

INPHI Corp  
Form 4  
March 03, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
Ogawa Richard

(Last) (First) (Middle)  
2953 BUNKER HILL LANE, STE 300  
(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INPHI Corp [IPHI]

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 03/01/2017                           |  | M                              |   | 50,000<br>(2) A \$ 8.93 102,811   | D  |   |
| Common Stock                    | 03/01/2017                           |  | S                              |   | 38,700<br>(3) D \$ 46.2292 64,111<br>(4)  | D  |   |
| Common Stock                    | 03/01/2017                           |  | S                              |   | 8,800<br>(3) D \$ 46.8998 55,311<br>(5)   | D  |   |
| Common Stock                    | 03/01/2017                           |  | S                              |   | 2,500<br>(3) D \$ 47.7369 52,811<br>(6)   | D  |   |

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option - right to buy       | \$ 8.93  | 03/01/2017                           |  | M                              | 50,000  | <u>(1)</u> 01/16/2020                                    | Common Stock 50,000   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| Ogawa Richard<br>2953 BUNKER HILL LANE, STE 300<br>SANTA CLARA, CA 95054 |               |           | General Counsel |       |

## Signatures

/s/ John Edmunds,  
attorney-in-fact

03/03/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) This option vests as to 25% of the shares on 1/2/14 and remaining shares vest in 36 monthly installments thereafter from 1/2/14 to 1/2/17.
- (2) The exercise of options reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.
- (3) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.
- (4) Represents the weighted average sales price for a number of transactions effected at prices ranging from \$45.60 to \$46.595. The reporting person has provided to the issuer, and undertakes to provide upon request to the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.

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- Represents the weighted average sales price for a number of transactions effected at prices ranging from \$46.60 to \$47.41. The reporting
- (5) person has provided to the issuer, and undertakes to provide upon request to the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.
- Represents the weighted average sales price for a number of transactions effected at prices ranging from \$47.615 to \$47.82. The reporting
- (6) person has provided to the issuer, and undertakes to provide upon request to the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.

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.