

ARTIMAN VENTURES L P
Form 4
July 31, 2012

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.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2000 UNIVERSITY AVENUE, SUITE 602
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2012

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

PALO ALTO, CA 94303

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 07/27/2012 | | S ⁽¹⁾ | 147,322 D | \$ 12.81 | 12,873,501 | I | See footnote (2) |
| Common Stock | 07/27/2012 | | S ⁽¹⁾ | 952 D | \$ 12.81 | 83,184 | I | See footnote (3) |
| Common Stock | 07/27/2012 | | S ⁽¹⁾ | 1,926 D | \$ 12.81 | 168,293 | I | See footnote (4) |

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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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
PALO ALTO, CA 94303

X

Artiman Ventures Side Fund II, L.P.
2000 UNIVERSITY AVENUE
SUITE 602
PALO ALTO, CA 94303

X

ARTIMAN VENTURES L P
2000 UNIVERSITY AVENUE
SUITE 602
PALO ALTO, CA 94303

X

ARTIMAN VENTURES SIDE FUND L P
2000 UNIVERSITY AVENUE
SUITE 602
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.

07/31/2012

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 Sales Plan adopted by the reporting person on June 6, 2012.
Securities directly held by Artiman Ventures, L.P. Amit Shah, Yatin Mundkur and Saurabh Srivastava 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.
- (2) Securities directly held by Artiman Ventures Side Fund, L.P. Amit Shah, Yatin Mundkur and Saurabh Srivastava 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 and Saurabh Srivastava 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.
- (4)

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.