

InvenSense Inc  
 Form 3  
 July 31, 2015

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

OMB APPROVAL

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Maghsoudnia Mozafar		(Month/Day/Year)	InvenSense Inc [INVN]	
(Last)	(First)	(Middle)	07/24/2015	
C/O INVENSENSE INC.,Â 1745 TECHNOLOGY DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN JOSE,Â CAÂ 95110			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			VP Technology & Worldwide	6. Individual or Joint/Group Filing(Check Applicable Line)
			Manu	<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. 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)
Common Stock	9,601	D	Â

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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Unit (RSU)	Â (1)	Â (1)	Common Stock	9,500	\$ 0 (2)	D	Â
Restricted Stock Unit (RSU)	Â (3)	Â (3)	Common Stock	14,250	\$ 0 (2)	D	Â
Restricted Stock Unit (RSU)	Â (4)	Â (4)	Common Stock	22,500	\$ 0 (2)	D	Â
Restricted Stock Unit (RSU)	Â (5)	Â (5)	Common Stock	14,250	\$ 0 (2)	D	Â
Restricted Stock Unit (RSU)	Â (6)	Â (6)	Common Stock	14,250	\$ 0 (2)	D	Â
Restricted Stock Unit (RSU)	Â (7)	Â (7)	Common Stock	9,000	\$ 0 (2)	D	Â
Restricted Stock Unit (RSU)	Â (8)	Â (8)	Common Stock	25,000	\$ 0 (2)	D	Â
Stock Option (right to buy)	Â (9)	09/15/2023	Common Stock	75,000	\$ 18.41	D	Â
Stock Option (right to buy)	Â (10)	05/15/2024	Common Stock	60,000	\$ 17.66	D	Â
Stock Option (right to buy)	Â (11)	05/15/2025	Common Stock	85,000	\$ 14.57	D	Â
Stock Option (right to buy)	Â (12)	06/15/2022	Common Stock	200,000	\$ 11.95	D	Â
Stock Option (right to buy)	Â (13)	06/15/2022	Common Stock	25,000	\$ 11.95	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maghsoudnia Mozafar C/O INVENSENSE INC. 1745 TECHNOLOGY DRIVE SAN JOSE, CA 95110	Â	Â	Â VP Technology & Worldwide Manu	Â

## Signatures

/s/ Adam Tachner, Attorney-in-Fact for: Mozafar  
Maghsoudnia

07/31/2015

\*\*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).
- (1) Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement, 50% of the shares will vest on May 15, 2016 and 50% will vest on May 15, 2017. Shares will be delivered to the reporting person on each vest date.
  - (2) Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of Invensense common stock at no cost.
  - (3) Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement, the shares will vest annually over three years commencing on August 15, 2014. Shares will be delivered to the reporting person on each vest date.
  - (4) Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement, the shares will vest annually over three years commencing on September 15, 2014. Shares will be delivered to the reporting person on each vest date.
  - (5) Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement, the shares will vest annually over three years commencing on November 15, 2014. Shares will be delivered to the reporting person on each vest date.
  - (6) Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement, the shares will vest annually over three years commencing on February 15, 2015. Shares will be delivered to the reporting person on each vest date.
  - (7) Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement, the shares will vest quarterly over three quarters commencing on May 15, 2015. Shares will be delivered to the reporting person on each vest date.
  - (8) Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement, the shares will vest annually over four years commencing on May 15, 2015. Shares will be delivered to the reporting person on each vest date.
  - (9) The option vests monthly over 4 years following the vesting commencement date of September 1, 2013, at the rate of 1/48 per month.
  - (10) The shares subject to this option shall vest 100% on April 1, 2018.
  - (11) The option vests monthly over 4 years following the vesting commencement date of May 15, 2015, at the rate of 1/48 per month
  - (12) 25% of the shares subject to the option vest 1 year following the vesting commencement date of June 11, 2012, with monthly vesting thereafter at the rate of 1/48th per month.
  - (13) The shares subject to this option shall vest 100% on June 11, 2017.

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.