

InvenSense Inc
 Form 4
 July 23, 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 Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O SIERRA VENTURES, 1400
 FASHION ISLAND BLVD. SUITE
 1010

(Street)

SAN MATEO, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 InvenSense Inc [INVN]

3. Date of Earliest Transaction
 (Month/Day/Year)

02/18/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Beneficial Ownership (Instr. 4)
Common Stock	02/18/2014		J ⁽¹⁾	1,009,000 D	\$ 0 4,035,404	I	By Sierra Ventures IX, L.P. ⁽²⁾
Common Stock	02/18/2014		J ⁽³⁾	20,175 A	\$ 0 20,175	I	By Sierra Ventures Associates IX, LLC ⁽²⁾
Common Stock	02/18/2014		J ⁽⁴⁾	20,175 D	\$ 0 0	I	By Sierra Ventures Associates IX, LLC ⁽²⁾

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Common Stock 02/18/2014 J⁽⁵⁾ 2,823 A \$ 0 2,823 D

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

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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. Transaction 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Yu Yunbei Ben
C/O SIERRA VENTURES
1400 FASHION ISLAND BLVD. SUITE 1010
SAN MATEO, CA 94404

X

Signatures

/s/ Yunbei Ben 07/23/2015
Yu

**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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Sierra Ventures IX, L.P. ("Sierra IX") without consideration to its limited partners and the general partner, Sierra Ventures Associates IX, LLC.

(2)

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The Reporting Person is a Managing Director of Sierra Ventures Associates IX, LLC which serves as the sole General Partner of Sierra IX. As such, the Reporting Person shares voting and investment control over the shares owned by Sierra IX, and may be deemed to own beneficially the shares held by Sierra IX. The Reporting Person disclaims beneficial ownership of the shares held by Sierra IX except to the extent of his proportionate pecuniary interest therein.

- (3) Represents a change in the form of beneficial ownership from one form of indirect ownership to another by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by Sierra Ventures IX, L.P. without consideration to its limited partners and the general partner, Sierra Ventures Associates IX, LLC.
- (4) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Sierra Ventures Associates IX, LLC without consideration to its members, including the Reporting Person.
- (5) Represents a change in the form of ownership from indirect ownership to direct ownership by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by Sierra Ventures Associates IX, LLC without consideration to its members, including the Reporting Person.

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

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