

MEMSIC Inc
Form SC 13G/A
February 06, 2009

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...10.4

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

MEMSIC, Inc.
(Name of Issuer)
Common Stock, par value \$0.00001 per share
(Title of Class of Securities)
586264103
(CUSIP Number)
February 4, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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

Page 2 of 15

1 NAMES OF REPORTING PERSONS
IDG-Accel China Growth Fund II L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF 2,365,182

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 2,365,182

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,365,182

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.9%¹

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

¹ Based upon 23,790,225 shares of common stock outstanding as of November 10, 2008, as reported by the Issuer in a Form 10-Q filed on November 14, 2008.

CUSIP No. 586264103

Page 3 of 15

1 NAMES OF REPORTING PERSONS
IDG-Accel China Growth Fund II Associates L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

	5	SOLE VOTING POWER
NUMBER OF		2,365,182 ²
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		2,365,182 ²
PERSON		
WITH:	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,365,182

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.9%³

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

² The record owner of these shares is IDG-Accel China Growth Fund II L.P. By virtue of being the general partner of IDG-Accel China Growth Fund II L.P., the Reporting Person may be deemed to have sole voting and dispositive power with respect to these shares.

³ Based upon 23,790,225 shares of common stock outstanding as of November 10, 2008, as reported by the Issuer in a Form 10-Q filed on November 14, 2008.

CUSIP No. 586264103

Page 4 of 15

1 NAMES OF REPORTING PERSONS
IDG-Accel China Investors II L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

	5	SOLE VOTING POWER
NUMBER OF		193,433
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		193,433
PERSON		
WITH:	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
193,433

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.8%⁴

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

⁴ Based upon 23,790,225 shares of common stock outstanding as of November 10, 2008, as reported by the Issuer in a Form 10-Q filed on November 14, 2008.

CUSIP No. 586264103

Page 5 of 15

1 NAMES OF REPORTING PERSONS
IDG-Accel China Growth Fund GP II Associates Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

	5	SOLE VOTING POWER
NUMBER OF		2,558,615 ⁵
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		2,558,615 ⁵
PERSON		
WITH:	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,558,615

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.8%⁶

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

⁵ Including 2,365,182 shares of which the record owner is IDG-Accel China Growth Fund II L.P. and 193,433 shares of which the record owner is IDG-Accel China Investors II L.P. By virtue of being the ultimate general partner of both of these record holders, the Reporting Person may be deemed to have sole voting and dispositive power with respect to these shares.

⁶ Based upon 23,790,225 shares of common stock outstanding as of November 10, 2008, as reported by the Issuer in a Form 10-Q filed on November 14, 2008.

CUSIP No. 586264103

Page 6 of 15

1 NAMES OF REPORTING PERSONS
IDG Technology Venture Investments, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 150,000

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 150,000

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.6%⁷

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

⁷ Based upon 23,790,225 shares of common stock outstanding as of November 10, 2008, as reported by the Issuer in a Form 10-Q filed on November 14, 2008.

CUSIP No. 586264103

Page 7 of 15

1 NAMES OF REPORTING PERSONS
IDG Technology Venture Investments, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	5	SOLE VOTING POWER
NUMBER OF		221,393 ⁸
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		221,393 ⁸
PERSON		
WITH:	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
221,393

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.9%⁹

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

⁸ Including 71,393 shares of which the Reporting Person is the record owner and 150,000 shares of which the record owner is IDG Technology Venture Investments, LP. By virtue of being the general partner of IDG Technology Venture Investments, LP, the Reporting Person may be deemed to have sole voting and dispositive power with respect to the shares of which the record owner is IDG Technology Venture Investments, LP.

⁹ Based upon 23,790,225 shares of common stock outstanding as of November 10, 2008, as reported by the Issuer in a Form 10-Q filed on November 14, 2008.

CUSIP No. 586264103

Page 8 of 15

1 NAMES OF REPORTING PERSONS
IDG Technology Venture Investment III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 18,328

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 18,328

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
18,328

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%¹⁰

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

¹⁰ Based upon 23,790,225 shares of common stock outstanding as of November 10, 2008, as reported by the Issuer in a Form 10-Q filed on November 14, 2008.

CUSIP No. 586264103

Page 9 of 15

1 NAMES OF REPORTING PERSONS
IDG Technology Venture Investment III, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	5	SOLE VOTING POWER
NUMBER OF		18,328 ¹¹
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		

EACH	7	SOLE DISPOSITIVE POWER
REPORTING		
PERSON		18,328 ¹¹

WITH:	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
18,328

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%¹²

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

¹¹ The record owner of these shares is IDG Technology Venture Investment III, L.P. By virtue of being the general partner of IDG Technology Venture Investment III, L.P., the Reporting Person may be deemed to have sole voting and dispositive power with respect to these shares.

