

InvenSense Inc  
Form PREM14A  
February 03, 2017  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**INVENSENSE, INC.**

**(Name of Registrant as Specified In Its Charter)**

**N/A**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

Common stock, par value \$0.001 per share, of InvenSense, Inc.

(2) Aggregate number of securities to which transaction applies:

As of January 13, 2017, (A) 94,541,023 shares of common stock issued and outstanding (including 67,500 shares of restricted stock); (B) 8,074,011 shares of common stock issuable upon the exercise of stock options with an exercise price less than \$13.00 per share; (C) 5,111,733 shares of common stock issuable upon vesting and settlement of restricted stock units ( RSUs ); and (D) 265,636 shares of common stock issuable through the end of the current offering period under the InvenSense, Inc. 2013 Employee Stock Purchase Plan, as amended (the ESPP ).

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

Solely for purposes of calculating the filing fee, the maximum aggregate value was determined based upon the sum of (A) (i) 94,541,023 shares of common stock issued and outstanding as of January 13, 2017 (including 67,500 shares of restricted stock), (ii) 5,111,733 shares of common stock issuable upon vesting and settlement of RSUs, (iii) 265,636 shares of common stock issuable through the end of the current offering period under the ESPP, each multiplied by \$13.00 per share, and (B) 8,074,011 shares of common stock issuable upon the exercise of stock options with an exercise price less than \$13.00 per share multiplied by \$4.8605 (the difference between \$13.00 and the weighted average exercise price of \$8.1935 per share). In accordance with Section 14(g) of the Securities Exchange Act of 1934, as amended, the filing fee was determined by multiplying the sum calculated in the preceding sentence by 0.0001159.

(4) Proposed maximum aggregate value of transaction:

\$1,338,182,826

(5) Total fee paid:

\$155,096

Fee paid previously with preliminary materials.

## Edgar Filing: InvenSense Inc - Form PREM14A

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date Filed:

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**PRELIMINARY PROXY STATEMENT SUBJECT TO COMPLETION, DATED FEBRUARY 3, 2017**

**InvenSense, Inc.**

1745 Technology Drive, Suite 200

San Jose, California 95110

Dear Stockholder:

We cordially invite you to attend a special meeting of stockholders of InvenSense, Inc., which will be held at our corporate headquarters, 1745 Technology Drive, San Jose, California 95110, on [ ], 2017 at [ ] a.m. local time.

At the special meeting, you will be asked to consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of December 21, 2016, entered into by and among InvenSense, TDK Corporation and TDK Sensor Solutions Corporation, an indirect wholly-owned subsidiary of TDK Corporation, (such agreement, as it may be amended from time to time, the Merger Agreement ), pursuant to which InvenSense would be acquired by TDK Corporation through a merger of InvenSense with TDK Sensor Solutions Corporation (the Merger ). At the special meeting, you will also be asked to consider and vote upon a proposal to approve, on a non-binding, advisory basis, the compensation that may be paid or become payable to our named executive officers in connection with the Merger, and a proposal to postpone or adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to adopt the Merger Agreement if there are insufficient votes at the time of such adjournment to approve the Merger Agreement.

If the Merger is completed, each share of InvenSense common stock issued and outstanding immediately prior to the completion of the Merger, other than certain shares owned by InvenSense, TDK Corporation and their respective subsidiaries (which shares will be cancelled) and shares held by stockholders who have validly exercised their appraisal rights under Delaware law, will automatically be cancelled and converted into the right to receive \$13.00 in cash, without interest.

The merger consideration represents a 74% premium over the closing price of our common stock on the New York Stock Exchange ( NYSE ) on October 27, 2016, the last trading day prior to our announcement that our Board of Directors was exploring strategic alternatives for our business, a 57% premium over the closing price of our common stock on the NYSE on December 8, 2016, the last trading day prior to the announcement of market rumors that we were in discussions to be acquired by TDK Corporation, and a 20% premium over the closing price of our common stock on the NYSE on December 20, 2016, the last trading day prior to our announcement that we had entered into the Merger Agreement.

