, L.L.C., the General Partner of Artiman Ventures Side Fund, L.P., he may be deemed to have voting control and investment power over the securities held by Artiman Ventures Side Fund, L.P., and is therefore including such securities as indirectly beneficially owned by him on this filing.

Securities directly held by Artiman Ventures Side Fund, L.P. Amit Shah and Yatin Mundkur are the Managing Members of Artiman, L.L.C., the General Partner of Artiman Ventures Side Fund, L.P. and may be deemed to have voting control and investment power over the securities held by Artiman Ventures Side Fund, L.P., but disclaim beneficial ownership of the securities held by Artiman Ventures Side Fund, L.P. except to the extent of their pecuniary interest therein.
 - (3) The reporting person, Amit Shah, determined that as of August 8, 2014, as a Managing Member of Artiman, L.L.C., the General Partner of Artiman Ventures Side Fund II, L.P., he may be deemed to have voting control and investment power over the securities held by Artiman Ventures Side Fund II, L.P., and is therefore including such securities as indirectly beneficially owned by him on this filing.

Securities directly held by Artiman Ventures Side Fund II, L.P. Amit Shah and Yatin Mundkur are the Managing Members of Artiman, L.L.C., the General Partner of Artiman Ventures Side Fund II, L.P. and may be deemed to have voting control and investment power over the securities held by Artiman Ventures Side Fund II, L.P. except to the extent of their pecuniary interest therein.
 - (4) Securities directly held by Baca, LP, a limited partnership of which the reporting person is the general partner. The reporting person has voting control and investment power of the securities held by Baca, LP.
 - (5) Securities directly are held by Artiman Management, LLC, a limited liability company of which the reporting person is a managing member. The reporting person shares voting control and investment power of the securities held by Artiman Management, LLC but disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

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.