**INPHI** Corp Form 4 October 07, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 3235-0287

Number:

Expires:

January 31, 2005

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burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 obligations may continue.

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 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \* BANATAO DIOSDADO P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

1(b).

(First)

(Middle)

3. Date of Earliest Transaction

INPHI Corp [IPHI]

10/03/2013

(Month/Day/Year)

(Check all applicable)

\_X\_\_ Director 10% Owner Other (specify Officer (give title

C/O TALLWOOD VENTURE CAPITAL, 3000 SAND HILL ROAD, BLDG 3, SUITE 240

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MENLO PARK, CA 94025

(City)	(State)	(Zip) 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. Transacti Code (Instr. 8)	onor Dispo (Instr. 3,	sed of		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)		
Common Stock	10/03/2013		S(1)	703	D	\$ 13.7146 (2)	258,141	I	By Tallwood I, L.P. (3)		
Common Stock							7,575	D			
Common Stock							300,000	I	Tallwood Partners, LLC (3)		
Common Stock							25,909	I	By Tallwood Management		

Co., LLC (3)

Common 70,599 Ι Stock (3)

By Banatao **Living Trust** DTD 7/21/99

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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)	4. Transac Code (Instr. 8	of B) Deri Secu Acqu (A)	vative urities uired or bosed D) tr. 3,	6. Date Exerc Expiration Da (Month/Day/	ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
			Code	V (A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BANATAO DIOSDADO P C/O TALLWOOD VENTURE CAPITAL 3000 SAND HILL ROAD, BLDG 3, SUITE 240 MENLO PARK, CA 94025

X

**Signatures** 

/s/ Diosdado P. 10/07/2013 Banatao

\*\*Signature of Reporting Date

Person

2 Reporting Owners

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## **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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.
- Represents the sales price for a number of sale transactions effected at prices ranging from \$13.70 to \$13.75. The Reporting Person has (2) provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.
  - The Reporting Person is the managing member of Tallwood Management Co. LLC, which is the general partner of Tallwood I, L.P. The Banatao Living Trust DTD 7/21/99 directly or indirectly holds 100% of the membership interests in Tallwood Management Co. LLC and
- Tallwood Partners, LLC. The Reporting Person, as a trustee of the Banatao Living Trust, hold shared voting and dispositive power over the securities held by these funds. The Reporting Person, as trustee of the Banatao Living Trust DTD 7/21/99, holds shared voting and dispositive power of the securities held by these trusts. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of any pecuniary interest therein.

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.