

MEMSIC Inc
Form SC 13D/A
August 06, 2013

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

Schedule 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

**Information to be Included in Statements Filed Pursuant To Rule 13d-1(a)
and Amendments Thereto Filed Pursuant To Rule 13d-2(a)**

MEMSIC, Inc.
(Name of Issuer)

Common Stock, par value \$0.00001 per share
(Title of Class of Securities)

586264103
(CUSIP Number)

Dr. Yang Zhao, Ph.D.

Patricia Niu

c/o MEMSIC, Inc.

One Tech Drive, Suite 325

Andover, MA 01810

(978) 738-0900

With a copy to:

Robert L. Birnbaum

Foley Hoag LLP

Seaport West

155 Seaport Boulevard

Boston, MA 02210

(617) 832-7000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 5, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP No. 586264103

1. NAME OF REPORTING PERSON
Dr. Yang Zhao, Ph.D.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
PF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America
7. SOLE VOTING POWER
NUMBER 981,904⁽¹⁾
8. SHARED VOTING POWER
OF SHARES 0
9. SOLE DISPOSITIVE POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 981,904⁽¹⁾
10. SHARED DISPOSITIVE POWER
0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
981,904⁽¹⁾
- 12.

CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES (See
Instructions)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)
4.0% ⁽²⁾
14. TYPE OF REPORTING
PERSON (See Instructions)
IN

⁽¹⁾ Includes 18,596 shares of common stock held by Dr. Zhao as Trustee of the Yang Zhao Children's Grantor Retained Annuity Trust and 104,218 shares of restricted stock granted on April 4, 2011, of which 69,218 shares are vested and 17,500 shares shall vest on each of the third and fourth anniversaries of the date of the grant.

⁽²⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 496,250 shares of common stock subject to incentive stock options and non-qualified stock options held by Dr. Zhao.

CUSIP No. 586264103

1. NAME OF REPORTING PERSON
Patricia Niu
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 - (a)
 - (b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
PF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
6. CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China
7. SOLE VOTING POWER
NUMBER 230,656
8. SHARED VOTING POWER
OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0
9. SOLE DISPOSITIVE POWER
230,656
10. SHARED DISPOSITIVE POWER
0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
230,656
- 12.

CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES (See
Instructions)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)
0.9% ⁽¹⁾
14. TYPE OF REPORTING
PERSON (See Instructions)
IN

⁽¹⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 143,750 shares of common stock subject to incentive stock options and non-qualified stock options held by Ms. Niu.

CUSIP No. 586264103

1. NAME OF REPORTING PERSON
Dr. Paul Zavracky, Ph.D.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 - (a)
 - (b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
PF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America
7. SOLE VOTING POWER
NUMBER 208,524
8. SHARED VOTING POWER
OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0
9. SOLE DISPOSITIVE POWER
208,524
10. SHARED DISPOSITIVE POWER
0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
208,524
- 12.

CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES (See
Instructions)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)
0.9% ⁽¹⁾
14. TYPE OF REPORTING
PERSON (See Instructions)
IN

⁽¹⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 161,000 shares of common stock subject to incentive stock options and non-qualified stock options held by Dr. Zavracky.

CUSIP No. 586264103

1. NAME OF REPORTING PERSON
Yongyao Cai
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 - (a)
 - (b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
PF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
6. CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China
7. SOLE VOTING POWER
NUMBER 91,228
8. SHARED VOTING POWER
OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0
9. SOLE DISPOSITIVE POWER
91,228
10. SHARED DISPOSITIVE POWER
0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
91,228
- 12.

CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES (See
Instructions)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)
0.4% ⁽¹⁾
14. TYPE OF REPORTING
PERSON (See Instructions)
IN

⁽¹⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 54,000 shares of common stock subject to non-qualified stock options held by Mr. Cai.

CUSIP No. 586264103

1. NAME OF REPORTING PERSON
Wei Zhang
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
PF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
6. CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China
7. SOLE VOTING POWER
NUMBER 90,500
8. SHARED VOTING POWER
OF SHARES 0
9. SOLE DISPOSITIVE POWER
OWNED BY EACH REPORTING PERSON WITH 90,500
10. SHARED DISPOSITIVE POWER
0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
90,500
- 12.

CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES (See
Instructions)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)
0.4% ⁽¹⁾
14. TYPE OF REPORTING
PERSON (See Instructions)
IN

⁽¹⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 53,625 shares of common stock subject to non-qualified stock options held by Mr. Zhang.

CUSIP No. 586264103

1. NAME OF REPORTING PERSON
Haidong Liu
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 - (a)
 - (b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
PF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
6. CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China
7. SOLE VOTING POWER
86,500
8. SHARED VOTING POWER
0
9. SOLE DISPOSITIVE POWER
86,500
10. SHARED DISPOSITIVE POWER
0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
86,500
- 12.

CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES (See
Instructions)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)
0.4% ⁽¹⁾
14. TYPE OF REPORTING
PERSON (See Instructions)
IN

⁽¹⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 46,875 shares of common stock subject to non-qualified stock options held by Mr. Liu.

CUSIP No. 586264103

NAME OF

1. REPORTING
PERSON

Alexander

Dribinsky

CHECK THE
APPROPRIATE

2. BOX IF A
MEMBER OF A
GROUP*

(a)

(b)

3. SEC USE ONLY