

InvenSense Inc  
Form 8-K  
September 15, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 9, 2015**

**INVENSENSE, INC.**

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

**Delaware**  
**(State or other Jurisdiction**

**001-35269**  
**(Commission**

**01-0789977**  
**(I.R.S. Employer**

**of incorporation)**

**File Number)**

**Identification Number)**

**1745 Technology Drive, San Jose, Suite 200, CA 95110**

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(Address of Principal Executive Offices)(Zip Code)

Registrant's telephone number, including area code: (408) 988-7339

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

### (e) Amendment of Employee Stock Purchase Plan

At the 2015 Annual Meeting of Stockholders (the Annual Meeting) of InvenSense, Inc. (the Company) held on September 9, 2015, the Company stockholders approved an amendment to the Company's Employee Stock Purchase Plan (the Amended ESPP) to increase the number of shares of common stock reserved under the plan for future issuance by 1,000,000 shares. The Board and the Compensation Committee previously approved the Amended ESPP, subject to such stockholder approval. The Company's executive officers are eligible to participate in the Amended ESPP.

Summaries of the Amended ESPP are set forth in the Company's definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on July 27, 2015 (the Proxy Statement). Those summaries and the above descriptions of the Amended ESPP do not purport to be complete and are qualified in their entirety by reference to the Amended ESPP, which is filed as Exhibit 10.1, respectively, to this Current Report on Form 8-K and is incorporated herein by reference.

### Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting held on September 9, 2015, the Company stockholders voted on the following four proposals and cast their votes as set forth below:

**Proposal 1:** To elect three directors to serve until the 2018 Annual Meeting of Stockholders or until their successors are elected.

Directors	For	Withheld	Broker Non-Votes
Jon Olson	32,058,923	406,716	40,336,432
Amit Shah	30,533,891	1,931,748	40,336,432
Yunbei Ben Yu	30,636,739	1,828,900	40,336,432

**Proposal 2:** To approve, on an advisory and non-binding basis, the compensation of the Company's named executive officers.

For	Against	Abstain	Broker Non-Votes
15,794,779	16,473,286	197,574	40,336,432

**Proposal 3:** To amend the Company's 2013 Employee Stock Purchase Plan to increase the number of shares authorized for employee purchases by one million shares.

For	Against	Abstain	Broker Non-Votes
31,442,628	915,283	107,728	40,336,432

**Proposal 4:** To ratify the selection by the audit committee of the Company's board of directors of Deloitte & Touche LLP as the Company's independent registered public accounting firm for its fiscal year ending April 3, 2016.

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<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
71,477,857	866,306	457,908	

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
10.1	InvenSense, Inc. 2013 Employee Stock Purchase Plan, as amended

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 15, 2015

INVENSENSE, INC.

By: /s/ Mark Dentinger  
Mark Dentinger  
*Chief Financial Officer*

**EXHIBIT INDEX**

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