

21 APRIL FUND, LTD.
Form 4
February 02, 2018

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 *
First Eagle Investment Management, LLC

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 48TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Identiv, Inc. [INVE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2018

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) ___ Other (specify below)

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	(A) or (D)	Price
Common Stock ⁽¹⁾	02/01/2018		J		105,500	D	<u>(2)</u>
					1,853,004	I	

See Footnote (3)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Non-Voting Convertible Preferred Stock ⁽¹⁾	\$ 4 ⁽⁴⁾					12/21/2023 ⁽⁴⁾	⁽⁴⁾	Common Stock	2,388,461 ⁽⁴⁾
Series B Non-Voting Convertible Preferred Stock	\$ 4 ⁽⁴⁾					12/21/2023	⁽⁴⁾	Common Stock	611,539 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
First Eagle Investment Management, LLC 1345 AVENUE OF THE AMERICAS 48TH FLOOR NEW YORK, NY 10105		X		
21 APRIL FUND, LTD. CITCO FUND SERVICES (CAYMAN ISLANDS) LTD REGATTA OFFICE PARK WEST BAY ROAD GRAND CAYMAN, E9 KY1-1205		X		
First Eagle Holdings, Inc. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		

Signatures

FIRST EAGLE HOLDINGS, INC., By: /s/ Michael M. Kellen, Director	02/02/2018
**Signature of Reporting Person	Date
FIRST EAGLE INVESTMENT MANAGEMENT, LLC, Investment Adviser of 21 April Ltd., By: /s/ Michael M. Kellen, Director	02/02/2018
**Signature of Reporting Person	Date

FIRST EAGLE INVESTMENT MANAGEMENT, LLC, By: /s/ Michael M. Kellen, Director

02/02/2018

__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).

This Form 4 is filed by 21 April Fund, Ltd. ("April Ltd."), First Eagle Investment Management, LLC ("FEIM") and First Eagle Holdings,

(1) Inc. ("FEHI" and, collectively with April Ltd. and FEIM, the "Entities"). The Entities disclaim status as a "group" for purposes of this Form 4.

(2) As of February 1, 2018, certain separately managed accounts terminated their relationship with, and are no longer advised by, FEIM. The positions held in such accounts are therefore no longer included herein.

The shares of Common Stock reported herein are indirectly beneficially owned by FEHI and FEIM, a Delaware limited liability company and an investment adviser registered under the Investment Advisers Act of 1940. FEIM is (i) the registered investment adviser to April

(3) Ltd., and (ii) a subsidiary of FEHI. FEHI disclaims Section 16 beneficial ownership of the shares except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that FEHI is the Section 16 beneficial owner of any such securities.

Each share of Series B Non-Voting Convertible Preferred Stock, \$0.001 par value per share ("Series B Preferred Stock"), of Identiv, Inc. (the "Company") is convertible into such number of shares of common stock, par value \$0.001 ("Common Stock"), of the Company as is equal to the accreted value of such share of Series B Preferred Stock divided by a conversion price equal to \$4.00 as of December 21,

(4) 2017, subject to adjustment pursuant to the terms of the certificate of designation setting forth the designations, preferences, limitations and relative rights of the Series B Preferred Stock. Each share of Series B Preferred Stock is convertible at the option of the holder thereof into the Common Stock: (i) following the sixth (6th) anniversary of the initial closing of the sale of the Series B Preferred Stock; or (ii) if earlier, during the thirty (30) day period following the last trading day of any period of three (3) or more consecutive trading days that the closing market price of th

These shares of Series B Preferred Stock are indirectly owned by FEIM, as registered investment adviser to accounts other than April Ltd., and FEHI. FEIM and FEHI disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that FEIM and FEHI are the beneficial owners of the securities for purposes of Section

(5) 16 or for any other purpose.

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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