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

SChedule 13D

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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.
<i>Note</i> . 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)

1.	NAMI PERSO		REPO	RTING
		-	Di	. D
	Dr. Ya			
2				PROPRIATE
2.			1EME	BER OF A
	GROU			
		(a)		
		(b)		
3.	SEC U	JSE O	NLY	
4.	SOUR	CE O	F FUI	NDS
	PF			
	CHEC	K BO	X IF	DISCLOSURE
5.	OF LE	EGAL	PROC	CEEDINGS IS
J.	REQU	IRED	PUR	SUANT TO
	ITEM	2(d) C	OR 2(6	e):
(CITIZ	ENSH	IP OF	R PLACE OF
6.	ORGANIZATION			
	United	l State	s of	
	Ameri			
				SOLE
		7.		VOTING
				POWER
NUMBER				981,904(1)
				SHARED
OF SHARES		8.		VOTING
or smalls		0.		POWER
BENEFICIAL	LY			0
DEI (EI Tell IE				SOLE
OWNED BY I	FACH	9.		DISPOSITIVE
OWNEDDII	лисп	٦.		POWER
REPORTING				981,904 ⁽¹⁾
KLI OKTINO				SHARED
PERSON WIT	ш	10.		DISPOSITIVE
rekson wii	11	10.		POWER
	ACCT	DEC AT	TE A	0 MOUNT
11				
11.	11. BENEFICIALLY OWNED BY			
	EACH REPORTING PERSON			
	981.90	/4 (1)		

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

PERCENT OF CLASS

- 13. 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.

1.			REPORTING	
	PERSON			
	Patrici			
			E APPROPRI	
2.			IEMBER OF	A
	GROU	J P *		
		(a)		
		(b)		
3.	SEC U	JSE O	NLY	
4.	SOUR	CE OI	F FUNDS	
	PF			
	CHEC	CK BO	X IF DISCLO	SURE
=	OF LE	EGAL :	PROCEEDIN	GS IS
5.	REQU	JIRED	PURSUANT	TO
	ITEM	2(d) C	OR 2(e):	
(CITIZ	ENSH	IP OR PLAC	E OF
6.	ORGANIZATION			
	People	e's Rep	nublic	
	of Chi		done	
			SOLE	
		7.	VOTIN	G
			POWER	
NUMBER			230,656)
			SHARE	
OF SHARES		8.	VOTIN	
			POWER	
BENEFICIAL	LY		0	
			SOLE	
OWNED BY I	EACH	9.	DISPOS	SITIVE
0 111 22 2 1 1			POWER	
REPORTING			230,656	
			SHARE	
PERSON WIT	H	10.	DISPOS	
TERROTT WIT		10.	POWER	
			0	•
	AGGF	REGAT	ΓΕ AMOUNT	•
11.			LLY OWNE	
11.			ORTING PER	
	230.65		ZICIII (O I EK	.5011

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

PERCENT OF CLASS

13. 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.

1.	NAMI PERS		REPOR	RTING
				Dh D
			racky,	ROPRIATE
2				
2.			TEMB	ER OF A
	GROU			
		(a)		
2	CECI	(b)	NTT X7	
3.	SEC U	JSE O	NLY	
4.	SOUR	CE O	F FUN	DS
	PF			
	CHEC	CK BO	X IF D	ISCLOSURE
5.	OF LE	EGAL	PROC	EEDINGS IS
<i>J</i> .	REQU	JIRED	PURS	UANT TO
	ITEM	2(d) C	OR 2(e)):
6	CITIZ	ENSH	IP OR	PLACE OF
6. ORGANIZATION				
	United	l State	s of	
	Ameri	ca		
			9	SOLE
		7.	•	VOTING
			I	POWER
NUMBER			2	208,524
				SHARED
OF SHARES		8.		VOTING
				POWER
BENEFICIAL	LY		()
			5	SOLE
OWNED BY I	EACH	9.		DISPOSITIVE
				POWER
REPORTING				208,524
				SHARED
PERSON WIT	Ή	10.		DISPOSITIVE
				POWER
			(
	AGGF	REGA'		IOUNT
11.				OWNED BY
EACH REPORTING				
	208,52		,	

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

PERCENT OF CLASS

- 13. 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.

