

InvenSense Inc  
 Form 3  
 October 21, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Â TACHNER ADAM H (Last) (First) (Middle)  1745 TECHNOLOGY DRIVE (Street)  SAN JOSE,Â CAÂ 95110 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/08/2013	3. Issuer Name and Ticker or Trading Symbol InvenSense Inc [INVN]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP and General Counsel	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)  Date Exercisable      Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title      Amount or Number of Shares	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Stock Option (Right to Buy)	Â <u>(1)</u>	09/15/2023	Common Stock	300,000	\$ 18.41	D	Â
Restricted Stock Unit (RSU)	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	110,000	\$ 0 <u>(3)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TACHNER ADAM H 1745 TECHNOLOGY DRIVE SAN JOSE, CA 95110	Â	Â	Â VP and General Counsel	Â

## Signatures

/s/ Adam H. Tachner 10/15/2013

    Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 shares subject to this option shall vest over a period of four years, with 25% of the shares subject to the option vesting 12 months after the vesting commencement date of August 26, 2013, and the remaining shares in equal monthly installments over the remaining 36 months at a rate of 1/48th per month.
  - (2) Subject to the Reporting Person's continuing employment and the provisions in the InvenSense's standard form of RSU award agreement, the shares will commence vesting as of the Grant Date and vest at a rate of 33.3% annually. Shares will be delivered to the Reporting Person on each vest date.
  - (3) Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of InvenSense common stock at no cost.

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.