

MEMSIC Inc
Form 4
December 21, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
INVESTAR CAPITAL INC

2. Issuer Name and Ticker or Trading Symbol
MEMSIC Inc [MEMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
24F, NO. 76, SEC. 2, DUNHUA S. RD.

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2007

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

TAIPEI, F5 106

(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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/19/2007		C		1,363,500	A	(2) 2,508,014	I	by Investar Semiconductor Development Fund, Inc. (3)
Common Stock	12/19/2007		C		1,144,514	A	(1) (2) 2,508,014	I	by Investar Semiconductor Development Fund (II) LDC (3)

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

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(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					V	(A) (D)		Date Exercisable	Expiration Date	Title
Series A Convertible Preferred Stock	(1)	12/19/2007		C		2,727,000	(1)	(1)	Common Stock	1,363,
Series A Convertible Preferred Stock	(1)	12/19/2007		C		1,818,000	(1)	(1)	Common Stock	909,0
Series B Convertible Preferred Stock	(2)	12/19/2007		C		471,028	(2)	(2)	Common Stock	235,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INVESTAR CAPITAL INC 24F, NO. 76, SEC. 2, DUNHUA S. RD. TAIPEI, F5 106			X	
InveStar Semiconductor Development Fund Inc (II) LDC 24F, NO. 76, SEC. 2, DUNHUA S. RD. TAIPEI, F5 106			X	
InveStar Semiconductor Development Fund Inc 24F, NO. 76, SEC. 2, DUNHUA S. RD. TAIPEI, F5 106			X	

Signatures

/s/ Michael Tung, Partner/CFO of InveStar
Capital, Inc.

12/21/2007

__Signature of Reporting Person

Date

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) Series A Convertible Preferred Stock of MEMSIC, Inc. was converted into Common Stock upon completion of the issuer's initial public offering which closed on December 19, 2007. The Series A Convertible Preferred Stock converted into Common Stock at the conversion rate of 1 for 2.

(2) Series B Convertible Preferred Stock of MEMSIC, Inc. was converted into Common Stock upon completion of the issuer's initial public offering which closed on December 19, 2007. The Series B Convertible Preferred Stock converted into Common Stock at the conversion rate of 1 for 2.

(3) 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 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.

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.