

DALAL YOGEN K
Form 3
November 10, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â MAYFIELD XI QUALIFIED
LP

(Last) (First) (Middle)

2800 SAND HILL ROAD,
SUITE 250

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
11/10/2010

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____X____ Other
(give title below) (specify below)
See Explanation of Responses

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	210,190	\$ (1)	D (2) (3) (4)	Â
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	503,586	\$ (1)	D (2) (3) (4)	Â
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,482,449	\$ (1)	D (2) (3) (4)	Â
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	325,204	\$ (1)	D (2) (3) (4)	Â
Series E Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	192,983	\$ (1)	D (2) (3) (4)	Â
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	13,106	\$ (1)	I (2) (3) (4)	By Mayfield XI
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	31,401	\$ (1)	I (2) (3) (4)	By Mayfield XI
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	92,439	\$ (1)	I (2) (3) (4)	By Mayfield XI
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	20,278	\$ (1)	I (2) (3) (4)	By Mayfield XI
Series E Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	12,033	\$ (1)	I (2) (3) (4)	By Mayfield XI
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	4,368	\$ (1)	I (2) (3) (4)	By Mayfield Associates Fund VI
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	10,467	\$ (1)	I (2) (3) (4)	By Mayfield Associates Fund VI
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	30,813	\$ (1)	I (2) (3) (4)	By Mayfield Associates Fund VI
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	6,759	\$ (1)	I (2) (3) (4)	By Mayfield Associates Fund VI
Series E Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	4,011	\$ (1)	I (2) (3) (4)	By Mayfield Associates Fund VI
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	15,048	\$ (1)	I (2) (3) (4)	By Mayfield Principals Fund II
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	36,053	\$ (1)	I (2) (3) (4)	By Mayfield Principals Fund II

Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	106,134	\$ (1)	I (2) (3) (4)	By Mayfield Principals Fund II
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	23,282	\$ (1)	I (2) (3) (4)	By Mayfield Principals Fund II
Series E Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	13,816	\$ (1)	I (2) (3) (4)	By Mayfield Principals Fund II

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYFIELD XI QUALIFIED LP 2800 SAND HILL ROAD, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	See Explanation of Responses
Mayfield XI Management 2800 SAND HILL ROAD, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	Â	See Explanation of Responses
MAYFIELD XI LP / DE 2800 SAND HILL ROAD, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	Â	See Explanation of Responses
MAYFIELD ASSOCIATES FUND VI 2800 SAND HILL ROAD, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	Â	See Explanation of Responses
Mayfield Principals Fund II 2800 SAND HILL ROAD, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	Â	See Explanation of Responses
DALAL YOGEN K 2800 SAND HILL ROAD, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	Â	See Explanation of Responses
ROBERTS JANICE M 2800 SAND HILL ROAD, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	Â	See Explanation of Responses
VASAN ROBERT T 2800 SAND HILL ROAD, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	Â	See Explanation of Responses

Signatures

James T. Beck, Authorized Signatory for Mayfield XI Management, L.L.C., the sole General Partner of Mayfield XI Qualified, a Delaware Limited Partnership

11/10/2010

**Signature of Reporting Person

Date

James T. Beck, Authorized Signatory for Mayfield XI Management, L.L.C.

11/10/2010

**Signature of Reporting Person

Date

11/10/2010

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James T. Beck, Authorized Signatory for Mayfield XI Management, L.L.C., the sole General Partner of Mayfield XI, a Delaware Limited Partnership

__Signature of Reporting Person

Date

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

11/10/2010

__Signature of Reporting Person

Date

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

11/10/2010

__Signature of Reporting Person

Date

James T. Beck, Attorney-in-fact for Yogen K. Dalal

11/10/2010

__Signature of Reporting Person

Date

James T. Beck, Attorney-in-fact for Janice M. Roberts

11/10/2010

__Signature of Reporting Person

Date

James T. Beck, Attorney-in-fact for Robert T. Vasan

11/10/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The convertible preferred stock is convertible at any time, at the holder's election, on a one-for-one basis and has no expiration date.

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) 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.

Â

Remarks:

SeeÂ ExhibitÂ 24,Â PowersÂ ofÂ Attorney.

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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