INPHI Corp Form 4 September 12, 2013

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BANATAO DIOSDADO P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

INPHI Corp [IPHI]

(Check all applicable)

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

09/10/2013

_X__ Director 10% Owner _ Other (specify Officer (give title

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

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MENLO PARK, CA 94025

(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. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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 Beneficial Ownership (Instr. 4)		
Common Stock	09/10/2013		S <u>(1)</u>	9,322	D	\$ 12.987 (2)	80,717	I	By Tallwood Partners, LLC (3)		
Common Stock	09/10/2013		S <u>(1)</u>	9,323	D	\$ 12.987 (2)	638,659	I	By Tallwood I, L.P. (3)		
Common Stock							11,557	D			
Common Stock							25,909	I	By Tallwood Management		

Co., LLC (3)

Common Stock

66,617

I

By Banatao **Living Trust** DTD 7/21/99

(3)

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.

SEC 1474 (9-02)

8. Price of 9. Nu

Deriv

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Bene

Own Follo Repo Trans (Insti

Derivative

Security

(Instr. 5)

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

	2.	3. Transaction Date		4.	5.	6. Date Exercisable and	7. Title and
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities
	Derivative				Securities		(Instr. 3 and 4)
	Security				Acquired		
					(A) or		
					Disposed		
					of (D)		
					(Instr. 3,		
					4, and 5)		
							Amount

Amount

or Title Number

of

Expiration

Date

Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Code V (A) (D)

Date

Exercisable

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/ Diosdado P. Banatao

09/12/2013

**Signature of Reporting Person

Date

Reporting Owners 2 Edgar Filing: INPHI Corp - Form 4

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.
- Represents the sales price for a number of sale transactions effected at prices ranging from \$12.91 to \$13.16. The Reporting Person has (2) 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.
 - 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
- (3) Tallwood Partners, LLC. The Reporting Person, as a trustee of the Banatao Living Trust, hold shared voting and dispositive power over 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.

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.