**After carefully considering the factors more fully described in the accompanying proxy statement, our Board of Directors has unanimously determined that the Merger and Merger Agreement, and the transactions contemplated by the Merger Agreement, are fair to and in the best interests of InvenSense and its stockholders and approved and declared advisable the Merger Agreement and the transactions contemplated thereby. Our Board of Directors recommends that you vote (i) FOR the proposal to adopt the Merger Agreement and thereby approve the transactions contemplated by the Merger Agreement, including the Merger, (ii) FOR the proposal to approve, on a non-binding, advisory basis, the compensation that may be paid or become payable**

by InvenSense to our named executive officers in connection with the Merger, and (iii) **FOR** the proposal to approve one or more postponements or adjournments of the special meeting to a later date or dates if necessary or appropriate to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the special meeting.

The enclosed proxy statement provides detailed information about the special meeting, the Merger Agreement and the Merger. A copy of the Merger Agreement is attached as Appendix A to the proxy statement. The proxy statement also describes the actions and determinations of our Board of Directors in connection with its evaluation of the Merger Agreement and the Merger. We encourage you to read the proxy statement and its annexes, including the Merger Agreement, carefully and in their entirety.

**Your vote is very important, regardless of the number of shares that you own. The Merger cannot be completed unless the Merger Agreement is adopted by the affirmative vote of the holders of a majority of the outstanding shares of our common stock entitled to vote at the special meeting. Whether or not you plan to attend the special meeting in person, please sign and return the enclosed proxy card, or vote electronically over the Internet or by telephone as instructed in the proxy materials. If you attend the special meeting and wish to vote in person, you may do so even though you have previously voted by proxy. The failure to vote will have the same effect as voting **AGAINST** the adoption of the Merger Agreement.**

**If your shares are held in street name, you should instruct your bank, broker or other nominee to vote your shares in accordance with the voting instruction form that you will receive from your bank, broker or other nominee. Your bank, broker or other nominee cannot vote on any of the proposals without your instructions, and the failure to instruct your bank, broker or other nominee how to vote will have the same effect as voting **AGAINST** the adoption of the Merger Agreement.**

If you have any questions or need assistance voting your shares, please contact our proxy solicitor:

MacKenzie Partners, Inc.

Toll free: (980) 322-2885

Collect: (212) 929-5500

Email: [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com)

We look forward to seeing you at the special meeting, and thank you for your continued support of InvenSense.

On behalf of the Board of Directors,

Behrooz Abdi

*President and Chief Executive Officer*

*The accompanying proxy statement is dated [ ], 2017, and is first being mailed to stockholders on or about [ ], 2017.*

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**PRELIMINARY PROXY STATEMENT SUBJECT TO COMPLETION, DATED FEBRUARY 3, 2017**

**InvenSense, Inc.**

1745 Technology Drive, Suite 200

San Jose, California 95110

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**To be held [ ], 2017**

A special meeting of stockholders of InvenSense, Inc., a Delaware corporation ( "InvenSense" or the "Company" ), will be held at the Company's corporate headquarters, 1745 Technology Drive, San Jose, California 95110, on [ ], 2017 at [ ] a.m. local time, for the following purposes:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of December 21, 2016, entered into by and among InvenSense, TDK Corporation and TDK Sensor Solutions Corporation, an indirect wholly-owned subsidiary of TDK Corporation, (as such agreement may be amended from time to time, the "Merger Agreement" ), pursuant to which InvenSense would be acquired by TDK Corporation through a merger of InvenSense with TDK Sensor Solutions Corporation (the "Merger" ), and each share of InvenSense common stock issued and outstanding immediately prior to the completion of the Merger, other than shares owned by InvenSense, TDK Corporation and their respective subsidiaries (which shares will be cancelled) and shares held by stockholders who have validly exercised their appraisal rights under Delaware law, will automatically be cancelled and converted into the right to receive \$13.00 in cash, without interest (the "Merger Proposal" );
2. To consider and vote upon a proposal to approve, on a non-binding, advisory basis, the compensation that may be paid or become payable to InvenSense's named executive officers in connection with the Merger (the "Merger-related Compensation Proposal" ); and
3. To consider and vote on a proposal to approve the postponement or adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the Merger Proposal if there are insufficient votes at the time of the special meeting to approve the Merger Proposal (the "Adjournment Proposal" ).

