InvenSense Inc Form 4 February 03, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

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).

(Last)

(City)

Common

Stock

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Yu Yunbei Ben

> (First) (Middle)

C/O INVENSENSE INC., 1745 TECHNOLOGY DRIVE

(Street)

(State)

02/01/2016

2. Issuer Name and Ticker or Trading Symbol

InvenSense Inc [INVN]

(Month/Day/Year)

02/01/2016

3. Date of Earliest Transaction

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN JOSE, CA 95110

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

Code (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

4,035,404

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Price Amount (D)

Code V \$0

Common

M 8,956

11,779 (1)

D

I

By Sierra Ventures

IX, L.P. (2)

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. Transactic 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. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit (RSU)	\$ 0 (1)	02/01/2016		M	8,956	(3)	(3)	Common Stock	8,956	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
Yu Yunbei Ben C/O INVENSENSE INC. 1745 TECHNOLOGY DRIVE SAN JOSE, CA 95110	X					

Signatures

/s/ Adam Tachner, Attorney-in-Fact For: Yunbei Ben Yu

**Signature of Reporting Person

02/03/2016

Date

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 Reporting Person is a Managing Director of Sierra Ventures Associates IX, LLC which serves as the sole General Partner of Sierra Ventures IX, L.P.. As such, the Reporting Person shares voting and investment control over the shares owned by Sierra Ventures IX, L.P., and may be deemed to own beneficially the shares held by Sierra Ventures IX, L.P.. The Reporting Person disclaims beneficial ownership of the shares held by Sierra Ventures IX, L.P. except to the extent of his proportionate pecuniary interest therein.
- Subject to the Reporting Person's continuing service to the corporation and the provisions in the Invensense's standard form of RSU award agreement, the shares will vest on December 31, 2015. Shares will be delivered to the reporting person on each vest date; provided, however, that settlement of each RSU will be deferred to the first permissible trading day for the corporation's common stock, if later than the applicable vesting date, but no later than March 15th of the year following the vesting date.

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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