

InvenSense Inc  
 Form 4/A  
 July 24, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Artiman, L.L.C.

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)  
 2000 UNIVERSITY AVENUE,  
 SUITE 602,  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/20/2012

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

EAST PALO ALTO, CA 94303

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/26/2012

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

(City) (State) (Zip)

**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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/20/2012		S <sup>(1)</sup>		226,446	D	\$ 10.995 <sup>(2)</sup>	11,864,249	I	See footnote. <sup>(3)</sup>
Common Stock	12/20/2012		S <sup>(1)</sup>		1,463	D	\$ 10.995 <sup>(2)</sup>	76,663	I	See footnote. <sup>(4)</sup>
Common Stock	12/20/2012		S <sup>(1)</sup>		2,960	D	\$ 10.995 <sup>(2)</sup>	155,099	I	See footnote. <sup>(5)</sup>
Common Stock	12/21/2012		S <sup>(1)</sup>		197,555	D	\$ 10.9652	11,666,694	I	See footnote.

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					(6)			(3)
Common Stock	12/21/2012	S <sup>(1)</sup>	1,277	D	\$ 10.9652	75,386	I	See footnote. (4)
Common Stock	12/21/2012	S <sup>(1)</sup>	2,582	D	\$ 10.9652	152,517	I	See footnote. (5)
Common Stock	12/24/2012	S <sup>(1)</sup>	54,629	D	\$ 10.8287	11,612,065	I	See footnote. (3)
Common Stock	12/24/2012	S <sup>(1)</sup>	353	D	\$ 10.8287	75,033	I	See footnote. (4)
Common Stock	12/24/2012	S <sup>(1)</sup>	714	D	\$ 10.8287	151,803	I	See footnote. (5)

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

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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 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

X

Artiman, L.L.C.  
2000 UNIVERSITY AVENUE, SUITE 602  
EAST PALO ALTO, CA 94303

Artiman Ventures Side Fund II, L.P.  
2000 UNIVERSITY AVENUE, SUITE 602 X  
EAST PALO ALTO, CA 94303

ARTIMAN VENTURES SIDE FUND L P  
2000 UNIVERSITY AVENUE, SUITE 602 X  
EAST PALO ALTO, CA 94303

ARTIMAN VENTURES L P  
2000 UNIVERSITY AVENUE, SUITE 602 X  
EAST PALO ALTO, CA 94303

Shah Amit  
C/O ARTIMAN VENTURES X  
2000 UNIVERSITY AVE, SUITE 602  
EAST PALO ALTO, CA 94303

Mundkur Yatin  
2000 UNIVERSITY AVENUE, SUITE 602 X  
EAST PALO ALTO, CA 94303

## Signatures

/s/ Amit Shah, as Managing Member of Artiman, L.L.C., General Partner of each of Artiman Ventures, L.P., Artiman Ventures Side Fund, L.P., and Artiman Ventures Side Fund II, L.P. 07/24/2015  
 \_\_Signature of Reporting Person Date

/s/ Amit Shah 07/24/2015  
 \_\_Signature of Reporting Person Date

/s/ Yatin Mundkur 07/24/2015  
 \_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Sales Plan adopted by the Artiman Funds on August 30, 2012.
- (2) The price reported in column 4 is a weighted average price ranging from \$10.69 to \$11.31, inclusive.
- (3) Securities directly held by Artiman Ventures, L.P. Shah and Mundkur are the Managing Members of Artiman, L.L.C., the General Partner of Artiman Ventures, L.P., and disclaim beneficial ownership of the securities held by Artiman Ventures, L.P. except to the extent of their pecuniary interest therein, if any.
- (4) Securities directly held by Artiman Ventures Side Fund, L.P. Shah and Mundkur are the Managing Members of Artiman, L.L.C., the General Partner of Artiman Ventures Side Fund, L.P., and disclaim beneficial ownership of the securities held by Artiman Ventures Side Fund, L.P. except to the extent of their pecuniary interest therein, if any.
- (5) Securities directly held by Artiman Ventures Side Fund II, L.P. Shah and Mundkur are the Managing Members of Artiman, L.L.C., the General Partner of Artiman Ventures Side Fund II, L.P., and disclaim beneficial ownership of the securities held by Artiman Ventures Side Fund II, L.P. except to the extent of their pecuniary interest therein, if any.

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- (6) The price reported in column 4 is a weighted average price ranging from \$10.79 to \$11.17, inclusive.
- (7) The price reported in column 4 is a weighted average price ranging from \$10.75 to \$11.06, inclusive.

**Remarks:**

Amit Shah ("Shah") and Yatin Mundkur ("Mundkur") were inadvertently omitted as reporting persons from the original Form

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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