

InvenSense Inc  
Form S-8  
November 17, 2011

As filed with the Securities and Exchange Commission on November 17, 2011

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**INVENSENSE, INC.**

(Exact name of registrant as specified in its charter)

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

1197 Borregas Avenue

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

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Sunnyvale, CA 94089

(408) 988-7339

(Address of principal executive offices)

**InvenSense, Inc. 2011 Stock Incentive Plan**

**InvenSense, Inc. 2004 Stock Incentive Plan, as amended**

(Full title of the Plan)

**Steven Nasiri**

**President, Chief Executive Officer and Chairman**

**1197 Borregas Avenue**

**Sunnyvale, CA 94089**

**(408) 988-7339**

(Name, address, including zip code, and telephone number, including area

code, of agent for service)

*With Copies to:*

**John W. Campbell, Esq.**

**Andrew D. Thorpe, Esq.**

**Alfredo B. D. Silva, Esq.**

**Morrison & Foerster LLP**

**425 Market Street**

**San Francisco, California 94105**

**(415) 268-7000**

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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. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, \$0.001 par value per share:				
2011 Stock Incentive Plan	10,278,259(2)	\$8.84(4)	\$90,859,809.56	\$10,412.53
2004 Stock Incentive Plan, as amended	10,407,123(3)	\$3.53(5)	\$36,737,144.19	\$4,210.08
<b>TOTAL:</b>	<b>20,685,382</b>		<b>\$127,596,953.75</b>	<b>\$11,352.15(6)</b>

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the 2011 Stock Incentive Plan ( 2011 Plan ) and the 2004 Stock Incentive Plan, as amended ( 2004 Plan ), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Shares of common stock reserved for issuance under the 2011 Plan. To the extent outstanding awards under the 2004 Plan are forfeited, terminate or expire unexercised and would otherwise have been returned to the share reserve under the 2004 Plan, the shares of common stock subject to such awards instead will be available for future issuance as common stock under the 2011 Plan. See footnote 3 below.
- (3) Represents shares of common stock subject to outstanding awards under the 2004 Plan as of November 14, 2011. No future grants will be awarded under the 2004 Plan, but outstanding awards granted under this plan continue to be governed by its terms. Any such shares of common stock that are subject to awards under the 2004 Plan which are forfeited, terminate or expire unexercised and would otherwise have been returned to the share reserve under the 2004 Plan will be available for issuance as common stock under the 2011 Plan. See footnote 2 above.
- (4) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$8.84, the average of the high and low prices of the Registrant's common stock as reported on the New York Stock Exchange on November 16, 2011.
- (5) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the weighted average exercise price of \$3.53 per share.
- (6) \$3,270.46 of the registration fee for this Registration Statement is being offset, pursuant to Rule 457(p) under the Securities Act, by the registration fees paid in connection with unsold securities registered by the Registrant under Registration Statement No. 333-167843 (initially filed on June 28, 2010).

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

The information required by Part I is not filed as part of this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the Securities Act ), and the Note to Part I of Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE**

**REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

InvenSense, Inc. (the Registrant ) hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission:

- (1) The Registrant's Prospectus filed with the Commission on November 16, 2011, pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the Securities Act ), relating to the Registration Statement on Form S-1, as amended (File No. 333-167843), which contains the Registrant's audited financial statements for the latest fiscal year for which such statements have been filed; and
- (2) The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A (File No. 001-35269) filed with the Commission on August 3, 2011, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law permits a corporation to include in its charter documents, and in agreements between the corporation and its directors and officers, provisions expanding the scope of indemnification beyond that specifically provided by the current law.

The Registrant's amended and restated certificate of incorporation provides for the indemnification of directors to the fullest extent permissible under Delaware law.



The Registrant's amended and restated bylaws provide for the indemnification of officers and directors acting on our behalf if this person acted in good faith and in a manner reasonably believed to be in and not opposed to our best interest, and, with respect to any criminal action or proceeding, the indemnified party had no reason to believe his or her conduct was unlawful.

The Registrant has entered into indemnification agreements with its directors and certain executive officers, in addition to indemnification provided for in its charter documents, and the Registrant intends to enter into indemnification agreements with any new directors and other executive officers in the future.

The Registrant has purchased and intends to maintain insurance on its behalf and on behalf of any person who is or was a director or officer against any loss arising from any claim asserted against him or her and incurred by him or her in that capacity, subject to certain exclusions and limits of the amount of coverage.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Exhibit		Incorporated by Reference			
Number	Exhibit Description	Form	File No.	Exhibit	Filing Date
4.1*	Form of InvenSense, Inc. Common Stock Certificate.	S-1/A	333-167843	4.1	July 25, 2011
4.2*	2004 Stock Incentive Plan, as amended, and related documents.	S-1/A	333-167843	10.1	November 7, 2011
4.3*	2011 Stock Incentive Plan and related documents.	S-1/A	333-167843	10.2	July 25, 2011
5.1	Opinion of Morrison & Foerster LLP.				
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.				
23.2	Consent of Counsel (included in Exhibit 5.1).				
24.1	Power of Attorney (see page II-4).				

\* Incorporated by reference to exhibits previously filed.

**Item 9. Undertakings.**

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price

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represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

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(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

*Provided, however,* that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on the 17th day of November, 2011.

INVENSENSE, INC.

By: /s/ Steven Nasiri  
 Steven Nasiri  
*President and Chief Executive Officer*

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below, constitutes and appoints Steven Nasiri and Alan Krock, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to sign any registration statement for the same Offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ Steven Nasiri <b>Steven Nasiri</b>	President, Chief Executive Officer and Chairman (Principal Executive Officer)	November 17, 2011
/s/ Alan Krock <b>Alan Krock</b>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 17, 2011
/s/ Behrooz Abdi <b>Behrooz Abdi</b>	Director	November 17, 2011
/s/ R. Douglas Norby <b>R. Douglas Norby</b>	Director	November 17, 2011
/s/ Jon Olson <b>Jon Olson</b>	Director	November 17, 2011
/s/ Amit Shah <b>Amit Shah</b>	Director	November 17, 2011
/s/ Tim Wilson <b>Tim Wilson</b>	Director	November 17, 2011
/s/ Ben Yu <b>Ben Yu</b>	Director	November 17, 2011

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**INDEX TO EXHIBITS**

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