

InvenSense Inc  
Form 4  
July 23, 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 \*  
Yu Yunbei Ben

(Last) (First) (Middle)

C/O SIERRA VENTURES, 1400  
FASHION ISLAND BLVD. SUITE  
1010

(Street)

SAN MATEO, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
InvenSense Inc [INVN]

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

02/18/2014

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 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	02/18/2014		J <sup>(1)</sup>		1,009,000	D	\$ 0 4,035,404	By Sierra Ventures IX, L.P. <sup>(2)</sup>
Common Stock	02/18/2014		J <sup>(3)</sup>		20,175	A	\$ 0 20,175	By Sierra Ventures Associates IX, LLC <sup>(2)</sup>
Common Stock	02/18/2014		J <sup>(4)</sup>		20,175	D	\$ 0 0	By Sierra Ventures Associates IX, LLC <sup>(2)</sup>

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Common Stock    02/18/2014    J<sup>(5)</sup>    2,823    A    \$ 0    2,823    D

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 Reported 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
Yu Yunbei Ben C/O SIERRA VENTURES 1400 FASHION ISLAND BLVD. SUITE 1010 SAN MATEO, CA 94404		X		

**Signatures**

/s/ Yunbei Ben                      07/23/2015  
Yu

\_\_\_\_\_  
\*\*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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Sierra Ventures IX, L.P. ("Sierra IX") without consideration to its limited partners and the general partner, Sierra Ventures Associates IX, LLC.
- (2)

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The Reporting Person is a Managing Director of Sierra Ventures Associates IX, LLC which serves as the sole General Partner of Sierra IX. As such, the Reporting Person shares voting and investment control over the shares owned by Sierra IX, and may be deemed to own beneficially the shares held by Sierra IX. The Reporting Person disclaims beneficial ownership of the shares held by Sierra IX except to the extent of his proportionate pecuniary interest therein.

- (3) Represents a change in the form of beneficial ownership from one form of indirect ownership to another by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by Sierra Ventures IX, L.P. without consideration to its limited partners and the general partner, Sierra Ventures Associates IX, LLC.
- (4) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Sierra Ventures Associates IX, LLC without consideration to its members, including the Reporting Person.
- (5) Represents a change in the form of ownership from indirect ownership to direct ownership by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by Sierra Ventures Associates IX, LLC without consideration to its members, including the Reporting Person.

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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