InvenSense Inc Form 4/A March 14, 2014

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Lloyd Stephen |          |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol InvenSense Inc [INVN] | 5. Relationship of Reporting Person(s) to Issuer   |  |  |
|---|----------|----------|--|--|--|--|
| (Last)  | (First)  | (Middle) | 3. Date of Earliest Transaction  | (Check all applicable)   |  |  |
| 1197 BORREGAS AVENUE                                    |          |          | (Month/Day/Year)<br>03/10/2014   | Director 10% OwnerX_ Officer (give title Other (specify below) Vice President                        |  |  |
|   | (Street) |          | 4. If Amendment, Date Original   | 6. Individual or Joint/Group Filing(Check  |  |  |
| SUNNYVALE, CA 94089                                     |          |          | Filed(Month/Day/Year)<br>03/12/2014                                      | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |
| (City)  | (State)  | (Zin)    |  |  |  |  |

| (City)                               | (State)  | (Zip) Tabl       | e I - Non-D  | erivative S   | Securi    | ties Acqu   | ired, Disposed of  | , or Beneficiall                     | y Owned                 |
|--------------------------------------|--|------------------|--|---------------|-----------|---|--|--------------------------------------|-------------------------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any |                  | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) |               |           | 5. Amount of 6. 7. Nature Securities Ownership Indirect Beneficially Form: Direct Benefic |  |                                      |                         |
|                                      |  | (Month/Day/Year) | (Instr. 8)   |               | (A)<br>or |   | Owned Following Reported Transaction(s) (Instr. 3 and 4) | (D) or<br>Indirect (I)<br>(Instr. 4) | Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 03/10/2014   |                  | Code V<br>M  | Amount 10,000 | (D)       | Price \$ 1.02   | 47,000   | D                                    |                         |
| Common<br>Stock                      | 03/10/2014   |                  | S <u>(1)</u>   | 10,000        | D<br>(2)  | \$<br>22.54   | 37,000 (2)   | D                                    |                         |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

#### Edgar Filing: InvenSense Inc - Form 4/A

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | erivative Expiration Date eccurities (Month/Day/Year) cquired (A) Disposed of O) nstr. 3, 4, |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 3 ( |
|---|---|--------------------------------------|---|---|--|--|--------------------|---|-------------------------------------|-----|
|   |   |                                      |   | Code V                                  | (A) (D)  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |     |
| Stock Option (Right to Buy)                         | \$ 1.02   | 03/10/2014                           |   | M                                       | 10,000   | (3)  | 12/09/2018         | Common<br>Stock   | 10,000                              |     |

## **Reporting Owners**

| Reporting Owner Name / Address                               | Relationships |           |                   |       |  |  |  |  |
|--|---------------|-----------|-------------------|-------|--|--|--|--|
| • •  | Director      | 10% Owner | Officer           | Other |  |  |  |  |
| Lloyd Stephen<br>1197 BORREGAS AVENUE<br>SUNNYVALE, CA 94089 |               |           | Vice<br>President |       |  |  |  |  |
| Signatures   |               |           |                   |       |  |  |  |  |
| /s/ Jim Callas, attorney in fact for                         | or Stephen    |           | 03/13/2014        |       |  |  |  |  |

### **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on March 8, 2012.

Date

- (2) This Amendment is being filed to correct the code for security disposed and number of Common stock beneficially owned by the reporting person as reported on the Form 4 filed on March 12, 2014.
- (3) All shares are immediately exercisable.

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.

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