

InvenSense Inc
Form 4
August 30, 2013

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.

(Last) (First) (Middle)

2000 UNIVERSITY AVENUE,
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)

08/28/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/28/2013		J ⁽¹⁾		537,486	D	\$ 0	10,212,225	I	See Footnote (4)
Common Stock	08/28/2013		J ⁽²⁾		3,473	D	\$ 0	65,985	I	See Footnote (5)
Common Stock	08/28/2013		J ⁽³⁾		7,026	D	\$ 0	133,502	I	See Footnote (6)
Common Stock	08/28/2013		J ⁽⁷⁾		5,433	A	\$ 0	5,433	D ⁽⁸⁾	

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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 Owned Following Reporting Transaction (Instr. 6)
				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
Artiman, L.L.C. 2000 UNIVERSITY AVENUE, SUITE 602 EAST PALO ALTO, CA 94303		X		
ARTIMAN VENTURES L P 2000 UNIVERSITY AVENUE SUITE 602 EAST PALO ALTO, CA 94303		X		
ARTIMAN VENTURES SIDE FUND L P 2000 UNIVERSITY AVENUE SUITE 602 EAST PALO ALTO, CA 94303		X		
Artiman Ventures Side Fund II, L.P. 2000 UNIVERSITY AVENUE, SUITE 602 EAST PALO ALTO, CA 94303		X		

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.

08/30/2013

__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) Artiman Ventures, L.P. made pro rata distributions for no consideration of 537,851 shares of common stock of the issuer to its partners on August 28, 2013.
- (2) Artiman Ventures Side Fund, L.P. made pro rata distributions for no consideration of 3,473 shares of common stock of the issuer to its partners on August 28, 2013.
- (3) Artiman Ventures Side Fund II, L.P. made pro rata distributions for no consideration of 7,026 shares of common stock of the issuer to its partners on August 28, 2013.
- Securities directly held by Artiman Ventures, L.P. Amit Shah and Yatin Mundkur are the Managing Members of Artiman, L.L.C., the General Partner of Artiman Ventures, L.P., and may be deemed to have voting control and investment power over the securities held by Artiman Ventures, L.P., but disclaim beneficial ownership of the securities held by Artiman Ventures, L.P. except to the extent of their pecuniary interest therein.
- (4)
- Securities directly held by Artiman Ventures Side Fund, L.P. Amit Shah and Yatin Mundkur are the Managing Members of Artiman, L.L.C., the General Partner of Artiman Ventures Side Fund, L.P., and may be deemed to have voting control and investment power over the securities held by Artiman Ventures Side Fund, L.P., but disclaim beneficial ownership of the securities held by Artiman Ventures Side Fund, L.P. except to the extent of their pecuniary interest therein.
- (5)
- Securities directly held by Artiman Ventures Side Fund II, L.P. Amit Shah and Yatin Mundkur are the Managing Members of Artiman, L.L.C., the General Partner of Artiman Ventures Side Fund II, L.P., and may be deemed to have voting control and investment power over the securities held by Artiman Ventures Side Fund II, L.P., but disclaims beneficial ownership of the securities held by Artiman Ventures Side Fund II, L.P. except to the extent of their pecuniary interest therein.
- (6)
- Artiman, LLC, the General Partner of Artiman Ventures, L.P., Artiman Ventures Side Fund, L.P., and Artiman Ventures Side Fund II, L.P. received in-kind distributions of 5,328 shares from Artiman Ventures, L.P., 35 shares from Artiman Ventures Side Fund, L.P., and 70 shares from Artiman Ventures Side Fund II, L.P. for no consideration.
- (7)
- The reported securities are held by Artiman, LLC, a limited liability company of which Amit Shah and Yatin Mundkur are the Managing Members and may be deemed to have voting control and investment power over the securities held by Artiman, LLC, but disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein.
- (8)

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.