

MEMSIC Inc
Form SC 13D/A
June 26, 2013

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

Schedule 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

**Information to be Included in Statements Filed Pursuant To Rule 13d-1(a)
and Amendments Thereto Filed Pursuant To Rule 13d-2(a)**

MEMSIC, Inc.

(Name of Issuer)

Common Stock, par value \$0.00001 per share

(Title of Class of Securities)

586264103

(CUSIP Number)

Dr. Yang Zhao, Ph.D.

Patricia Niu

c/o MEMSIC, Inc.

One Tech Drive, Suite 325

Andover, MA 01810

(978) 738-0900

With a copy to:

Robert L. Birnbaum

Foley Hoag LLP

Seaport West

155 Seaport Boulevard

Boston, MA 02210

(617) 832-7000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 24, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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 disclosures provided in a prior cover page.

The information required on 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

1. NAME OF REPORTING PERSON:
Dr. Yang Zhao, Ph.D.
2. CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP
3. (a)
(b)
SEC USE ONLY
4. SOURCE OF FUNDS
PF
5. CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(d) OR 2(e):
6. CITIZENSHIP OR PLACE OF
ORGANIZATION
United States of America
7. NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
8. SOLE VOTING POWER
981,904⁽¹⁾
9. SHARED VOTING POWER
0
10. SOLE DISPOSITIVE POWER
981,904⁽¹⁾
11. SHARED DISPOSITIVE POWER
0
12. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
981,904⁽¹⁾
13. CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (see instructions)

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

4.0% ⁽²⁾

TYPE OF REPORTING PERSON

14.

IN

⁽¹⁾ Includes 18,596 shares of common stock held by Dr. Zhao as Trustee of the Yang Zhao Children's Grantor Retained Annuity Trust and 104,218 shares of restricted stock granted on April 4, 2011, of which 69,218 shares are vested and 17,500 shares shall vest on each of the third and fourth anniversaries of the date of the grant.

⁽²⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 496,250 shares of common stock subject to incentive stock options and non-qualified stock options held by Dr. Zhao.

CUSIP No. 586264103

1.	NAME OF REPORTING PERSON:
	Patricia Niu
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3.	SEC USE ONLY
4.	SOURCE OF FUNDS
	PF
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
6.	CITIZENSHIP OR PLACE OF ORGANIZATION
	People's Republic of China
7.	SOLE VOTING POWER
NUMBER OF SHARES	230,656
8.	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING	0
9.	SOLE DISPOSITIVE POWER
PERSON WITH	230,656
10.	SHARED DISPOSITIVE POWER
11.	0
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12.	230,656
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)
13.	

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.9% ⁽¹⁾

TYPE OF REPORTING PERSON

14.

IN

⁽¹⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 184,685 shares of common stock subject to incentive stock options, non-qualified stock options and restricted stock units held by Ms. Niu.

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CUSIP No. 586264103

1. NAME OF REPORTING PERSON:
 Dr. Paul Zavracky, Ph.D.
 CHECK THE APPROPRIATE BOX
 IF A MEMBER OF A GROUP

2. (a)
 (b)

3. SEC USE ONLY
 SOURCE OF FUNDS

4. PF
 CHECK BOX IF DISCLOSURE OF
 LEGAL PROCEEDINGS IS
 5. REQUIRED PURSUANT TO ITEM
 2(d) OR 2(e):
 CITIZENSHIP OR PLACE OF
 6. ORGANIZATION

United States of America
 SOLE VOTING POWER

NUMBER OF 7.
 SHARES 208,659
 BENEFICIALLY 8.
 OWNED BY EACH 0
 REPORTING 9. SOLE DISPOSITIVE POWER

PERSON 208,659
 WITH 9. SHARED DISPOSITIVE POWER

10.
 0
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 11. EACH REPORTING PERSON

208,659
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 12. CERTAIN SHARES (see instructions)

13.

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.9% ⁽¹⁾

TYPE OF REPORTING PERSON

14.

IN

⁽¹⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 171,237 shares of common stock subject to incentive stock options, non-qualified stock options and restricted stock units held by Dr. Zavracky.

