

MEMSIC Inc

Form 3

December 18, 2007

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Still River Fund II LP

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/13/2007

3. Issuer Name **and** Ticker or Trading Symbol
MEMSIC Inc [MEMS]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)RESERVOIR PLACE, 1601
TRAPELO RD.,Â SUITE 289

(Street)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (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

WALTHAM,Â MAÂ 02451

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	2,272,500	\$ <u>(1)</u>	D <u>(2)</u>	Â
Series B Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	605,607	\$ <u>(3)</u>	D <u>(2)</u>	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Still River Fund II LP RESERVOIR PLACE, 1601 TRAPELO RD. SUITE 289 WALTHAM, MA 02451	Â	Â X	Â	Â

Signatures

Still River Fund II LP By: /s/
James Saalfield Title:
Managing General Partner

12/15/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Series A Convertible Preferred Stock is automatically converted into MEMSIC, Inc. common stock upon the closing of the Issuer's
(1) initial public offering at a conversion rate of one share of Series A Preferred Stock convertible to 0.5 share of common stock which takes into account the Issuer's one-for-two reverse stock split effected on November 9, 2007.

(2) Mr. Saalfield is the managing general partner of Still River Fund II LP and shares investing and dispositive control over these shares. Mr. Saalfield disclaims beneficial interest in such shares except to the extent of his pecuniary interest.

The Series B Convertible Preferred Stock is automatically converted into MEMSIC, Inc. common stock upon the closing of the Issuer's
(3) initial public offering at a conversion rate of one share of Series B Preferred Stock convertible to 0.5 share of common stock which takes into account the Issuer's one-for-two reverse stock split effected on November 9, 2007.

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.