¹² Based upon 23,790,225 shares of common stock outstanding as of November 10, 2008, as reported by the Issuer in a Form 10-Q filed on November 14, 2008.

CUSIP No. 586264103

Page 10 of 15

1 NAMES OF REPORTING PERSONS
Patrick J. McGovern

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER
2,798,336¹³

7 EACH REPORTING PERSON
SOLE DISPOSITIVE POWER
0

8 WITH:
SHARED DISPOSITIVE POWER
2,798,336¹³

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,798,336

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.8%¹⁴

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

¹³ Including 2,365,182 shares of which the record owner is IDG-Accel China Growth Fund II L.P., 193,433 shares of which the record owner is IDG-Accel China Investors II L.P., 150,000 shares of which the record owner is IDG Technology Venture Investments, LP., 71,393 shares of which the record owner is IDG Technology Venture Investments, LLC, and 18,328 shares of which the record owner is IDG Technology Venture Investment III, L.P. The Reporting Person and Quan Zhou are directors and executive officers of IDG-Accel China Growth Fund GP II Associates Ltd., which is the ultimate general partner of both IDG-Accel China Growth Fund II L.P. and IDG-Accel China Investors II L.P. The Reporting Person and Quan Zhou are the managing members of IDG Technology Venture Investment III, LLC, which is the general partner of IDG Technology Venture Investment III, L.P. The Reporting Person and Quan Zhou are the managing members of IDG Technology Venture Investments, LLC, which is the general partner of IDG Technology Venture Investments, LP. By virtue of acting together to direct the management and operations of the ultimate general partners of each of the above record owners, the Reporting Person and Quan Zhou may be deemed to have shared voting and dispositive power with respect to these shares.

¹⁴ Based upon 23,790,225 shares of common stock outstanding as of November 10, 2008, as reported by the Issuer in a Form 10-Q filed on November 14, 2008.

CUSIP No. 586264103

Page 11 of 15

1 NAMES OF REPORTING PERSONS
Quan Zhou

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER
2,798,336¹⁵

7 EACH REPORTING PERSON
SOLE DISPOSITIVE POWER
0

8 WITH:
SHARED DISPOSITIVE POWER
2,798,336¹⁵

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,798,336

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.8%¹⁶

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

¹⁵ Including 2,365,182 shares of which the record owner is IDG-Accel China Growth Fund II L.P., 193,433 shares of which the record owner is IDG-Accel China Investors II L.P., 150,000 shares of which the record owner is IDG Technology Venture Investments, LP., 71,393 shares of which the record owner is IDG Technology Venture Investments, LLC, and 18,328 shares of which the record owner is IDG Technology Venture Investment III, L.P. The Reporting Person and Patrick J. McGovern are directors and executive officers of IDG-Accel China Growth Fund GP II Associates Ltd., which is the ultimate general partner of both IDG-Accel China Growth Fund II L.P. and IDG-Accel China Investors II L.P. The Reporting Person and Patrick J. McGovern are the managing members of IDG Technology Venture Investment III, LLC, which is the general partner of IDG Technology Venture Investment III, L.P. The Reporting Person and Patrick J. McGovern are the managing members of IDG Technology Venture Investments, LLC, which is the general partner of IDG Technology Venture Investments, LP. By virtue of acting together to direct the management and operations of the ultimate general partners of each of the above record owners, the Reporting Person and Patrick J. McGovern may be deemed to have shared voting and dispositive power with respect to these shares.

¹⁶ Based upon 23,790,225 shares of common stock outstanding as of November 10, 2008, as reported by the Issuer in a Form 10-Q filed on November 14, 2008.

CUSIP No. 586264103

Page 12 of 15

Item 1(a) Name of Issuer:

MEMSIC, Inc. (Issuer)

Item 1(b) Address of Issuer's Principal Executive Offices:

One Tech Drive, Suite 325,
Andover, MA 01810

Item 2(a) Name of Person Filing:

1. IDG-Accel China Growth Fund II L.P.
2. IDG-Accel China Growth Fund II Associates L.P.
3. IDG-Accel China Investors II L.P.
4. IDG-Accel China Growth Fund GP II Associates Ltd.
5. IDG Technology Venture Investments, LP
6. IDG Technology Venture Investments, LLC
7. IDG Technology Venture Investment III, L.P.
8. IDG Technology Venture Investment III, LLC
9. Patrick J. McGovern
10. Quan Zhou

The above persons have agreed to jointly file this statement pursuant to Rule 13d-1(k). A copy of such agreement is attached as an exhibit to this statement.

