

MEMSIC Inc
Form 3
December 18, 2007

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

| | | | | | | |
|---|---------|----------|--------------------------------------|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â INVESTAR CAPITAL INC | | | (Month/Day/Year) | | MEMSIC Inc [MEMS] | |
| (Last) | (First) | (Middle) | 12/13/2007 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 24F, NO. 76, SEC. 2, DUNHUA S. RD. | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| TAIPEI, Â F5 Â 105 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | | ___ Form filed by One Reporting Person | |
| | | | | | _X_ Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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 (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|--------------------------------------|-------|-------|--------------|-----------|--------|-------|---|
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 1,363,500 | \$ (1) | I (2) | By InveStar Semiconductor Development Fund, Inc. |
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 909,000 | \$ (1) | I (2) | By InveStar Semiconductor Development Fund, Inc. (II) LDC |
| Series B Convertible Preferred Stock | Â (3) | Â (3) | Common Stock | 235,514 | \$ (3) | I (2) | By InveStar Semiconductor Development Fund, Inc. (II) LDC |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| INVESTAR CAPITAL INC 24F, NO. 76, SEC. 2, DUNHUA S. RD. TAIPEI,Â F5Â 105 | Â | Â X | Â | Â |
| InveStar Semiconductor Development Fund Inc (II) LDC 24F, NO. 76, SEC. 2, DUNHUA S. RD. TAIPEI,Â F5Â 105 | Â | Â X | Â | Â |
| InveStar Semiconductor Development Fund Inc 24F, NO. 76, SEC. 2, DUNHUA S. RD. TAIPEI,Â F5Â 105 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| By: /s/ Michael Tung - Title: Partner/CFO of InveStar Capital, Inc. | 12/15/2007 |
| **Signature of Reporting Person | Date |
| By: /s/ Michael Tung - Title: Partner/CFO of InveStar Semiconductor Development Fund, Inc. (II) LDC | 12/15/2007 |
| **Signature of Reporting Person | Date |
| By: /s/ Michael Tung - Title: Partner/CFO of InveStar Semiconductor Development Fund, Inc. | 12/15/2007 |
| **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).
- The Series A Convertible Preferred Stock is automatically converted into MEMSIC, Inc. common stock upon the closing of the Issuer's
- (1) initial public offering at a conversion rate of one share of Series A Preferred Stock convertible to 0.5 share of common stock which takes into account the Issuer's one-for-two reverse stock split effected on November 9, 2007.
 - (2) InveStar Capital, Inc. acts as investment manager of InveStar Semiconductor Development Fund, Inc. (II) LDC and InveStar Semiconductor Development Fund, Inc., together the "InveStar Funds", and exercises investment control over the shares held by such

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entities. In addition, Michael Tung is the chief financial officer and managing partner of InveStar Capital, Inc. Both InveStar Capital, Inc. and Mr. Tung disclaim beneficial ownership of such shares except to the extent of any pecuniary interest therein.

- The Series B Convertible Preferred Stock is automatically converted into MEMSIC, Inc. common stock upon the closing of the Issuer's
- (3) initial public offering at a conversion rate of one share of Series B Preferred Stock convertible to 0.5 share of common stock which takes into account the Issuer's one-for-two reverse stock split effected on November 9, 2007.

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.