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CUSIP No. 586264103

	NAME OF REPORTING PERSON:
1.	Yongyao Cai
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2.	(a)
	(b)
3.	SEC USE ONLY
	SOURCE OF FUNDS
4.	PF
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
5.	CITIZENSHIP OR PLACE OF ORGANIZATION
6.	People's Republic of China
	SOLE VOTING POWER
NUMBER OF	7.
SHARES	91,413
	SHARED VOTING POWER
BENEFICIALLY	8.
OWNED BY	0
EACH	SOLE DISPOSITIVE POWER
REPORTING	9.
PERSON	91,413
WITH	SHARED DISPOSITIVE POWER
	10.
	0
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11.	91,413
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)
12.	

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.4% ⁽¹⁾

14. TYPE OF REPORTING PERSON
IN

⁽¹⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 60,970 shares of common stock subject to non-qualified stock options and restricted stock units held by Mr. Cai.

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CUSIP No. 586264103

1.	NAME OF REPORTING PERSON:
	Wei Zhang
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3.	SEC USE ONLY
4.	SOURCE OF FUNDS
	PF
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
6.	CITIZENSHIP OR PLACE OF ORGANIZATION
	People's Republic of China
7.	SOLE VOTING POWER
NUMBER OF	90,500
SHARES	SHARED VOTING POWER
8.	0
BENEFICIALLY	SOLE DISPOSITIVE POWER
OWNED BY	
EACH	9.
REPORTING	90,500
PERSON	SHARED DISPOSITIVE POWER
WITH	10.
	0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	90,500
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
- 0.4% ⁽¹⁾
14. TYPE OF REPORTING PERSON
IN

⁽¹⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 61,125 shares of common stock subject to non-qualified stock options and restricted stock units held by Mr. Zhang.

CUSIP No. 586264103

	NAME OF REPORTING PERSON:
1.	Haidong Liu
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2.	(a)
	(b)
3.	SEC USE ONLY
	SOURCE OF FUNDS
4.	PF
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
5.	CITIZENSHIP OR PLACE OF ORGANIZATION
6.	People's Republic of China
	SOLE VOTING POWER
NUMBER OF	7.
	86,500
SHARES	SHARED VOTING POWER
	8.
BENEFICIALLY	0
OWNED BY	SOLE DISPOSITIVE POWER
EACH	9.
	86,500
REPORTING	SHARED DISPOSITIVE POWER
PERSON	10.
WITH	0
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11.	86,500
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)
12.	

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.4% ⁽¹⁾

14. TYPE OF REPORTING PERSON
IN

⁽¹⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 54,375 shares of common stock subject to non-qualified stock options and restricted stock units held by Mr. Liu.

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CUSIP No. 586264103

	NAME OF REPORTING PERSON:
1.	Alexander Dribinsky
	CHECK THE APPROPRIATE BOX
	IF A MEMBER OF A GROUP
2.	(a)
	(b)
3.	SEC USE ONLY
	SOURCE OF FUNDS
4.	PF
	CHECK BOX IF DISCLOSURE OF
	LEGAL PROCEEDINGS IS
5.	REQUIRED PURSUANT TO ITEM
	2(d) OR 2(e):
	CITIZENSHIP OR PLACE OF
6.	ORGANIZATION
	United States of America
	SOLE VOTING POWER
NUMBER OF	7.
	67,878
SHARES	SHARED VOTING POWER
	8.
BENEFICIALLY	0
OWNED BY	SOLE DISPOSITIVE POWER
EACH	9.
	67,878
REPORTING	SHARED DISPOSITIVE POWER
PERSON	10.
WITH	0
	AGGREGATE AMOUNT
	BENEFICIALLY OWNED BY
11.	EACH REPORTING PERSON
	67,878
	CHECK BOX IF THE AGGREGATE
	AMOUNT IN ROW (11) EXCLUDES
12.	CERTAIN SHARES (see instructions)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.3% ⁽¹⁾

14. TYPE OF REPORTING PERSON
IN

⁽¹⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 61,985 shares of common stock subject to non-qualified stock options and restricted stock units held by Mr. Dribinsky.

