

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 \*  
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)  
08/28/2013

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/28/2013		J <sup>(1)</sup>		6,956	A	\$ 0	6,956	I	See Footnote <u>(2)</u>
Common Stock								33,333	I	See Footnote <u>(3)</u>

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

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities. Includes sub-headers for 'Date Exercisable' and 'Expiration Date' with options V, (A), and (D).

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships. Relationship options include Director, 10% Owner, Officer, and Other. Entry for Shah Amit, C/O ARTIMAN VENTURES, 2000 UNIVERSITY AVE, SUITE 602, EAST PALO ALTO, CA 94303, with relationship X marked under 10% Owner.

Signatures

Amit Shah 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) Baca, L.P. received in-kind distributions of 6,956 shares from Artiman Ventures Side Fund II, L.P. for no consideration. The reported securities are held by Baca, LP, a limited partnership of which the reporting person is the general partner. The reporting person has voting control and investment power of the securities held by Baca, LP but disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
(3) The reported securities are held by Artiman Management, LLC, a limited liability company of which the reporting person is a managing member. The reporting person shares voting control and investment power of the securities held by Artiman Management, LLC but disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

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.