

INPHI Corp
Form 4
August 27, 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 *
BANATAO DIOSDADO P

(Last) (First) (Middle)

**C/O TALLWOOD VENTURE
CAPITAL, 3000 SAND HILL
ROAD, BLDG 3, SUITE 240**

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INPHI Corp [IPHI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2013

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/13/2013		S ⁽¹⁾	2,200 D \$ 12	529,015	I	By Tallwood Partners, LLC ⁽²⁾
Common Stock	08/14/2013		S ⁽¹⁾	2,500 D \$ 12	526,515	I	By Tallwood Partners, LLC ⁽²⁾
Common Stock	08/20/2013		S ⁽¹⁾	2,500 D \$ 12	524,015	I	By Tallwood Partners, LLC ⁽²⁾
Common Stock	08/21/2013		S ⁽¹⁾	22,759 D \$	501,256	I	By Tallwood Partners, LLC ⁽²⁾

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Stock						12.0027 (3)			Partners, LLC (2)
Common Stock	08/22/2013	S(1)	8,243	D	\$ 12.0009 (4)	493,013	I		By Tallwood Partners, LLC (2)
Common Stock	08/23/2013	S(1)	38,301	D	\$ 12.197 (5)	454,712	I		By Tallwood Partners, LLC (2)
Common Stock	08/26/2013	S(1)	51,753	D	\$ 12.3318 (6)	402,959	I		By Tallwood Partners, LLC (2)
Common Stock						13,427	D		
Common Stock						765,739	I		By Tallwood I, L.P. (2)
Common Stock						25,909	I		By Tallwood Management Co., LLC (2)
Common Stock						61,172	I		By Banatao Living Trust DTD 7/21/99 (2)

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. 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
BANATAO DIOSDADO P C/O TALLWOOD VENTURE CAPITAL 3000 SAND HILL ROAD, BLDG 3, SUITE 240 MENLO PARK, CA 94025		X		

Signatures

/s/ John Edmunds, as
attorney-in-fact

08/27/2013

**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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.

The Reporting Person is the managing member of Tallwood Management Co. LLC, which is the general partner of Tallwood I, L.P. The Banatao Living Trust DTD 7/21/99 directly or indirectly holds 100% of the membership interests in Tallwood Management Co. LLC and Tallwood Partners, LLC. The Reporting Person, as a trustee of the Banatao Living Trust, hold shared voting and dispositive power over

(2) the securities held by these funds. The Reporting Person, as trustee of the Banatao Living Trust DTD 7/21/99, holds shared voting and dispositive power of the securities held by these trusts. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of any pecuniary interest therein.

(3) Represents the sales price for a number of sale transactions effected at prices ranging from \$12.00 to \$12.04. The Reporting Person has provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.

(4) Represents the sales price for a number of sale transactions effected at prices ranging from \$12.00 to \$12.01. The Reporting Person has provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.

(5) Represents the sales price for a number of sale transactions effected at prices ranging from \$12.00 to \$12.30. The Reporting Person has provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.

(6) Represents the sales price for a number of sale transactions effected at prices ranging from \$12.14 to \$12.49. The Reporting Person has provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.

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.