

InvenSense Inc
Form 4/A
July 24, 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 *
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
____ Officer (give title below)
 10% Owner
____ 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
 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 ⁽¹⁾ | | 226,446 | D | \$ 10.995 ⁽²⁾ | 11,864,249 | I | See footnote. ⁽³⁾ |
| Common Stock | 12/20/2012 | | S ⁽¹⁾ | | 1,463 | D | \$ 10.995 ⁽²⁾ | 76,663 | I | See footnote. ⁽⁴⁾ |
| Common Stock | 12/20/2012 | | S ⁽¹⁾ | | 2,960 | D | \$ 10.995 ⁽²⁾ | 155,099 | I | See footnote. ⁽⁵⁾ |
| Common Stock | 12/21/2012 | | S ⁽¹⁾ | | 197,555 | D | \$ 10.9652 | 11,666,694 | I | See footnote. |

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| | | | | | (6) | | | (3) |
|--------------|------------|------------------|--------|---|---------------|------------|---|----------------------|
| Common Stock | 12/21/2012 | S ⁽¹⁾ | 1,277 | D | \$ 10.9652 | 75,386 | I | See footnote. (4) |
| Common Stock | 12/21/2012 | S ⁽¹⁾ | 2,582 | D | \$ 10.9652 | 152,517 | I | See footnote. (5) |
| Common Stock | 12/24/2012 | S ⁽¹⁾ | 54,629 | D | \$ 10.8287 | 11,612,065 | I | See footnote. (3) |
| Common Stock | 12/24/2012 | S ⁽¹⁾ | 353 | D | \$ 10.8287 | 75,033 | I | See footnote. (4) |
| Common Stock | 12/24/2012 | S ⁽¹⁾ | 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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(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 Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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
Date

__Signature of Reporting Person

/s/ Amit Shah 07/24/2015
Date

__Signature of Reporting Person

/s/ Yatin Mundkur 07/24/2015
Date

__Signature of Reporting Person

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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