InvenSense Inc Form 4 November 17, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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).

Common

Common

Stock

Stock

11/15/2015

11/16/2015

(Print or Type Responses)

		Name and Address of Reporting Person * ACHNER ADAM H		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer				
					InvenSense Inc [INVN]		(Check all applicable)			
	(Last)	(First) (N	Middle) 3. Date o	f Earliest Ti	ransaction					
		(Month/Day/Year)				Director		Owner		
	C/O INVEN	45 11/15/2	11/15/2015			_X_ Officer (give title Other (specify				
	TECHNOLO	OGY DRIVE				below) VP &	below) General Counse	el		
		(Street) 4. If			ate Original	6. Individual or Joint/Group Filing(Check				
		Filed(Month/Day/Ye			r)	Applicable Line) _X_ Form filed by One Reporting Person				
SAN JOSE, CA 95110						Form filed by More than One Reporting Person				
	(City)	(State)	(Zip) Tab	le I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of		
	Security	(Month/Day/Year)	Execution Date, if	Transacti	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect		
	(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial		
			(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)		
					(A)	Reported				
					or	Transaction(s)				
				Code V	Amount (D) Price	(Instr. 3 and 4)				

Code V Amount (D)

2,000

758 (3) D

Α

M

 $S^{(2)}$

Price

\$ 0 (1)

70,010

69,793 (4)

D

D

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

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SEC 1474

(9-02)

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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. Transactio Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit (RSU)	\$ 0 (1)	11/15/2015		M	2,000	<u>(5)</u>	(5)	Common Stock	2,000	\$

Reporting Owners

Panarting Owner Name	A 44	Relationships

Director 10% Owner Officer Other

TACHNER ADAM H C/O INVENSENSE INC. 1745 TECHNOLOGY DRIVE SAN JOSE, CA 95110

VP & General Counsel

Signatures

/s/ Adam Tachner 11/17/2015

**Signature of Date
Reporting Person

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) Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of Invensense common stock at no cost.
- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on December 11, 2014.
- (3) In connection with the vesting and delivery of restricted stock units, shares were sold and the net proceeds were used to pay required withholding taxes.
- (4) Includes 541 shares acquired under the company's employee stock purchase plan on November 15, 2015.
- Subject to the Reporting Person's continuing employment and the provisions in Invensense's standard form of RSU award agreement, (5) 25% of the shares will vest one year from the Grant Date, 25% of the shares will vest on 8/15/15, 25% of the shares will vest on 11/15/15 and 25% of the shares will vest on 2/15/16. Shares will be delivered to the reporting person on each vest date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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