

INPHI Corp

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 Tallwood I LP

(Last)

(First)

(Middle)

C/O TALLWOOD VENTURE
CAPITAL,Â 400 HAMILTON
AVENUE, SUITE 230

(Street)

PALO ALTO,Â CAÂ 94301

(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

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

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. 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)

Common Stock

362,142

D Â

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

SEC 1473 (7-02)

Persons who respond to the collection of 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)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

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

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|---------------------|--------------------|-----------------|----------------------------------|----------|--|---|
| Series A Preferred Stock | Â (1) | Â (1) | Common Stock | 242,714 | \$ (1) | D | Â |
| Series B Preferred Stock | Â (1) | Â (1) | Common Stock | 581,508 | \$ (1) | D | Â |
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 1,711,834 | \$ (1) | D | Â |
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock | 381,164 | \$ (1) | D | Â |
| Series E Preferred Stock | Â (1) | Â (1) | Common Stock | 178,729 | \$ (1) | D | Â |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Tallwood I LP
C/O TALLWOOD VENTURE CAPITAL
400 HAMILTON AVENUE, SUITE 230
PALO ALTO, CA 94301

Â Â X Â Â

Signatures

/s/ Diosdado

11/10/2010

Banatao

**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 anytime, at the holder's option, on a one-for-one basis and has no expiration date.

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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