

InvenSense Inc  
Form 8-K/A  
January 16, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K/A**  
**Amendment No. 1**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): October 31, 2013**

**INVENSENSE, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35269**  
**(Commission**  
  
**File Number)**

**01-0789977**  
**(IRS Employer**  
  
**Identification No.)**

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**1745 Technology Drive**

**San Jose, California**

**(Address of principal executive offices)**

**(408) 988-7339**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Explanatory Note**

On November 6, 2013, InvenSense, Inc. (the Company ) filed a Current Report on Form 8-K (the Original Form 8-K ) to report that the Company completed the acquisition of the assets of the micro-electro-mechanical systems (MEMS) microphone business line of Analog Devices, Inc. ( ADI ), including intellectual property, goodwill and certain tangible and intangible assets on October 31, 2013. This Current Report on Form 8-K/A amends the Original Form 8-K to provide the financial statements and pro forma financial information described under Item 9.01 below.

**Item 9.01 Financial Statements and Exhibits.**

**(a) Financial Statements of Business Acquired**

The Audited Financial Statements of the Microphone Product Line of ADI as of and for the nine months ended August 3, 2013, and accompanying notes are included as Exhibit 99.1 to this Current Report on Form 8-K/A.

**(b) Pro Forma Financial Information**

The following Unaudited Pro Forma Combined Condensed Financial Statements of InvenSense are included as Exhibit 99.2 to this Current Report on Form 8-K/A and incorporated herein by reference:

- i. Unaudited Pro Forma Combined Condensed Balance Sheet as of September 29, 2013
- ii. Unaudited Pro Forma Combined Condensed Statement of Income for the year ended March 31, 2013
- iii. Notes to the Unaudited Pro Forma Combined Condensed Financial Statements

**(d) Exhibits**

The following exhibits are being filed with this Current Report on Form 8-K/A:

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 10.1               | Master Asset Purchase and Sale Agreement, dated as of October 14, 2013, by and between Analog Devices, Inc. and InvenSense, Inc.(1)     |
| 23.1               | Consent of Independent Auditors   |
| 99.1               | Abbreviated Audited Financial Statements of the Microphone Product Line of ADI as of and for the nine month period ended August 3, 2013 |
| 99.2               | Pro Forma Financial Information as of September 29, 2013 and for the year ended March 31, 2013  |

- (1) Filed as Exhibit 10.1 to the Original Form 8-K. The schedules to the Purchase Agreement have been omitted from this filing pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule will be furnished supplementally to the Securities and Exchange Commission on request.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

InvenSense, Inc.

By: /s/ Alan Krock

Name: Alan Krock

Title: Chief Financial Officer

Dated: January 16, 2014