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CUSIP No. 586264103

	NAME OF REPORTING PERSON:
1.	Dr. Dong An, Ph.D.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2.	(a)
	(b)
3.	SEC USE ONLY
	SOURCE OF FUNDS
4.	PF
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
5.	CITIZENSHIP OR PLACE OF ORGANIZATION
6.	People's Republic of China
	SOLE VOTING POWER
NUMBER OF	7.
SHARES	23,575
	SHARED VOTING POWER
BENEFICIALLY	8.
OWNED BY	0
EACH	SOLE DISPOSITIVE POWER
	9.
REPORTING	23,575
PERSON	SHARED DISPOSITIVE POWER
WITH	10.
	0
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11.	23,575
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)
12.	

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.1% ⁽¹⁾

14. TYPE OF REPORTING PERSON
IN

⁽¹⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 22,500 shares of common stock subject to non-qualified stock options and restricted stock units held by Dr. An.

CUSIP No. 586264103

	NAME OF REPORTING PERSON:
1.	James Fennelly
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2.	(a)
	(b)
3.	SEC USE ONLY
	SOURCE OF FUNDS
4.	PF, OO
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
5.	CITIZENSHIP OR PLACE OF ORGANIZATION
6.	United States of America
	SOLE VOTING POWER
NUMBER OF	7.
SHARES	25,125
	SHARED VOTING POWER
BENEFICIALLY	8.
OWNED BY	0
EACH	SOLE DISPOSITIVE POWER
REPORTING	9.
PERSON	25,125
WITH	SHARED DISPOSITIVE POWER
	10.
	0
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11.	25,125
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)
12.	

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.1% ⁽¹⁾

14. TYPE OF REPORTING PERSON
IN

⁽¹⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 22,091 shares of common stock subject to non-qualified stock options and restricted stock units held by Mr. Fennelly.

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CUSIP No. 586264103

1. NAME OF REPORTING PERSON:
 Dr. Eric Chojnacki, Ph.D.
 CHECK THE APPROPRIATE BOX
 IF A MEMBER OF A GROUP

2. (a)
 (b)

3. SEC USE ONLY
 SOURCE OF FUNDS

4. PF
 CHECK BOX IF DISCLOSURE OF
 LEGAL PROCEEDINGS IS
 5. REQUIRED PURSUANT TO ITEM
 2(d) OR 2(e):
 CITIZENSHIP OR PLACE OF
 6. ORGANIZATION

United States of America
 SOLE VOTING POWER

NUMBER OF 7. 11,239
 SHARES SHARED VOTING POWER

8. 0
 BENEFICIALLY OWNED BY
 EACH SOLE DISPOSITIVE POWER

9. 11,239
 REPORTING PERSON WITH SHARED DISPOSITIVE POWER

10. 0
 11. AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON

12. 11,239
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (see instructions)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)
- 0.0% ⁽¹⁾
14. TYPE OF REPORTING PERSON
IN

⁽¹⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 10,000 shares of common stock subject to non-qualified stock options and restricted stock units held by Dr. Chojnacki.

CUSIP No. 586264103

1. NAME OF REPORTING PERSON:
Lei Zhang
2. CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP
3. (a)
(b)
4. SEC USE ONLY
SOURCE OF FUNDS
5. PF
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(d) OR 2(e):
6. CITIZENSHIP OR PLACE OF
ORGANIZATION
United States of America
7. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8. SOLE VOTING POWER
12,921
9. SHARED VOTING POWER
0
10. SOLE DISPOSITIVE POWER
12,921
11. SHARED DISPOSITIVE POWER
0
12. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,921
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

13. PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.1% ⁽¹⁾

14. TYPE OF REPORTING PERSON
IN

⁽¹⁾ Based upon 24,296,504 shares of common stock outstanding as of May 10, 2013, as reported by MEMSIC, Inc. in its Form 10-Q filed on May 15, 2013, and assuming the acquisition of 7,091 shares of common stock subject to non-qualified stock options and restricted stock units held by Ms. Zhang.

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CUSIP No. 586264103