

SANGHI STEVE
Form 4
November 03, 2011

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 *
SANGHI STEVE

2. Issuer Name and Ticker or Trading Symbol
MICROCHIP TECHNOLOGY INC
[MCHP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO, Chairman

C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

CHANDLER, AZ 85224-6199

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/01/2011		M		32,778	A	\$ 34.48	4,719,066 ⁽¹⁾ I	Shares held Directly and Indirectly, by Trust. ⁽¹⁾
Common Stock	11/01/2011		M		2,775	A	\$ 34.48	4,721,841 ⁽²⁾ I	Shares held Directly and Indirectly, by Trust. ⁽²⁾

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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.

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. Amount or Number of Shares
Restricted Stock Units	\$ 34.48	11/01/2011		M	32,778	(3) (3)	Common Stock	32,778
Restricted Stock Units	\$ 34.48	11/01/2011		M	2,775	(4) (4)	Common Stock	22,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANGHI STEVE C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199	X		President, CEO, Chairman	

Signatures

Deborah L. Wussler, as Attorney-in-Fact 11/03/2011

**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) Of the 4,719,066 shares held, 45,554 shares were held Directly; 4,673,512 shares were held by Trust.

(2) Of the 4,721,841 shares held, 45,554 shares were held Directly; 4,676,287 shares were held by Trust.

(3)

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The restricted stock units will vest in full on the first business day of the month of the fourth anniversary of the date of grant. Vested shares will be delivered to the reporting person upon vest.

- (4) The restricted stock units vest in eight equal quarterly installments beginning February 1, 2010. Vested shares will be delivered to the reporting person upon vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. E="vertical-align: top; border-top: black 1pt solid; border-right: Black 1pt solid; border-bottom: black 1pt solid; border-left: black 1pt solid; padding-right: 3pt; padding-left: 6pt">1.

Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Stuart Mill Venture Partners, 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

Delaware

Explanation of Responses:

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

5.

Sole Voting Power

0

6.

Shared Voting Power

1,347,317

7.

Sole Dispositive Power

0

8.

Shared Dispositive Power

Explanation of Responses:

1,347,317

9.

Aggregate Amount Beneficially Owned by Each Reporting Person

1,347,317 (see Item 4)

10.

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

11.

Percent of Class Represented by Amount in Row (9)

5.51% (see Item 4)

12.

Type of Reporting Person (See Instructions)

PN

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Item 1.

(a) Name of Issuer

Marrone Bio Innovations, Inc. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices

1540 Drew Avenue,
Davis, California 95618

Item 2.

(a) Name of Person Filing

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

(c) Citizenship

This Schedule 13G is being filed on behalf of (i) Stuart Mill Partners, LLC, a Delaware limited liability company ("Stuart Mill") and (ii) Stuart Mill Venture Partners, L.P., a Delaware limited partnership ("SMVP," together with Stuart Mill, the "Reporting Persons").

Stuart Mill is the general partner of SMVP. As a result, Stuart Mill may be deemed to have beneficial ownership (as determined under Section 13(d) of the Securities Exchange Act of 1934, as amended) of the securities of the Issuer held by SMVP.

Explanation of Responses:

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 1, pursuant to which the Reporting Persons have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended.

The principal business office of each of the Reporting Persons is 252 North Washington Street, Falls Church, VA 22046.

(d) Title of Class of Securities

Common stock, \$0.00001 par value per share, of the Issuer (the "Common Stock").

(e) CUSIP Number

57165B106

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:

- (a) "Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) "Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) "Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) "Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) "An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) "A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ..A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

Explanation of Responses:

(j) "A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J); and

(k)"Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:_____.

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Item 4. Ownership.

(a) and (b):

On December 31, 2015, each of the Reporting Persons may be deemed to have beneficial ownership of 1,347,317 shares of Common Stock, which consists of (i) 1,338,388 shares of Common Stock and (ii) 8,929 shares of Common Stock issuable upon exercise of a warrant (the "Warrant"), in each case of clauses (i) and (ii) above, held by SMVP, and all such shares of Common Stock represent beneficial ownership of approximately 5.51% of the Common Stock, based on (1) 24,464,582 shares of Common Stock issued and outstanding as of November 9, 2015 as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, plus (2) 8,929 shares of Common Stock issuable upon exercise of the Warrant.

(c) Number of shares as to which each Reporting Person has:

(i) Sole power to vote or to direct the vote: 0.

(ii) Shared power to vote or to direct the vote: 1,347,317.¹

(iii) Sole power to dispose or to direct the disposition of 0.

(iv) Shared power to dispose or to direct the disposition of 1,347,317.¹

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

Not applicable.

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

Explanation of Responses:

Not applicable.

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

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

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

¹ The Reporting Persons also hereby report the following historical information related to their beneficial ownership of shares of the Issuer:

Number and Percentage of Shares Beneficially Owned	Date
1,347,317/6.87%	December 31, 2013

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Explanation of Responses:

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.

Date: February 16, 2016

STUART MILL VENTURE
PARTNERS, L.P.

By: Stuart Mill Partners, LLC
Its: General Partner

By: /s/ Lawrence Hough
Lawrence Hough, Managing Director

STUART MILL PARTNERS, LLC

By: /s/ Lawrence Hough
Lawrence Hough, Managing Director

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EXHIBIT INDEX

Exhibit
No. Description

1 Joint Filing Agreement, dated as of February 16, 2016

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