

DALAL YOGEN K  
Form 4  
April 08, 2011

**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 \*  
MAYFIELD XI QUALIFIED LP

(Last) (First) (Middle)  
2800 SAND HILL ROAD, SUITE 250  
(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INPHI Corp [IPHI]

3. Date of Earliest Transaction (Month/Day/Year)  
04/06/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)

See Explanation of Responses

6. Individual or Joint/Group Filing (Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/06/2011		S		\$ 303,100 (1) (2)	D	20.0117 2,411,312 (2)
Common Stock	04/06/2011		S		\$ 18,900 (1) (2)	D	20.0117 150,357 (2)
Common Stock	04/06/2011		S		\$ 6,300 (1) (2)	D	20.0117 50,118 (2)
	04/06/2011		S			D	172,633

By  
Mayfield  
XI  
  
By  
Mayfield  
Associates  
Fund VI

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Common Stock	21,700 <u>(1)</u>	\$ 20.0117 <u>(2)</u>	By Mayfield Principals Fund II
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYFIELD XI QUALIFIED LP 2800 SAND HILL ROAD, SUITE 250 MENLO PARK, CA 94025		X		See Explanation of Responses
Mayfield XI Management 2800 SAND HILL ROAD, SUITE 250 MENLO PARK, CA 94025		X		See Explanation of Responses
MAYFIELD XI LP / DE 2800 SAND HILL ROAD, SUITE 250 MENLO PARK, CA 94025				See Explanation of Responses
MAYFIELD ASSOCIATES FUND VI 2800 SAND HILL ROAD, SUITE 250 MENLO PARK, CA 94025				See Explanation of Responses
Mayfield Principals Fund II 2800 SAND HILL ROAD, SUITE 250				See Explanation of Responses

MENLO PARK, CA 94025

DALAL YOGEN K  
2800 SAND HILL ROAD, SUITE 250  
MENLO PARK, CA 94025

See Explanation of Responses

ROBERTS JANICE M  
2800 SAND HILL ROAD, SUITE 250  
MENLO PARK, CA 94025

See Explanation of Responses

VASAN ROBERT T  
2800 SAND HILL ROAD, SUITE 250  
MENLO PARK, CA 94025

See Explanation of Responses

## Signatures

/s/ James T. Beck, Authorized Signatory for Mayfield XI Management, L.L.C., the sole General Partner of Mayfield XI Qualified, a Delaware Limited Partnership 04/08/2011  
 \_\_Signature of Reporting Person Date

/s/ James T. Beck, Authorized Signatory for Mayfield XI Management, L.L.C. 04/08/2011  
 \_\_Signature of Reporting Person Date

/s/ James T. Beck, Authorized Signatory for Mayfield XI Management, L.L.C., the sole General Partner of Mayfield XI, a Delaware Limited Partnership 04/08/2011  
 \_\_Signature of Reporting Person Date

/s/ James T. Beck, Authorized Signatory for Mayfield XI Management, L.L.C., the sole General Partner of Mayfield Associates Fund VI, a Delaware Limited Partnership 04/08/2011  
 \_\_Signature of Reporting Person Date

/s/ James T. Beck, Authorized Signatory for Mayfield XI Management, L.L.C., the Managing Director of Mayfield Principals Fund II, a Delaware LLC Including Multiple Series 04/08/2011  
 \_\_Signature of Reporting Person Date

/s/ James T. Beck, Attorney-in-fact for Yogen K. Dalal 04/08/2011  
 \_\_Signature of Reporting Person Date

/s/ James T. Beck, Attorney-in-fact for Janice M. Roberts 04/08/2011  
 \_\_Signature of Reporting Person Date

/s/ James T. Beck, Attorney-in-fact for Robert T. Vasan 04/08/2011  
 \_\_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).

- The securities are shares of common stock ("Common Stock") of Inphi Corporation ("Inphi") disposed of in connection with a registered
- (1) secondary offering of Common Stock of Inphi reported in Inphi's prospectus (File No. 333-172635) (as amended) filed with the Securities and Exchange Commission on April 1, 2011 (the "Offering"). The Offering closed on April 6, 2011.
  - (2) The per share sale price reported in Column 4 is \$20.01175.

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- Mayfield XI Management, L.L.C. is the sole general partner of each of Mayfield XI Qualified, a Delaware Limited Partnership ("MF XI Q"), Mayfield XI, a Delaware Limited Partnership ("MF XI") and Mayfield Associates Fund VI, a Delaware Limited Partnership ("MF AVI"), and is the sole Managing Director of Mayfield Principals Fund II, a Delaware LLC Including Multiple Series ("MPF II"), and in such capacities may be deemed to have shared voting and dispositive power over the shares which are or may be deemed to be beneficially owned by MF XI Q, MF XI, MF AVI and MPF II, but disclaims such beneficial ownership, except to the extent of its pecuniary interest therein.
- (3)
- Each of Mr. Dalal, Ms. Roberts and Mr. Vasan is a Managing Director of Mayfield XI Management, L.L.C., and in such capacity may be deemed to have shared voting and dispositive power over the shares which are or may be deemed to be beneficially owned by Mayfield XI Management, L.L.C., MF XI Q, MF XI, MF AVI and MPF II, but disclaims such beneficial ownership, except to the extent of his or her pecuniary interest therein.
- (4)
- (5) The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of equity securities covered by this statement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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