IDG-Accel China Growth Fund II L.P. is a limited partnership organized under the laws of the Cayman Islands. The general partner of IDG-Accel China Growth Fund II L.P. is IDG-Accel China Growth Fund II Associates L.P., a limited partnership organized under the laws of the Cayman Islands. The general partner of IDG-Accel China Growth Fund II Associates L.P. is IDG-Accel China Growth Fund GP II Associates Ltd., a limited liability company incorporated under laws of the Cayman Islands. IDG-Accel China Investors II L.P. is a limited partnership organized under the laws of the Cayman Islands. The general partner of IDG-Accel China Investors II L.P. is IDG-Accel China Growth Fund GP II Associates Ltd. The directors and executive officers of IDG-Accel China Growth Fund GP II Associates Ltd. are Patrick J. McGovern and Quan Zhou.

IDG Technology Venture Investments, LP is a Delaware limited partnership the general partner of which is IDG Technology Venture Investments, LLC. IDG Technology Venture Investment III, L.P. is a Delaware limited partnership the general partner of which is IDG Technology Venture Investment III, LLC. Patrick J. McGovern and Quan Zhou are the sole managing members of IDG Technology Venture Investments, LLC and IDG Technology Venture Investment III, LLC.

Item 2(b) Address of Principal Business Office or, If None, Residence: Citizenship

For all reporting persons:

c/o IDG VC Management Ltd.

Unit 1509, The Center
99 Queen s Road
Central, Hong Kong

Item 2(c) Citizenship

CUSIP No. 586264103

Page 13 of 15

Each of Patrick J. McGovern and Quan Zhou is a citizen of United States of America. Each of IDG-Accel China Growth Fund II L.P., IDG-Accel China Growth Fund II Associates L.P., IDG-Accel China Investors II L.P. and IDG-Accel China Growth Fund GP II Associates Ltd. is organized under the laws of the Cayman Islands. Each of IDG Technology Venture Investments, LP, IDG Technology Venture Investments, LLC, IDG Technology Venture Investment III, L.P. and IDG Technology Venture Investment III, LLC is organized under the laws of Delaware.

Item 2(d) Title of Class of Securities:

Common stock, par value \$0.00001

Item 2(e) CUSIP Number:

586264103

Item 3. Statement Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c):

Not applicable.

Item 4. Ownership

The information for each reporting person contained in Items 5-11 of the cover pages is incorporated herein by reference.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2009

IDG-ACCEL CHINA GROWTH FUND II L.P.

By: IDG-Accel China Growth Fund II Associates
L.P.,
its General Partner
By: IDG-Accel China Growth Fund GP II
Associates Ltd.,
its General Partner

By: /s/ Quan Zhou

Name: Quan ZHOU
Title: Authorized Signatory

**IDG TECHNOLOGY VENTURE
INVESTMENTS, LLC**

By: /s/ Quan Zhou

Name: Quan ZHOU
Title: Authorized Signatory

**IDG-ACCEL CHINA GROWTH FUND II
ASSOCIATES L.P.**

By: IDG-Accel China Growth Fund GP II
Associates Ltd.,
its General Partner

By: /s/ Quan Zhou

Name: Quan ZHOU
Title: Authorized Signatory

**IDG TECHNOLOGY VENTURE
INVESTMENT III, L.P.**

By: IDG Technology Venture Investment III, LLC,
Its General Partner

By: /s/ Quan Zhou

Name: Quan ZHOU
Title: Authorized Signatory

IDG-ACCEL CHINA INVESTORS II L.P.

By: IDG-Accel China Growth Fund GP II
Associates Ltd.,
its General Partner

By: /s/ Quan Zhou

Name: Quan ZHOU
Title: Authorized Signatory

**IDG TECHNOLOGY VENTURE
INVESTMENT III, LLC**

By: /s/ Quan Zhou

Name: Quan ZHOU
Title: Authorized Signatory

**IDG-ACCEL CHINA GROWTH FUND GP II
ASSOCIATES LTD.**

By: /s/ Quan Zhou

Name: Quan ZHOU
Title: Authorized Signatory

PATRICK J. MCGOVERN

By: /s/ Patrick J. McGovern

**IDG TECHNOLOGY VENTURE
INVESTMENTS, LP**

QUAN ZHOU

By: IDG Technology Venture Investments, LLC,
its General Partner

By: /s/ Quan Zhou

By: /s/ Quan Zhou

Name: Quan ZHOU

Title: Authorized Signatory

LIST OF EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
A	Joint Filing Agreement (incorporated by reference to Exhibit A of the initial Schedule 13G filed with the Securities and Exchange Commission on February 2, 2009)