

InvenSense Inc  
Form 10-K/A  
April 14, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 10-K/A**  
**(Amendment No. 1)**

**(Mark One)**

**Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended March 30, 2014**

**or**

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 001-35269**

**INVENSENSE, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**Incorporation or organization)**

**01-0789977**  
**(I.R.S. Employer**  
**Identification No.)**

**1745 Technology Drive Suite 200, San Jose, CA 95110**  
**(Address of principal executive offices)**  
**(408) 988-7339**

**94089**  
**(Zip code)**

**(Registrant's telephone number, including area code)**

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which Registered</b>
Common Stock, \$0.001 Par Value	New York Stock Exchange LLC

**Securities registered pursuant to Section 12(g) of the Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES  NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

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Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the  
Act). YES  NO

As of September 27, 2013, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of registrant's voting and non-voting common stock held by non-affiliates was approximately \$1,300 million, based upon the closing sale price of the common stock as reported on the New York Stock Exchange. This calculation excludes the shares of common stock held by each officer, director and holder of 5% or more of the outstanding common stock as of September 27, 2013. This calculation does not reflect a determination that such persons are affiliates for any other purposes.

As of May 7, 2014, there were 88,185,669 shares of the registrant's common stock, \$0.001 par value, outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

None.

**EXPLANATORY NOTE**

InvenSense, Inc. (the **Company** or **our** ) is filing this Amendment No. 1 to Annual Report on Form 10-K/A (this **Amendment** ) to our Annual Report on Form 10-K for the fiscal year ended March 30, 2014, as filed with the Securities and Exchange Commission (the **SEC** ) on May 29, 2014 (the **Original Filing** ). The purpose of this Amendment is solely to re-file Exhibits 31.1 and 31.2 to the Original Filing. In accordance with Rule 12b-15 of the Exchange Act, the Company has set forth the text of Item 15, as amended, in its entirety below.

Except as set forth in Part IV below and in any exhibits attached hereto, no other changes are made to the Original Filing. The Original Filing continues to speak as of the date of the Original Filing. Unless expressly stated, this Amendment does not reflect events occurring after the filing date of the Original Filing, nor does it modify or update in any way the disclosures contained in the Original Filing.

**PART IV****Item 15. Exhibits and Financial Statement Schedules****(b) Exhibits**

<b>Exhibit</b>		<b>Incorporated by Reference</b>			
<b>Number</b>	<b>Exhibit Description</b>	<b>Form</b>	<b>File No.</b>	<b>Exhibit(s)</b>	<b>Filing Date</b>
3.1	Form of Third Amended and Restated Certificate of Incorporation of InvenSense, Inc.	S-1	333-167843	3.5	August 25, 2011
3.2	Form of Third Amended and Restated Bylaws of InvenSense, Inc.	S-1	333-167843	3.7	August 25, 2011
4.1	Form of InvenSense, Inc. s Common Stock Certificate.	S-1	333-167843	4.1	August 25, 2011
4.2	Indenture, dated November 13, 2013, between InvenSense, Inc. and Wells Fargo Bank, National Association.	8-K	001-35269	4.1	November 13, 2013
10.1	InvenSense, Inc. 2004 Stock Incentive Plan, as amended, and related documents.	S-1	333-167843	10.1	June 28, 2010
10.2	InvenSense, Inc. 2011 Stock Incentive Plan and related documents.	S-1	333-167843	10.2	August 25, 2011
10.3	Form of Indemnification Agreement by and between the Company and each of its directors.	S-1	333-167843	10.16	August 25, 2011
10.4	Offer Letter, between the Company and Stephen Lloyd, dated November 13, 2008.	S-1	333-167843	10.8	June 28, 2010
10.5	Offer Letter, between the Company and Daniel Goehl, dated October 28, 2004.	S-1	333-167843	10.9	June 28, 2010
10.6	Compensation Agreement, between the Company and Jim Callas, dated January 18, 2011.	S-1	333-167843	10.12	May 24, 2011
10.7	Offer Letter, between the Company and Jim Callas, dated August 20, 2010.	S-1	333-167843	10.12.1	May 24, 2011
10.8	Employment Agreement, between the Company and Alan Krock, dated as of May 31, 2011.	S-1	333-167843	10.13	August 25, 2011
10.9	Industrial Lease between the Company and AMB Property, L.P., dated June 13, 2007.	S-1	333-167843	10.13	June 28, 2010
10.10	First Amendment to Lease Agreement between the Company and AMB Property, L.P., dated June 26, 2009.	S-1	333-167843	10.14	June 28, 2010
10.11	Second Amendment to Lease Agreement between the Company and Prologis L.P., dated February 17, 2012.	8-K	001-35269	10.1	February 24, 2012
10.12		8-K	001-35269	10.1	October 23, 2012

