

INPHI Corp  
 Form 3  
 November 10, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|  |   |   |  |   |   |
|--|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Tallwood I LP</p> <p>(Last) (First) (Middle)</p> <p>C/O TALLWOOD VENTURE CAPITAL,Â 400 HAMILTON AVENUE, SUITE 230</p> <p>(Street)</p> <p>PALO ALTO,Â CAÂ 94301</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/10/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>INPHI Corp [IPHI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X_ 10% Owner<br/>                 ___ Officer ___ Other<br/>                 (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>_X_ Form filed by One Reporting Person<br/>                 ___ Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 362,142  | D   | Â  |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

## Edgar Filing: INPHI Corp - Form 3

|                          | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Series A Preferred Stock | Â (1)            | Â (1)           | Common Stock | 242,714                    | \$ (1)   | D                                     | Â |
| Series B Preferred Stock | Â (1)            | Â (1)           | Common Stock | 581,508                    | \$ (1)   | D                                     | Â |
| Series C Preferred Stock | Â (1)            | Â (1)           | Common Stock | 1,711,834                  | \$ (1)   | D                                     | Â |
| Series D Preferred Stock | Â (1)            | Â (1)           | Common Stock | 381,164                    | \$ (1)   | D                                     | Â |
| Series E Preferred Stock | Â (1)            | Â (1)           | Common Stock | 178,729                    | \$ (1)   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Tallwood I LP<br>C/O TALLWOOD VENTURE CAPITAL<br>400 HAMILTON AVENUE, SUITE 230<br>PALO ALTO, CA 94301 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Diosdado Banatao                      11/10/2010

\_\_\_\_\_  
\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) The convertible preferred stock is convertible at anytime, at the holder's option, on a one-for-one basis and has no expiration date.

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.