

InvenSense Inc  
Form SC 13G/A  
February 14, 2014

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

**SCHEDULE 13G/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**InvenSense, Inc.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**46123D 20 5**

**(CUSIP Number)**

**December 31, 2013**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 46123D 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Artiman Ventures, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 10,212,225

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With

10,212,225

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,212,225

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

11.7%  
12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 46123D 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Artiman, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 10,417,415

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With

10,417,415

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,417,415

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

11.9%  
12. Type of Reporting Person (See Instructions)

HC, OO

CUSIP No. 46123D 20 5

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Amit Shah

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

Number of

Shares 10,000

6. Shared Voting Power

Beneficially

Owned by 10,457,434

Each 7. Sole Dispositive Power

Reporting

Person 10,000

8. Shared Dispositive Power

With

10,457,434

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,457,434

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

- 12.0%  
12. Type of Reporting Person (See Instructions)

IN



**Item 1.**

(a) Name of Issuer

InvenSense, Inc.

(b) Address of Issuer's Principal Executive Offices

1745 Technology Drive #200

San Jose, CA 95110

**Item 2.**

(a) Name of Person Filing

Artiman Ventures, L.P. ( AVLP )

Artiman, L.L.C. ( Artiman )

Amit Shah

(b) Address of Principal Business Office or, if none, Residence

The address of AVLP, Artiman and Amit Shah is:

2000 University Avenue, Suite 602

East Palo Alto, CA 94303

(c) Citizenship

AVLP California limited partnership

Artiman Delaware limited liability company

Amit Shah United States of America

(d) Title of Class of Securities

Common Stock, par value \$0.001 per share (the Common Stock ), of InvenSense, Inc.

(e) CUSIP Number  
46123D205

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not Applicable.

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of December 31, 2013 (i) AVL P was the record holder of 10,212,225 shares of Common Stock (the AVL P Shares ); (ii) Artiman Ventures Side Fund, L.P. ( AVSF ) was the record holder of 65,985 shares of Common Stock (the AVSF Shares ); (iii) Artiman Ventures Side Fund II, L.P. ( AVSFII ) was the record holder of 133,502 shares of Common Stock (the AVSFII Shares and, together with the AVL P Shares and the AVSF Shares, the Artiman Shares ); (iv) Artiman, L.L.C. was the record holder of 5,433 shares of Common Stock; (v) Artiman Management, L.L.C. ( Artiman Management ) was the record holder of 33,333 shares of Common Stock (the Management Shares ); (vi) Baca, L.P. was the record holder of 6,956 shares of Common Stock (the Baca Shares ); and (vii) Amit Shah was the record holder of options to purchase 10,000 shares exercisable within 60 days of December 31, 2013.

Artiman, L.L.C., the general partner of AVL P, AVSF and AVSFII, may be deemed to beneficially own the Artiman Shares, but disclaims beneficial ownership of the Artiman Shares except to the extent of any pecuniary interest therein. Amit Shah, as (i) a Managing Member of Artiman, L.L.C., the general partner of AVL P, AVSF and AVSFII, and (ii) the Managing Member of Artiman Management, may be deemed to beneficially own (a) the Artiman Shares and the shares held by Artiman, L.L.C. and (b) the Management Shares, respectively, but disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

Amit Shah, the general partner of Baca, L.P., may be deemed to beneficially own the Baca Shares, but disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

The Reporting Persons may be deemed to constitute a group for purposes of Section 13(d)(3) of the Act. Pursuant to Rule 13d-4 of the Act, the Reporting Persons expressly declare that the filing of this Statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any securities covered by this Statement held by any other person. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this Statement.

(b) Percent of class:

11.7% Artiman Ventures, L.P.

11.9% Artiman, L.L.C.

12.0% Amit Shah

The ownership percentages above are based on an aggregate of 87,465,450 share of Common Stock, including (i) 87,455,450 shares outstanding as of November 4, 2013, as reported in the Issuer s 10-Q, dated November 8, 2013, filed with the Securities and Exchange Commission on November 8, 2013, and (ii) 10,000 shares subject to options exercisable within 60 days of December 31, 2013.

(c) Number of shares as to which the person has:

<b>Reporting Person</b>	<b>NUMBER OF SHARES</b>			
	<b>(i)</b>	<b>(ii)</b>	<b>(iii)</b>	<b>(iv)</b>
Artiman Ventures, L.P.	0	10,212,225	0	10,212,225
Artiman, L.L.C.	0	10,417,145	0	10,417,145
Amit Shah	10,000	10,457,434	10,000	10,457,434

- (i) Sole power to vote or direct the vote
- (ii) Shared power to vote or to direct the vote
- (iii) Sole power to dispose or to direct the disposition of
- (iv) Shared power to dispose or to direct the disposition of

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “.”

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

See 4(a) and 4(b) above.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group**

Not Applicable.

**Item 9. Notice of Dissolution of Group**

Not Applicable.

**Item 10. Certification**

Not applicable.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2014.

**ARTIMAN VENTURES, L.P.**

By: Artiman, L.L.C., its general partner

By: /s/ Amit Shah  
Amit Shah, Managing Member

**ARTIMAN, L.L.C.**

By: /s/ Amit Shah  
Amit Shah, Managing Member

/s/ Amit Shah  
Amit Shah

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**