The accompanying proxy statement describes the proposals listed above in more detail. Please refer to the accompanying proxy statement, including the Merger Agreement attached as [Appendix A](#) to the proxy statement and the other annexes and documents included in, or incorporated by reference into, the proxy statement, for further information with respect to the business to be transacted at the special meeting. You are encouraged to read the entire proxy statement carefully before voting.

The affirmative vote of the holders of a majority of the outstanding shares of common stock entitled to vote at the special meeting is required to approve the Merger Proposal. The affirmative vote of a majority of the outstanding shares of common stock represented at the special meeting, either in person or by proxy, and entitled to vote thereon, is required to approve each of the Merger-related Compensation Proposal and the Adjournment Proposal.

The failure of any stockholder of record to submit a signed proxy card, vote electronically over the Internet or by telephone or vote in person by ballot at the special meeting will have the same effect as a vote **AGAINST** the Merger Proposal. The failure of any stockholder of record to submit a signed proxy card, vote electronically over the Internet or by telephone or attend the special meeting in person will not have any effect on the Merger-related Compensation Proposal or the Adjournment Proposal, however, if a stockholder of record attends the special meeting in person but has not submitted a proxy and fails to vote in person by ballot, that will be treated as an abstention. Abstentions will have the same effect as a vote **AGAINST** the Merger Proposal, the Merger-related Compensation Proposal and the Adjournment Proposal. If you hold your shares in street name and fail to instruct your bank, broker or other nominee on how to vote, your shares will not be voted, which will have the same effect as a vote **AGAINST** the Merger Proposal, but will have no effect on the Merger-related Compensation Proposal or the Adjournment Proposal assuming a quorum is present at the special meeting.

Only stockholders of record as of the close of business on [ ], 2017 are entitled to notice of and to vote at the special meeting or any postponement or adjournment thereof.

Stockholders who do not vote in favor of the proposal to adopt the Merger Agreement will have the right to seek appraisal of the fair value of their shares of common stock if they deliver a demand for appraisal before the vote is taken on the Merger Proposal and comply with all of the requirements of Delaware law, which are summarized in the accompanying proxy statement and reproduced in their entirety in Appendix C to the proxy statement.

**Our Board of Directors unanimously recommends that you vote (i) FOR the Merger Proposal, (ii) FOR the Merger-related Compensation Proposal and (iii) FOR the Adjournment Proposal.**

By Order of the Board of Directors,

San Jose, California  
Dated: [ ], 2017

Mark Dentinger  
*Chief Financial Officer*

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**ABOUT THIS PROXY STATEMENT**

You should rely only on the information contained in or incorporated by reference into this proxy statement. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this proxy statement. This proxy statement is dated [ ], 2017, and you should assume that the information contained in this proxy statement is accurate only as of such date. You should also assume that the information incorporated by reference into this proxy statement is accurate only as of the date of such information.

**This proxy statement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction.**

Stockholders should not construe the contents of this proxy statement as legal, tax or financial advice. Stockholders should consult with their own legal, tax, financial or other professional advisors. All summaries of, and references to, the agreements governing the terms of the transactions described in this proxy statement are qualified by the full copies of and complete text of such agreements in the forms attached hereto as Annexes, which are available on the website of the Securities and Exchange Commission, [www.sec.gov](http://www.sec.gov).



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