

InvenSense Inc
 Form 4
 November 17, 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 *
 Shah Amit

(Last) (First) (Middle)

C/O ARTIMAN VENTURES, 2000
 UNIVERSITY AVE, SUITE 602

(Street)

EAST PALO ALTO, CA 94303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

InvenSense Inc [invn]

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

11/13/2015

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/13/2015 | | S | | 172,628 | D | \$ 11.376 (1) |
| | | | | | | | 7,179,913 |
| | | | | | | | |
| Common Stock | 11/13/2013 | | S | | 1,115 | D | \$ 11.376 (1) |
| | | | | | | | 45,685 |
| | | | | | | | |
| Common Stock | 11/13/2015 | | S | | 2,257 | D | \$ 11.376 (1) |
| | | | | | | | 93,871 |
| | | | | | | | |
| Common Stock | 11/16/2015 | | S | | 166,743 | D | \$ 11.722 |
| | | | | | | | 7,013,170 |
| | | | | | | | |

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| | | | | | (2) | | | (3) | |
|--------------|------------|--|---|-------|-----|-----------|--------|-----|------------------|
| Common Stock | 11/16/2015 | | S | 1,077 | D | \$ 11.722 | 44,608 | I | See Footnote (4) |
| Common Stock | 11/16/2015 | | S | 2,180 | D | \$ 11.722 | 91,691 | I | See Footnote (5) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Signatures

/s/ Amit Shah 11/17/2015

**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 price reported in Column 4 is a weighted average price ranging from \$11.00 to \$11.58, inclusive.

(2) The price reported in Column 4 is a weighted average price ranging from \$11.27 to \$11.91, inclusive.

Securities directly held by Artiman Ventures, L.P. Reporting Person is a Managing Member of Artiman, L.L.C., the General Partner of

(3) Artiman Ventures, L.P., and disclaims beneficial ownership of the securities held by Artiman Ventures, L.P. except to the extent of his pecuniary interest therein, if any.

Securities directly held by Artiman Ventures Side Fund, L.P. Reporting Person is a Managing Member of Artiman, L.L.C., the General

(4) Partner of Artiman Ventures Side Fund, L.P., and disclaims beneficial ownership of the securities held by Artiman Ventures Side Fund, L.P. except to the extent of his pecuniary interest therein, if any.

Securities directly held by Artiman Ventures Side Fund II, L.P. Reporting Person is a Managing Member of Artiman, L.L.C., the General

(5) Partner of Artiman Ventures Side Fund II, L.P., and disclaims beneficial ownership of the securities held by Artiman Ventures Side Fund II, L.P. except to the extent of his pecuniary interest therein, if any.

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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