

MEMSIC Inc
Form 4
September 20, 2013

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 *
BLETHEN ROGER W

(Last) (First) (Middle)

ONE TECH DRIVE, STE 325

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEMSIC Inc [MEMS]

3. Date of Earliest Transaction (Month/Day/Year)
09/17/2013

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 09/17/2013 | | S | 15,000 | D 4.225 0 | D | |
| | | | | | (A) or (D) Price \$ (1) | | |
| Common Stock | 09/17/2013 | | S | 15,000 | D 4.225 0 | D | |
| | | | | | (A) or (D) Price \$ (2) | | |

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

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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 |
| Stock Option (right to buy) | \$ 0.3 | 09/17/2013 | | S | 75,000 | 04/28/2009 | 04/28/2015 | Common Stock | 75,000 (3) |
| Stock Option (right to buy) | \$ 1.75 | 09/17/2013 | | S | 12,000 | 03/12/2013 | 03/12/2019 | Common Stock | 12,000 (3) |
| Stock Option (right to buy) | \$ 3.35 | 09/17/2013 | | S | 12,000 | 05/12/2014 | 05/12/2020 | Common Stock | 12,000 (3) |
| Stock Option (right to buy) | \$ 6.4 | 09/17/2013 | | J | 12,000 | 03/12/2012 | 03/12/2018 | Common Stock | 12,000 (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BLETHEN ROGER W ONE TECH DRIVE STE 325 ANDOVER, MA 01810 | | X | | |

Signatures

/s/ Roger W. Blethen
09/20/2013

**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) Pursuant to the terms of the Agreement and Plan of Merger, dated April 22, 2013, by and among MZ Investment Holdings Limited ("Parent"), MZ Investment Holdings Merger Sub Limited and MEMSIC, Inc. (the "Merger Agreement"; capitalized terms used but not defined herein have the meanings assigned to them in the Merger Agreement), at the Effective Time, each share of common stock of the Company held by the Reporting Person was cancelled and converted automatically into the right to receive \$4.225 in cash.

(2) Pursuant to the terms of the Merger Agreement, at the Effective Time, the RSUs held by the Reporting Person were converted into the right to receive an amount in cash equal to \$4.225 per RSU.

(3) Pursuant to the terms of the Merger Agreement, at the Effective Time, the Company Options held by the reporting person were converted into the right to receive an amount in cash equal to the product of (i) the excess, if any, of \$4.225 per Common Share over the exercise price per Common Share of such Company Option multiplied by (ii) the total number of Common Shares subject to such Company Options (without regard to vesting).

(4) Pursuant to the terms of the Merger Agreement, at the Effective Time, out of money stock options were canceled.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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