

InvenSense Inc  
Form 8-K  
September 17, 2013

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 13, 2012**

**INVENSENSE, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-35269**  
**(Commission**  
  
**File Number)**

**01-0789977**  
**(IRS Employer**  
  
**Identification No.)**

**1745 Technology Drive**  
**San Jose, California** **95110**  
**(Address of Principal Executive Offices)** **(Zip Code)**  
**Registrant's telephone number, including area code (408) 988-7339**  
**(Former Name or Former Address, if Changed Since Last Report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

At the Company's annual meeting of stockholders held on September 13, 2012, the matters submitted to a vote of stockholders were (i) the election of two Class II directors to the Board of Directors for a term expiring at the 2016 annual stockholders meeting, (ii) approval of our Employee Stock Purchase Plan, and (iii) the ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending March 30, 2014.

The following table sets forth the results of voting for the election of the Class II directors to the Board of Directors:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
R. Douglas Norby	33,762,079	16,300,535	21,585,809
Tim Wilson	33,915,807	16,146,807	21,585,809

The following table sets forth the results of voting for the approval of the Company's Employee Stock Purchase Plan.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
44,399,924	5,483,165	179,525

The following table sets forth the results of voting for the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending March 30, 2014.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
67,874,690	3,560,550	213,183

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 17, 2013

InvenSense, Inc.

/s/ Alan Krock  
Alan Krock

President, Secretary and

Chief Financial Officer