

InvenSense Inc
 Form 4
 January 29, 2013

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 *
 Partech U.S. Partners IV, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
 InvenSense Inc [INVN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 50 CALIFORNIA STREET SUITE
 3200,

3. Date of Earliest Transaction (Month/Day/Year)
 01/25/2013

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94111

(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. 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	01/25/2013		J ⁽¹⁾		3,050,000	D	\$ 0 ⁽¹⁾	6,088,502	D ⁽²⁾	
Common Stock	01/25/2013		J ⁽³⁾		58,428	A	\$ 0 ⁽³⁾	144,663	I	See footnote. ⁽⁴⁾
Common Stock	01/28/2013		S		43,500	D	\$ 15.1356	38,517	I	See footnote. ⁽⁵⁾
Common Stock								34,446	I	See footnote. ⁽⁶⁾

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (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
Partech U.S. Partners IV, L.L.C. 50 CALIFORNIA STREET SUITE 3200 SAN FRANCISCO, CA 94111		X		
45th Parallel LLC 50 CALIFORNIA STREET SUITE 3200 SAN FRANCISCO, CA 94111		X		
WORMS VINCENT 50 CALIFORNIA STREET SUITE 3200 SAN FRANCISCO, CA 94111		X		
PAR SF II, L.L.C. 50 CALIFORNIA STREET SUITE 3200 SAN FRANCISCO, CA 94111		X		

Signatures

/s/ Vincent R. Worms, Sole Member of PAR SF II LLC, Managing Member of 45th Parallel, LLC and Managing Member of 47th Parallel, LLC, the Managing Member of Partech U.S. Partners IV, LLC

01/29/2013

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) This transaction was an in-kind distribution for no consideration of 3,050,000 shares of common stock of InvenSense, Inc. to certain of the reporting person's members.
- Securities directly held by Partech U.S. Partners IV, LLC. Vincent R. Worms is the Managing Member of 47th Parallel, LLC, the Managing Member of Partech U.S. Partners IV, LLC, and may be deemed to have voting control and investment power over the securities held by Partech U.S. Partners IV, LLC, but disclaims beneficial ownership of the securities held by Partech U.S. Partners IV, LLC except to the extent of his pecuniary interest therein.
- (2) Securities directly held by Vincent R. Worms.
- The indirect beneficial owner received an in-kind distribution of 58,428 shares of common stock of InvenSense, Inc. from Partech U.S. Partners IV, LLC for no consideration.
- (3) Securities directly held by Vincent R. Worms.
- Securities directly held by 45th Parallel, LLC. Vincent R. Worms is the Managing Member of 45th Parallel, LLC, and may be deemed to have voting control and investment power over the securities held by 45th Parallel, LLC, but disclaims beneficial ownership of the securities held by 45th Parallel, LLC except to the extent of his pecuniary interest therein.
- (5) Vincent R. Worms is the sole member of PAR SF II LLC and disclaims beneficial ownership of the securities held by PAR SF II LLC except to the extent of his pecuniary interest therein.
- (6)

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.