

InvenSense Inc  
 Form 4  
 February 18, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 VENTURES L P

(Last) (First) (Middle)

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)  
 02/13/2014

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 or (D) Price			
Common Stock	02/13/2014		S	156,935 (1) D \$ 20.695	9,055,290	D	
Common Stock	02/13/2014		S	1,014 (2) D \$ 20.695	58,509	D	
Common Stock	02/13/2014		S	2,051 (3) D \$ 20.695	118,378	D	

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

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SEC 1474 (9-02)

number.

**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 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 VENTURES L P 2000 UNIVERSITY AVE., 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		
Artiman, L.L.C. 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.

02/18/2014

\_\_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) Securities directly held by Artiman Ventures, L.P. Amit Shah, 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

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pecuniary interest therein.

- (2) Securities directly held by Artiman Ventures Side Fund, L.P. Amit Shah, 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.

- (3) Securities directly held by Artiman Ventures Side Fund II, L.P. Amit Shah, 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 disclaim beneficial ownership of the securities held by Artiman Ventures Side Fund II, L.P. except to the extent of their 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.

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