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	Employment Agreement between the Company and Behrooz Abdi, dated October 23, 2012.				
10.13	Executive Change in Control and Severance Agreement between the Company and Behrooz Abdi, dated October 23, 2012.	8-K	001-35269	10.2	October 23, 2012
10.14	Transition and Release Agreement between the Company and Steven Nasiri, dated October 23, 2012.	8-K	001-35269	10.3	October 23, 2012
10.15	Form of Executive Change in Control and Severance Agreement.	8-K	001-35269	10.1	May 21, 2014
21.1	Subsidiary List.	10-K	001-35269	21.1	May 29, 2014
23.1	Consent of Deloitte & Touche LLP.	10-K	001-35269	23.1	May 29, 2014
24.1	Power of Attorney.	10-K	001-35269	24.1	May 29, 2014
31.1*	Certification of the Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.*				
31.2*	Certification of the Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.*				
32.1	Certification of the Principal Executive Officer and Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.	10-K	001-35269	32.1	May 29, 2014
101.INS	XBRL Instance Document				
101.SCH	XBRL Taxonomy Extension Schema				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase				
101.DEF	XBRL Taxonomy Extension Definition Linkbase				
101.LAB	XBRL Taxonomy Extension Label Linkbase				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase				

Indicates a management contract or compensatory plan or arrangement.

\* Filed herewith.

Previously filed with our Annual Report on Form 10-K filed with the SEC on May 29, 2014.

Previously furnished with our Annual Report on Form 10-K filed with the SEC on May 29, 2014.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to its Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

**InvenSense, Inc.**

Dated: April 14, 2015

By: /s/ Mark Dentinger  
Mark Dentinger  
Chief Financial Officer (Duly Authorized Officer  
and Principal Financial Officer and Chief  
Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 1 to Annual Report on Form 10-K has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: April 14, 2015

By: /s/ Behrooz Abdi  
Behrooz Abdi  
Chief Executive Officer and Director  
  
(Principal Executive Officer)

Dated: April 14, 2015

By: /s/ Mark Dentinger  
Mark Dentinger  
Chief Financial Officer  
  
(Principal Financial and Principal Accounting  
Officer)

Dated: April 14, 2015

By:  
Amir Faintuch  
Director

Dated: April 14, 2015

By:  
Usama Fayyad  
Director

Dated: April 14, 2015

By:  
Emiko Higashi  
Director

Dated: April 14, 2015

By: /s/ Jon Olson\*  
Jon Olson  
Director

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Dated: April 14, 2015

By: /s/ Amit Shah\*  
Amit Shah  
Director

Dated: April 14, 2015

By: /s/ Eric Stang\*  
Eric Stang  
Director

Dated: April 14, 2015

By: /s/ Tim Wilson\*  
Tim Wilson  
Director

Dated: April 14, 2015

By: /s/ Yunbei Ben Yu, Ph.D\*  
Yunbei Ben Yu, Ph.D  
Director

\* Pursuant to Power of Attorney

By: /s/ Behrooz Abdi  
Behrooz Abdi  
Chief Executive Officer and Director

(Principal Executive Officer)