Edgar Filing: InvenSense Inc - Form 4

| InvenSense Inc Form 4 | | | | | | | | | | |
|---|---------------------------------|---|---|---|---|--|---|--|--------------------------|--|
| January 05, 2017 | | | | | | | | OMB A | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | 3235-0287 | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b). | F CHAN Section 1 Public U | NGES IN SECU 16(a) of t Itility Ho nvestmen | Expires: Estimated burden hou response | Estimated average burden hours per response 0.5 | | | | | | |
| (Print or Type Respo | nses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> FAINTUCH AMIR | | | 2. Issuer Name and Ticker or Trading Symbol InvenSense Inc [INVN] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) (First) (Middle) C/O INVENSENSE INC., 1745 TECHNOLOGY DRIVE | | | 3. Date of Earliest Transaction(Month/Day/Year)01/03/2017 | | | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | | |
| SAN JOSE, CA | Filed(Mo | | | If Amendment, Date Original ed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| | (State) | (Zip) | Tah | la I Non | Domissotisy | Socurities | Person Acquired, Disposed | of on Donoficio | lly Owned | |
| 1.Title of 2. Tr | ansaction Date hth/Day/Year) | | ed Date, if | 3. Transactic Code (Instr. 8) | 4. Securi onAcquired Disposed (Instr. 3, | ties (A) or of (D) 4 and 5) (A) or | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect | |
| Reminder: Report or | n a separate line | for each cl | ass of sec | urities bene | Perso infor requi | ons who re nation con red to resp ays a curre | or indirectly. spond to the colle tained in this forr ond unless the fo ntly valid OMB co | n are not orm | SEC 1474 (9-02) | |

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of | 8.1 |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|-----|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities | De |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) | Sec |

| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Acquired (or Dispose (D) (Instr. 3, 4 and 5) | ed of | | | | (|
|-----------------------------------|------------------------------------|------------|------------------|------------|---|-------|---------------------|--------------------|-----------------|-------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit (RSU) | \$ 0 <u>(1)</u> | 01/03/2017 | | А | 15,638 | | (2) | (2) | Common Stock | 15,638 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | | |
|---|---|-----------|---------|-------|--|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | | |
| FAINTUCH AMIR C/O INVENSENSE INC. 1745 TECHNOLOGY DRIVE SAN JOSE, CA 95110 | Х | | | | | | | | |
| Signatures | | | | | | | | | |
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/s/ David Young, Attorney-in-Fact For: Amir Faintuch 01/05/2017

**Signature of Reporting Person 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.

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, 2017. Shares will be delivered to the reporting person on each vest date; provided,

(2) award agreement, the shares will vest on December 51, 2017. Shares will be derivered 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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