

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Maghsoudnia Mozafar</u> (Last) (First) (Middle) <u>C/O INVENSENSE INC.</u> <u>1745 TECHNOLOGY DRIVE</u> (Street) <u>SAN JOSE</u> <u>CA</u> <u>95110</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>InvenSense Inc [INVN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/18/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP Technology & Worldwide Manu</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/18/2017		D	78,794 D \$13 ⁽¹⁾	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares				
Restricted Stock Unit (RSU)	\$0.00 ⁽²⁾	05/18/2017		D	71,750	(3) (3)	Common Stock 71,750	(4)	0	D	
Stock Option (right to buy)	\$5.65	05/18/2017		D	260,000	(5) 05/16/2026	Common Stock 260,000	(6)	0	D	
Stock Option (right to buy)	\$11.95	05/18/2017		D	25,000	(7) 06/15/2022	Common Stock 25,000	(8)	0	D	
Stock Option (right to buy)	\$11.95	05/18/2017		D	200,000	(9) 06/15/2022	Common Stock 200,000	(10)	0	D	

Explanation of Responses:

- Disposed of in connection with the acquisition of the Issuer by TDK Corporation (the "Merger") pursuant to the Agreement and Plan of Merger, dated as of December 21, 2016, by and among the Issuer, TDK Corporation and TDK Sensor Solutions Corporation, (the "Merger Agreement"), whereby each share of Issuer common stock ("Issuer Common Stock") other than certain shares owned by the Issuer, TDK Corporation and their respective subsidiaries and shares subject to appraisal rights, was automatically cancelled and converted into the right to receive \$13.00 in cash, without interest (the "Merger Consideration"). Includes shares of Issuer Common Stock purchased May 15, 2017 pursuant to Issuer's 2013 Employee Stock Purchase Plan, as amended on September 16, 2016.
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of Invensense common stock at no cost.
- Subject to the Reporting Person's continuing employment and the provisions in the Invensense's standard form of RSU award agreement, the shares will commence vesting as of the Grant Date and vest at a rate of 25% annually. Shares will be delivered to the reporting person on each vest date.
- Disposed of pursuant to the Merger Agreement, whereby each vested restricted stock unit of Issuer Common Stock ("RSU") was cancelled in exchange for the right to receive a cash payment equal to the product of the Merger Consideration multiplied by the total number of shares subject to the vested RSU. Pursuant to the terms of the Reporting Person's separation agreement with the Issuer, 100% (71,750 shares) of the unvested RSUs held by the Reporting Person became fully vested upon the change in control of the Issuer effected by the Merger.
- The option vests monthly over 4 years following the vesting commencement date of May 15, 2016, at the rate of 1/48 per month.

6. Disposed of pursuant to the Merger Agreement, whereby each vested option to acquire Issuer Common Stock with an exercise price less than the Merger Consideration was cancelled in exchange for the right to receive a cash payment equal to the product of the total number of shares subject to the vested option multiplied by the amount by which the Merger Consideration exceeds the exercise price per share of such vested option (\$7.35). Pursuant to the terms of the Reporting Person's separation agreement with the Issuer, 100% (195,000 shares) of the unvested options held by the Reporting Person became fully vested upon the change in control of the Issuer effected by the Merger.

7. The shares subject to this option shall vest 100% on June 11, 2017.

8. Disposed of pursuant to the Merger Agreement, whereby each vested option to acquire Issuer Common Stock with an exercise price less than the Merger Consideration was cancelled in exchange for the right to receive a cash payment equal to the product of the total number of shares subject to the vested option multiplied by the amount by which the Merger Consideration exceeds the exercise price per share of such vested option (\$1.05). Pursuant to the terms of the Reporting Person's separation agreement with the Issuer, 100% (25,000 shares) of the unvested options held by the Reporting Person became fully vested upon the change in control of the Issuer effected by the Merger.

9. 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.

10. Disposed of pursuant to the Merger Agreement, whereby each vested option to acquire Issuer Common Stock with an exercise price less than the Merger Consideration was cancelled in exchange for the right to receive a cash payment equal to the product of the total number of shares subject to the vested option multiplied by the amount by which the Merger Consideration exceeds the exercise price per share of such vested option (\$1.05). Pursuant to the terms of the Reporting Person's separation agreement with the Issuer, 100% of the unvested options held by the Reporting Person became fully vested upon the change in control of the Issuer effected by the Merger.

Remarks:

David Young, Attorney-in-
Fact For: Mozafar
Maghsoudnia

05/22/2017

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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