1.	NAMI PERS		REPO	RTING
		/ao Ca	;	
				PROPRIATE
2.				BER OF A
۷.	GROU		ILWII	DER OF A
	UKUC	(a)		
		(a) (b)		
3.	SEC U	JSE O	NLY	
4.	SOUR	CE O	F FUI	NDS
	PF	IZ DO	V IE	DICCI OCUDE
				DISCLOSURE CEEDINGS IS
5.				SUANT TO
	ITEM			
				R PLACE OF
6.	ORGA			
	ORGA	11 (IZA	11101	•
	People	's Rer	nuhlic	
	of Chi		Juone	,
	or cin	114		SOLE
		7.		VOTING
				POWER
NUMBER				91,228
				SHARED
OF SHARES		8.		VOTING
				POWER
BENEFICIAL	LY			0
				SOLE
OWNED BY I	EACH	9.		DISPOSITIVE
				POWER
REPORTING				91,228
				SHARED
PERSON WIT	Ή	10.		DISPOSITIVE
				POWER
				0
	AGGI	REGA	TE A	MOUNT
11. BENEFICIALLY OWNED BY			OWNED BY	
	EACH REPORTING PERSON			
	91,228	3		

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

PERCENT OF CLASS

13. 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.

1.			REPO	RTING
	SON			
	Wei Z			
_				PROPRIATE
2.			1EMB	ER OF A
	GROU			
		(a)		
		(b)		
3.	SEC U	JSE O	NLY	
4.	SOUR	CE OI	F FUN	NDS
	PF			
	CHEC	CK BO	X IF I	DISCLOSURE
E	OF LE	EGAL	PROC	CEEDINGS IS
5.	REQU	JIRED	PUR!	SUANT TO
	ITEM	2(d) C)R 2(e	e):
				R PLACE OF
6.	ORGANIZATION			
	People	e's Rep	nublic	
	of Chi	_	,	
	or cin			SOLE
		7.		VOTING
		, ·		POWER
NUMBER				90,500
IVENIBLIC				SHARED
OF SHARES		8.		VOTING
or ornates		0.		POWER
BENEFICIAL	LY			0
DEI VEI ICH KE	LI			SOLE
OWNED BY I	FACH	9.		DISPOSITIVE
OWNEDDII	2/1011	<i>)</i> .		POWER
REPORTING				90,500
KLI OKTINO				SHARED
PERSON WIT	ъ	10.		DISPOSITIVE
rekson wii	п	10.		POWER
				- ''
	ACCI	DEC AT		0 MOUNT
11				
11. BENEFICIALLY OWNED BY EACH REPORTING PERSON				
			JKIII	NG PEKSON
	90,500	J		

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

PERCENT OF CLASS

13. 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.

1.		OF REPO	ORTING
	PERSO		
	Haidor		
_			PROPRIATE
2.			BER OF A
	GROU	P*	
		(a)	
		(b)	
3.	SEC U	SE ONLY	
4.	SOUR	CE OF FU	NDS
	PF		
	CHEC	K BOX IF	DISCLOSURE
E	OF LE	GAL PRO	CEEDINGS IS
5.	REQU	IRED PUR	RSUANT TO
	ITEM	2(d) OR 2((e):
(CITIZI	ENSHIP O	R PLACE OF
6.	ORGA	NIZATIO	N
	Paonla	's Republic	2
	of Chir		<u> </u>
			SOLE
		7.	VOTING
			POWER
NUMBER			86,500
			SHARED
OF SHARES		8.	VOTING
			POWER
BENEFICIAL	LY		0
			SOLE
OWNED BY I	EACH	9.	DISPOSITIVE
			POWER
REPORTING			86,500
TEL OTTING			SHARED
PERSON WIT	Н	10.	DISPOSITIVE
12RSOIT WII		10.	POWER
			0
	AGGR	EGATE A	-
11.			OWNED BY
			ING PERSON
	86,500		a.o.i Lilooit

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

PERCENT OF CLASS

13. 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.

NAME OF

1. REPORTING

PERSON

Alexander

Dribinsky

CHECK THE

APPROPRIATE

2. BOX IF A

MEMBER OF A

GROUP*

(a)

(b)

3. SEC USE ONLY